



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

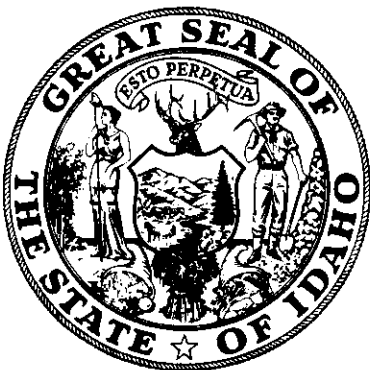
FARM-LANDS MANAGEMENT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____
FARM-LANDS MANAGEMENT, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated March 13th, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

FARM-LANDS MANAGEMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons and of full age and citizens of the United States, by these presents associate ourselves together for the purpose of forming a corporation pursuant to the corporation laws of the State of Idaho, and we do hereby certify as follows:

I

That the name of the corporation is FARM-LANDS MANAGEMENT, INC.

II

That the purposes for which said corporation is formed are:

To purchase, lease, sell, manage, and otherwise deal in farms, ranches, agricultural, ranching and commercial loans, to purchase and sell and discount notes, mortgages and contracts, and to do appraisals of property, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property, to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage or vote, sell, pledge or otherwise dispose of and deal in buying bonds and securities and debentures and other evidence of indebtedness of other corporations, foreign or domestic.

To carry on any other business, whether sales, leasing or otherwise, which may, in the discretion of the Directors, seem capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of the company's property or rights, and to do any and all of the above things, or any part thereof as principals, agents, contractors, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with others, and generally to attain and further any of the purposes herein set forth or incidental to the business of the company, or to any of the powers herein specified; to make, guarantee and perform any contracts of any kind and description, and to do any and all other acts and things and exercise any and all other powers which a co-partnership or natural persons could do, and exercise, and which now or hereafter may be authorized by law.

To exercise all authority conferred upon corporations by Section 30-1-4 of the Idaho Code, and, in addition thereto, to purchase its own stock and to enter it upon its books as treasury stock or to cancel or re-issue it, and in general to deal and trade in its own stock. To exercise all authority conferred upon corporations by Section 1244 of the Internal Revenue Code.

III

The corporation is to have perpetual existence, subject only to dissolution in the manner provided by law.

IV

The location and post office address of the registered office of the corporation is 1055 Blue Lakes Blvd., Twin Falls, Idaho, 83301, and the name of the registered agent shall be William Wright, 1055 Blue Lakes Blvd., Twin Falls, Idaho, 83301.

V

The amount of the capital stock of this corporation shall be, and is, One Hundred Shares of stock having no par value.

VI

The names and post office addresses of each of the incorporators thereto is as follows:

NAME	POST OFFICE ADDRESS
William B. Wright	P. O. Box 342 Twin Falls, Idaho 83301
Gregory S. Ruddell	1420 Poplar Twin Falls, Idaho 83301

VII

The name and post office address of the initial directors named by the below signed incorporations, to serve until the first annual meeting of the shareholders, or until their successors be elected and qualified, are as follows:

NAME	POST OFFICE ADDRESS
William B. Wright	P. O. Box 342 Twin Falls, Idaho 83301
Gregory S. Ruddell	1420 Poplar Twin Falls, Idaho 83301

VIII

The private property of the stockholders of the corporation shall not be subject to the payment of the corporation debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business or paying debts of the corporation or for any other reason.

IX

The number of Directors of the corporation shall be as specified in the By-Laws, and the number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, providing the number of Directors shall not be less than One.

X

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change, and repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this
12 day of March, 1980.


WILLIAM B. WRIGHT


GREGORY S. RUDELL

STATE OF IDAHO)
) ss
County of Twin Falls)

On this 12 day of March, 1980, before me, the undersigned, a Notary Public in and for said County and State, personally appeared WILLIAM B. WRIGHT, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Sharon A. Jones
Notary Public for Idaho.
Residing at Jerome, Idaho

STATE OF IDAHO)
) ss
County of Twin Falls)

On this 12 day of March, 1980, before me, the undersigned, a Notary Public in and for said County and State, personally appeared GREGORY S. RUDDLELL, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Sharon A. Jones
Notary Public for Idaho.
Residing at Jerome, Idaho