



CERTIFICATE OF INCORPORATION  
OF

COUNTRY FEED AND SUPPLY, 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 \_\_\_\_\_

COUNTRY FEED AND SUPPLY, 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 December 17, 19 80.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

Dec 17 3 04 PM '80  
ARTICLES OF INCORPORATION  
OF  
SECRETARY OF STATE  
COUNTRY FEED AND SUPPLY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes herein after stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

That the name of the Corporation shall be COUNTRY FEED AND SUPPLY, INC.

ARTICLE II.

The Corporation is to have perpetual existence.

ARTICLE III.

The names and addresses of the incorporators and the number of shares subscribed by each incorporator are as follows:

| <u>NAME</u>       | <u>ADDRESS</u>                  | <u>SHARES</u> |
|-------------------|---------------------------------|---------------|
| Donald L. Andrew  | Route 5 Box 203, Blackfoot, ID  | 1             |
| Dorothy S. Andrew | Route 5 Box 203, Blackfoot, ID  | 1             |
| Charles K. Morgan | Route 3 Box 317B, Blackfoot, ID | 1             |

ARTICLE V.

The Stock of the Corporation shall be of one class, common, which shall not be subject to assessment for any reason.

There shall be authorized 20,000 shares of a par value of one dollar (\$1.00) per share.

ARTICLE VI.

The location of the initial registered office of the Corporation shall be in Bingham County, Idaho, at: Route 5 Box 203, Blackfoot, Idaho, 83221.

ARTICLE VII.

The initial registered agent of this Corporation shall be: Donald L. Andrew, Route 5 Box 203, Blackfoot, Idaho, 83221.

ARTICLE VIII.

The Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of

directors constituting the Board shall not be less than three (3) nor more than nine (9).

The names and addresses of the directors constituting the initial Board of Directors, who shall serve as directors until the first annual meeting or until their successors are elected and qualify are: Donald L. Andrew, Route 5 Box 203, Blackfoot, Idaho, 83221, Dorothy S. Andrew, Route 5 Box 203, Blackfoot, Idaho, 83221, Charles K. Morgan, Route 3 Box 317B, Blackfoot, Idaho, 83221.

#### ARTICLE IX.

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

#### ARTICLE X.

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the Corporation, and no act of the Corporation shall be in any way affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are the directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, any director of the Corporation which is also a director or officer of such other corporation which shall authorize such contract or transaction, with like force and effect, as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16<sup>th</sup> day of December, 1980.

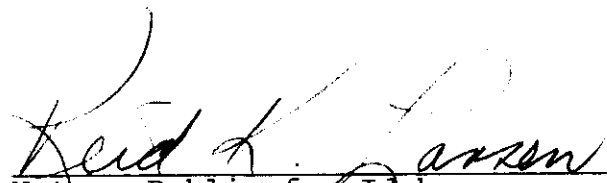
Donald L. Andrew  
Donald L. Andrew

Dorothy S. Andrew  
Dorothy S. Andrew

Charles K. Morgan  
Charles K. Morgan

STATE OF IDAHO       )  
                              : ss.  
County of Bingham )

On this 16<sup>th</sup> day of December, 1980, before me, a Notary Public for Idaho, personally appeared Donald L. Andrew, Dorothy S. Andrew, and Charles K. Morgan, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Blackfoot, Idaho