

CERTIFICATE OF INCORPORATION
OF

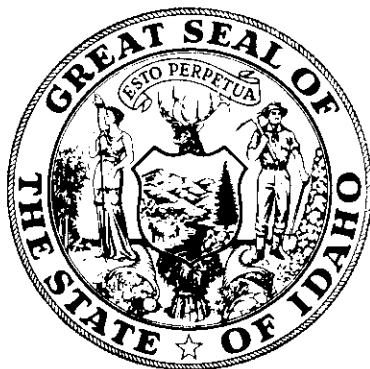
COM-BRO, INC.

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 _____
COM-BRO, 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: *June 9, 1982*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
COM-BRO, INC.

JUN 5 8 50 AM '82
SECRETARY OF STATE

The undersigned natural persons of the age of twenty-one years or more, as incorporators of a corporation (hereinafter referred to as "Corporation") under the provisions of the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation is COM-BRO, INC.

ARTICLE II.

The period of duration of the Corporation is perpetual.

ARTICLE III.

The objects and purposes for which this Corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth in the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this Corporation shall have power:

a. To engage in business as a dealer in farm products and commodities; and as a track buyer, such business to include, but not limited to, the soliciting or receiving on consignment or commission, of farm products, of every kind and nature, from a producer thereof, or a ware-houseman thereof, for the purpose of shipping, re-selling, storing, or processing said farm products; and truck brokerage.

b. To transact all lawful business for which corporations may be incorporated under the provisions of the Idaho Business Corporation Act. Title 30, Chapter 1, Idaho Code.

c. To exercise all powers given to corporations by the laws of the State of Idaho.

d. To obtain from any government or authority (municipal, local or otherwise) any rights, privileges, licenses, concessions and franchises which the company may think is desirable to obtain, and to carry out, exercise and comply with any such arrangements,

rights, privileges, licenses, consessions and franchises.

e. To generally carry on and undertake any business, undertaking, transaction, or operation commonly carried on or calculated directly or indirectly to enhance the value of or render profitable, any of the Corporations's property or rights, which are not in violation of law.

f. The several clauses contained in this statement of purpose shall be construed, as both purposes and powers, otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE IV.

The address of the registered office of the Corporation is Route #1, Country View Court- 7B, Filer, Idaho 83328, and the name of the registered agent at that address is Gordon Bennett.

ARTICLE V.

The Corporation will not commence business until the consideration has been received for the initial capital stock subscriptions.

ARTICLE VI.

Section 1. Authorized Shares. The total authorized capital stock of the Corporation shall be divided into Six Hundred (600) shares of common stock with a par value of One Dollar(\$1.00) per share,

Section 2. Stock Non-Assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts of any extent whatsoever.

Section 3. Voting Power. The entire voting power of the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them on record.

Section 4. Dividends. The holder of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation

as defined in the Idaho Business Corporation Act, dividends payable-
either in cash, in property, or in shares, of the capital stock of
the Corporation.

Section 5. From time to time, the capitalization of this
Corporation may be increased or decreased as provided by law and if
the capitalization is increased such amendment may provide for dif-
ferent classes of stock with voting or dividend rights or privileges
as may be provided in such amendment.

ARTICLE VII.

Section 1. Meetings of Shareholders. Meetings of the
Shareholders of the Corporation may be held at such place, within or
without the State of Idaho, as may be provided in the Code of By-
Laws. In the absence of any such provisions, all meetings shall be
held at the registered office of the Corporation.

Section 2. Meeting of Directors. Meetings of the Board
of Directors of the Corporation, regular or special, may be held
either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial By-Laws of the
Corporation shall be adopted by its Board of Directors. The power
to alter, amend, or repeal the By-Laws, or to adopt new By-Laws, shall
be vested in the Board of Directors. The By-Laws may contain any
provisions for the regulations and management of the affairs of the
Corporation not inconsistent with the Act, or these Articles of In-
corporation.

ARTICLE VIII.

Section 1. Initial Board of Directors. The initial
Board of Directors of this Corporation shall consist of Three (3)
members whose names and addresses are as follows:

Gordon Bennett	Route #1 Filer, ID 83328 326-5094
Jim Carpenter	508 Glacier Jerome, ID 83338 324-8293
Dick Graves	Route #2 Gooding, ID 83330 934-5180

Which directors shall serve until the first election of Directors.

Section 2. Number of Directors. The number of Directors of the Corporation shall be three (3), unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall not be less than two, unless all of the outstanding shares are owned beneficially and of record by less than two shareholders, in which event the number of Directors shall not be less than the number of shareholders permitted by statute.

ARTICLE IX.

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 other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors of or officers of, such other corporation and director individually, or any firm of which a director may be a member, 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; and any director of the Corporation who is also a director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any 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.

ARTICLE X.

After the initial subscription of shares as indicated by signed subscription agreements, of the Corporation's authorized shares have been issued, each holder of shares in this Corporation shall have the first right to purchase shares of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares outstanding exclusive of

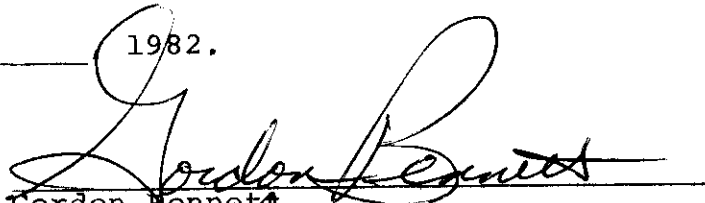
treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the Corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

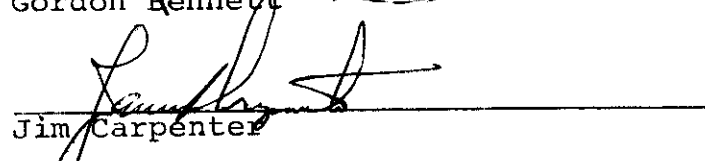
ARTICLE XI.

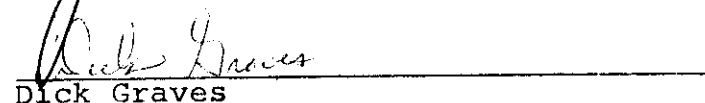
The names and post office addresses of the Incorporators and the number of shares subscribed by each are as follows:

Gordon Bennett	Route #1 Filer, ID 83328	One Share
Jim Carpenter	508 Glacier Jerome, ID 83338	One Share
Dick Graves	Route #2 Gooding, ID 83330	One Share

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 14th day of May 1982.


Gordon Bennett


Jim Carpenter


Dick Graves

STATE OF IDAHO)
) ss.
Gooding County)

On this 14th day of May, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Gordon Bennett, known to me to be the person whose name is subscribed to the foregoing 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 first above written.

Jeanne L. Shaw
Notary Public for the State of Idaho
Residing at Gooding, Idaho

STATE OF IDAHO)
)
Gooding County)

On this 14th day of May, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Jim Carpenter, known to me to be the person whose name is subscribed to the foregoing 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 first above written.

Jeanne L. Shaw
Notary Public for the State of Idaho
Residing at Gooding, Idaho

STATE OF IDAHO)
) ss.
Gooding County)

On this 14th day of May, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Dick Graves, known to me to be the person whose name is subscribed to the foregoing 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 first above written.

Jeanne L. Shaw
Notary Public for the State of Idaho
Residing at Gooding, Idaho