

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TKO FARMS, INC.
File number C 118138

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 the above named corporation, 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: February 6, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bellus*

FEB 4 12 30 PM '97

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF
TKO FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, over the age of eighteen years, do by these presents, form a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I

NAME

This Corporation shall be known as "TKO FARMS, INC."

ARTICLE II

DURATION

The term and existence of this Corporation shall be perpetual.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which this Corporation is formed are as follows:

(a) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

IDAHO SECRETARY OF STATE

DATE 02/03/1997

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(b) Without limiting the purposes for which this Corporation is formed, it shall include the acquisition and operation of agricultural lands and all related business activities.

(c) To engage in any commercial, industrial, or agricultural enterprise, calculated or designed to be profitable to this Corporation, and in conformity with the laws of the State of Idaho, or such other place or places and states in which the Corporation may, from time to time, conduct its business.

(d) Purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements, or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of this Corporation, and to enter into, make, perform, and carry out contracts of every sort and kind, with any person, or entity, including the right to become a partner or acquire an interest in a joint venture, and to acquire and take over the good will, property, rights, franchises, and assets of every kind, and liabilities of any person, firm, association or corporation, either wholly or in part, and to pay for the same in cash, stocks, bonds of the corporation or otherwise.

(e) To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or of any foreign country, a corporation, or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which this Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(f) To do all and every thing necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms, or individuals, and to do every other act, or acts, thing, or things, incidental or pertinent to or growing out of, or connected with the foregoing objects or purposes, or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

(g) The Provisions of these Articles shall be construed as purposes and powers, and each as an independent

purpose and power In furtherance of, and not in limitation of, the powers which the Corporation may have under present or future laws of the State of Idaho, and in such states as the Corporation may, from time to time, do business.

(h) To have and to exercise all rights and powers from time to time granted to a corporation by law.

ARTICLE IV

LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this Corporation is 1151 S. Hwy 27, Burley, Idaho 83318; the post office address is 1151 S. Hwy 27, Burley, Idaho 83318; the registered agent of this Corporation shall be Trafford Kent Woodhouse, 1149 S. Hwy 27, Burley, Idaho 83318.

ARTICLE V

CORPORATE STOCK

The total number of shares which the Corporation is authorized to issue is 500,000 shares of stock at no par value per share.

<u>TYPE</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Common	500,000	No par value

No sale or transfer of stock may be made without a prior offer in writing to the remaining stockholders in the same proportion as their shareholdings, and at the same price, terms and conditions on which the perspective transfer is predicated.

All stock, when fully paid, shall be non-assessable.

The Corporation may purchase its own stock.

ARTICLE VI

INCORPORATORS

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Trafford Kent Woodhouse	1149 S. Hwy 27, Burley, Idaho 83318
Troy Kent Woodhouse	1927 Normal Avenue, Burley, Idaho 83318

ARTICLE VII

BOARD OF DIRECTORS

The initial directors of the Corporation who shall serve until the first election of directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Trafford Kent Woodhouse	1149 S. Hwy 27, Burley, Idaho 83318
Troy Kent Woodhouse	1927 Normal Avenue Burley, Idaho 83318

The Board of Directors shall consist of one or more members as fixed by, or in the manner provided in, the By-Laws, of the Corporation. The number of directors may be increased or decreased from time to time as provided in the corporate By-Laws.

A majority of the Board of Directors shall constitute a quorum for transacting business, and the act of the majority of said quorum of said Board of Directors shall be the act of the Board.

Directors need not be stockholders of the Corporation.

ARTICLE VIII

DIRECTORS LIABILITY

No director of this Corporation shall be personally liable to the Corporation or the corporate stockholders for monetary damages resulting from a breach of fiduciary duty as a director of this Corporation, provided that such provision shall not eliminate or limit the liability of a director:

(a) For any breach of the director's duty of loyalty to the Corporation or its stockholders.

(b) For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law.

(c) For any of those liabilities provided under 30-1-48 of the Idaho Code.

(d) For any transaction from which the director derived an improper personal benefit.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho, then in full force and effect; the power to make, repeal and amend the By-Laws, and adopt new By-Laws, is hereby conferred upon the Directors as well as the shareholders.

ARTICLE X

CONTRACTS

No contract or other transaction between this

Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, nor the fact that the capital stock of one corporation may be owned, in part, by the other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction and may vote thereon with like force and effect as if he were not interested.

IN WITNESS WHEREOF, we have hereunto set our hands
this 31 day of January, 1997.

Trafford Kent Woodhouse
Trafford Kent Woodhouse

Troy Kent Woodhouse
Troy Kent Woodhouse

STATE OF IDAHO)
) ss
County of Cassia)

On this 31 day of January, in the year 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared TRAFFORD KENT WOODHOUSE and TROY KENT WOODHOUSE, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Holly Knoblauch-Goodman
Notary Public for Idaho
Residing at _____
My commission expires on _____

HOLLY KNOBLAUCH-GOODMAN
NOTARY PUBLIC
STATE OF IDAHO

Residing at Rupert, Idaho
My Commission Expires 11/6/2002