



**CERTIFICATE OF INCORPORATION
OF**

C & P FARMS, 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 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: May 15, 1987



Pete T. Cenarrusa

SECRETARY OF STATE
by: S. J. H.

Nov 15 4:11 PM '87

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

C & P FARMS, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is C & P FARMS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 500 shares in the aggregate amount of \$1.00 per share.

FIFTH: Provisions denying pre-emptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-laws of the corporation, including provision for restriction on transfer of shares, as provided in the Idaho Business Corporation Act, Section 30-1-23A.

SEVENTH: The address of the initial registered office of the corporation is P.O. Box 73, Kuna, Idaho 83634, and the name of its initial registered agent at such address is Carl V. Nicholson.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Carl V. Nicholson	P.O. Box 73 Kuna, Idaho 83634
Patty Nicholson	P.O. Box 73 Kuna, Idaho 83634

NINTH: The name and address of each incorporator is:

NAME

ADDRESS

Carl V. Nicholson

P.O. Box 73
Kuna, Idaho 83634

Patty Nicholson

P.O. Box 73
Kuna, Idaho 83634

THE UNDERSIGNED, being the original subscribers to the capital stock hereinbefore named for the purposes of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 15th day of April, 1987.

Carl V. Nicholson
Carl V. Nicholson

Patty Nicholson
Patty Nicholson

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 15th day of April, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared CARL V. NICHOLSON and PATTY NICHOLSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Notary M. Wilson
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 4-28-92