



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

INITIAL BUTTE MUTUAL CANAL COMPANY, INC.

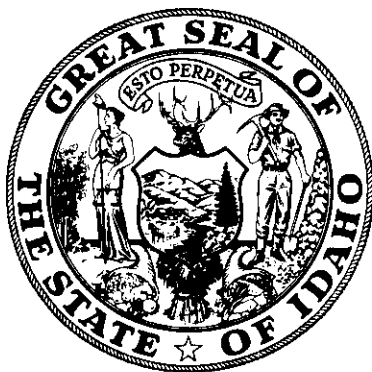
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

INITIAL BUTTE MUTUAL CANAL COMPANY, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 6, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Penny Gorsa
Corporation Clerk

ARTICLES OF INCORPORATION
OF
INITIAL BUTTE MUTUAL CANAL COMPANY, INC.

The undersigned, acting as incorporators of a corporation under the *non profit act, ID*, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is "INITIAL BUTTE MUTUAL CANAL COMPANY, INC.".

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

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

ARTICLE IV.

The capital stock of this corporation shall be two thousand one hundred twenty (2,120) shares without nominal or par value. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation.

ARTICLE V.

The address of the initial registered office of the corporation is Route 1, Box 48, Melba, Idaho 83642, and the name of its initial registered agent at such address is Duane Pancheri.

ARTICLE VI.

The number of directors constituting the initial board of directors of the corporation is three (3), 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:

Duane Pancheri
Route 1, Box 48
Melba, Idaho 83642

Byron V. Anderson
1235 Inverness
Nampa, Idaho 83651

Gene Stunz
824 Reece Avenue
Nyssa, Oregon 97913


ARTICLE VII.

The name and address of each incorporator is:

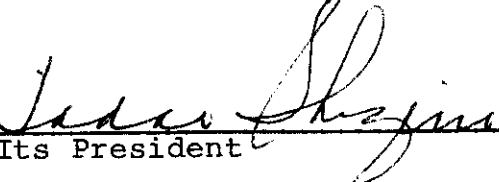
Duane Pancheri
Route 1, Box 48
Melba, Idaho 83642

Initial Butte Farms, Inc., an Idaho corporation
106 Main Street
Box 1565
Nyssa, Oregon 97913

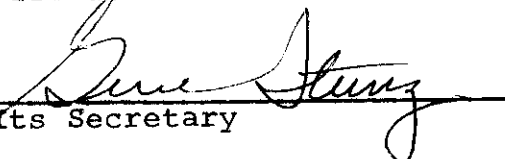
IN WITNESS WHEREOF, the undersigned, the incorporators
of said corporation, have hereunto set their hands, this 15th
day of March, 1982.


DUANE PANCHERI

INITIAL BUTTE FARMS, INC.

By 
Its President

ATTEST:

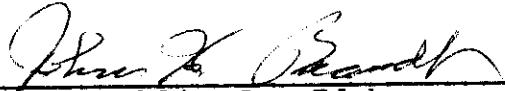

Its Secretary

(CORPORATE SEAL)

STATE OF IDAHO)
 : ss.
County of Canyon)

On this 15th day of March, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared DUANE PANCHERI, known to me to be the person whose name is subscribed to the within and 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 in this certificate first above written.




Notary Public for Idaho,
Residing at Nampa, Idaho.

(SEAL)

STATE OF IDAHO)
 : ss.
County of Canyon)

On this 15th day of March, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared TADAO SHIGENO and GENE STUNZ, known to me to be the President and Secretary, respectively of INITIAL BUTTE FARMS, INC., an Idaho corporation, the corporation that executed the within and foregoing instrument, and who executed the instrument on behalf of said corporation, and acknowledged to me that said corporation 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.



Notary Public for Idaho,
Residing at Nampa, Idaho.

(SEAL)