

FILED

98 OCT 19 PH *2-23* **ARTICLES OF INCORPORATION**
OF
STATE OF IDAHO **PRODUCERS SPECIALTIES, INC.**
FOR THE STATE OF IDAHO

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the corporation is:

PRODUCERS SPECIALTIES, INC.

ARTICLE II
DURATION

The duration of the corporation shall be:

PERPETUAL

ARTICLE III
PURPOSE(S)

The purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under this chapter of the laws of the state of Idaho, as they may be amended from time to time.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The total number of shares of **COMMON STOCK** which the corporation shall have the authority to issue are 10,000 and the par value of each share shall be \$1.00.

IDAHO SECRETARY OF STATE

10/19/1998 09:00
CL: 2037 CT: 18528 SH: 154391

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ARTICLE V
REGISTERED OFFICE/AGENT

The location and street address of its initial registered office is

CHARLOTTE HOUDEHELL
616 BLUE LAKES BLVD N#153
TWIN FALLS, TWIN FALLS COUNTY, ID, 83301

The name of its initial registered agent at such address is:

CHARLOTTE HOUDEHELL

ARTICLE VI
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is:
ONE (1).

The names and addresses of the persons who are to serve as members of the initial
Board of Directors of the corporation are as follows:

CHARLOTTE HOUDEHELL
616 BLUE LAKES BLVD, N#153
TWIN FALLS, ID, 83301

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators are as follows:

CHARLOTTE HOUDEHELL
616 BLUE LAKES BLVD., N #153
TWIN FALLS, ID, 83301

ARTICLE VIII
PROVISIONS

The provisions for the regulations of the internal affairs of the corporation shall be as set forth in the bylaws.

ARTICLE IX
INDEMNITY

To the fullest extent permitted by state law as it exists on the date of this filing or as it may hereafter be amended, no person who is serving or has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. This provision shall not be construed to eliminate the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its stockholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the director derived an improper personal benefit.

ARTICLE X
PREEMPTIVE RIGHTS

The corporation shall elect to have preemptive rights.

ARTICLE XI
CUMULATIVE VOTING

All shareholders of the corporation shall be entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.

IN WITNESS THEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on this, the 9 day of Oct, 1998.

Signed Charlotte Houdeshell
CHARLOTTE HOUDESHELL (INCORPORATOR)