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# ARTICLES OF INCORPORATION

OF

## Hawkes Fieldworks Corporation

We, the undersigned natural persons being more than eighteen years of age, acting as incorporators of a corporation pursuant to the provisions of the laws of the State of Idaho, so hereby adopt the following Articles of Incorporation for such corporation:

### ARTICLE I - NAME

The name of the Corporation hereby created shall be:

## Hawkes Fieldworks Corporation

### ARTICLE II - DURATION

The Corporation shall continue in existence perpetually unless sooner dissolved according to law.

### ARTICLE III - PURPOSES

The purpose or purposes for which the Corporation is organized are:

1. To engage in any commercial, industrial, agricultural or other business or enterprise and any other acts or activities for which corporations may be organized under the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform within and without the State of Idaho.
2. To carry on a general farming, custom farming, ranching or livestock raising business which shall include any farm lands, ranch lands, ranges and grazing privileges; to purchase, breed, care for, raise, fatten and sell any and all kinds of livestock; the raising and marketing of wheat, barley, corn, other grains, potatoes, seeds, fruit, hay, feed, and any and all agricultural and livestock products, and any and all other business.

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3. To carry on the business of dairying and producing, merchandising, manufacturing, and preserving all kinds of farm, dairy and meat products, and all other business incidental thereto or connected therewith.
4. To purchase, acquire, own, hold, lease, mortgage, encumber, sell and dispose of any and all kinds and character of real, personal, mixed, tangible or intangible property, mineral rights, water rights, notes, bonds, shares and interests (the foregoing particular enumeration in no sense being used by way of exclusion or limitation), and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including, in the case of stocks and shares, the right to vote thereon. To purchase or acquire for investment of for sale, or for operation or otherwise, lands, contracts for purchase or sale of lands acquired by the Corporation, or in which the Corporation is interested.
5. To enter into, make and perform contracts of every kind and description, to borrow and lend money, with or without security, and to endorse or otherwise guarantee the obligations of others.
6. To act as principal or agent for others and receive compensation for all services which it may render in the performance of the duties of an agency character.
7. To purchase, hold, sell and transfer the shares of its own capital stock.
8. To engage in the general business of investing, on behalf of itself and others, any part of its capital and such additional funds as it may obtain, or any interest therein, wither as tenant in common or otherwise, and to sell or otherwise dispose of the same, or any part thereof, or any interest therein.
9. To apply for, procure and take out patents of the United States of America, and the State of Idaho upon any lands in which the Corporation may have interest.
10. To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same is not inconsistent with the laws under which this Corporations governed.

## ARTICLE IV – CAPITALIZATION

The Corporation shall have authority to issue 10,000 common shares, all of which shall have \$1.00 par value. Each share shall have equal rights as to voting and in the event of dissolution or liquidation.

The Corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of its common shares; provided that the same shall be in accordance with applicable law.

No holder of shares of the capital stock of the Corporation shall have any preemptive rights of preferential rights of subscription to any shares of any class of stock of the Corporation whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.

## ARTICLE V – REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is:

750 O'Leary Way  
Twin Falls, Idaho 83301

And the name of its initial registered agent at such address is:

Richard D. Hawkes

## ARTICLE VI – DIRECTORS

Provisions for the regulation of the internal affairs of the Corporation are as follows:

The affairs and management of the Corporation shall be under the control of a board of directors consisting of not less than two (2) not more than five (5) members as determined from time to time by the board of directors. The original board of directors shall be comprised of two (2) persons. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders and until their successors are elected and shall qualify are as follows:

|                   |  |
|-------------------|--|
| Richard D. Hawkes | 750 O'Leary Way<br>Twin Falls, Idaho 83301 |
|-------------------|--|

|                |  |
|----------------|--|
| Niki M. Hawkes | 750 O'Leary Way<br>Twin Falls, Idaho 83301 |
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## ARTICLE VII – OFFICER AND DIRECTOR LIABILITY

To the extent permitted by law, a director of the corporation, whether past, present or future is not personally liable to the Corporation or to its stockholders for damages for breach of fiduciary duty as a director.

The Corporation shall indemnify any of its officers and directors, past, present, and future, who were or are a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, against any and all expenses, including but not limited to attorneys' fees, judgments fines and amounts paid in settlement which may be incurred, rendered or levied in any action brought against any or all of them for or on account of any act or omission alleged to have been committed while acting within the scope of their duties as officers or directors of the Corporation. Any and all expenses incurred by the offices and directors of the Corporation in defending a civil or criminal action. Suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation.

To the extent permitted by law the indemnification and advancement of expenses authorized by this Article do not exclude any other right to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation or any by-law, agreement, vote of stockholders or disinterested directors of otherwise for wither an action in his official capacity or an act in another capacity while holding his office.

The Corporation may purchase and maintain insurance or make any other financial arrangements permitted by law on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee, or agent, or arising out of his status as such, whether or not the Corporation has the authority to indemnify him against such liability and expenses. The decision of the board of directors as to the propriety of the terms and conditions of any insurance or other financial arrangement is conclusive and the insurance or other financial arrangement is not void or voidable and does not subject any director approving it to personal liability for his action, even if a director approving it to personal liability for his acting, even if a director approving the insurance or other financial arrangement is a beneficiary of the insurance or other financial arrangement.

STATE OF IDAHO )  
 ) :SS.  
COUNTY OF TWIN FALLS )

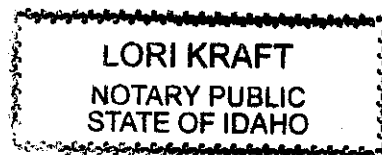
I, Lori Kraft, a notary public, hereby certify that on this 12<sup>th</sup> day of February, 2004, personally appeared before me Richard D. Hawkes who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

MY COMMISSION EXPIRES:

5-29-09

Lori Kraft  
NOTARY PUBLIC

Residing at: Twin Falls



## ARTICLE VIII – INCORPORATORS

The names and addresses of the incorporators are:

Richard D. Hawkes                      750 O'Leary Way  
Twin Falls, Idaho 83301

Niki M. Hawkes                        750 O'Leary Way  
Twin Falls, Idaho 83301

Dated this 12 day of February, 2004.

INCORPORATORS:

Richard D. Hawkes  
Richard D. Hawkes

Niki M. Hawkes  
Niki M. Hawkes