

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HAPY GRAIN COMPANY

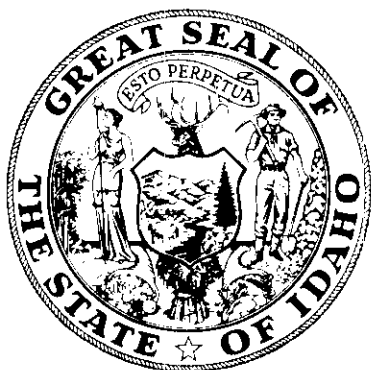
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HAPY GRAIN COMPANY

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: *October 18, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
HAPY GRAIN COMPANY

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WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Hapy Grain Company

ARTICLE II - DURATION

The duration of this corporation is "perpetual".

ARTICLE III - PURPOSES

The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be organized under this act, including but not limited to:

- a. Enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.
- b. Engage in the business activity of any business venture including Grain storage and handling.
- c. Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or

other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

d. Do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subject herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, wither alone or in conjunction with any other person, association or corporation.

e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho, and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of par value stock at \$1.00 per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

The shareholder shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Before the Board of Directors shall issue any unissued shares of this corporation, it shall notify each shareholder of the proposed issuance and of the terms and conditions under which the shares are proposed to be issued. For a period of 30 days after the giving of such notice, any shareholder shall have the right, on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the corporation at its registered office. If any shareholder does not give notice of his election to acquire such shares within such 30 day period, the shares may be issued to others but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the shareholders. The shareholders shall have no pre-emptive rights to acquire treasury share, shares issued in payment for property, tangible or intangible and real or personal, or shares issued in performing an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation.

ARTICLE VI - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office, and the name of its original registered agent at such address is:

Herbert Poteet
RT #4 Box 223
Rupert, Idaho 83350

The number of Directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify are:

Herbert Poteet
Rt #4 Box 223
Rupert, Idaho 83350

John D. Hansen
Rt #3 Box 130
Rupert, Idaho 83350

Roy M. Young
Rt #3 Box 242-A
Rupert, Idaho 83350

Bob Harmon
Rt #3 Box 251
Rupert, Idaho 83350

ARTICLE VIII

INCORPORATORS AND SHAREHOLDERS

The name and address of each incorporator and shareholder is:

Herbert Poteet
Rt #4 Box 223
Rupert, Idaho 83350

John D. Hansen
Rt #3 Box 130
Rupert, Idaho 83350

Roy M. Young
Rt #3 Box 242-A
Rupert, Idaho 83350

Bob Harmon
Rt #3 Box 251
Rupert, Idaho 83350

Each of the above-named incorporators and shareholders have subscribed for one share of common stock of this corporation.

ARTICLE IX

COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity

in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorized, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 1st day of OCTOBER, 1982.

Herbert Poteet
Herbert Poteet, President

Roy M. Young
Roy M. Young, Secretary/Treasurer

John D. Hansen
John D. Hansen, Vice President

Bob Harman
Bob Harman, Vice President

STATE OF

COUNTY OF

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I, Jim Herbert, a Notary Public,
hereby certify that on the 1st day of Oct., 1982,
Herbert Poteet, Roy M. Young, John D. Hansen, and Bob Harmon appeared
before me, who, being by me first duly sworn, severally declared that they
are the persons who signed the foregoing document as incorporators and that
the statements therein contained are true.

My Commission expires:

2-4-88

Jim Herbert
Notary Public

Residing at: Burley, Idaho