

State of Idaho

Department of State

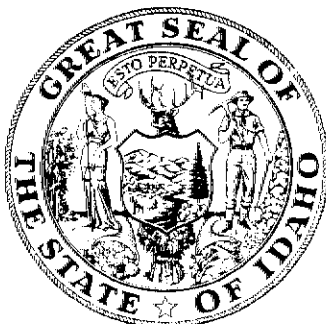
CERTIFICATE OF INCORPORATION OF

ABERDEEN FARMS, INC.
File number C 119267

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: April 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Larry J. Clark

**ARTICLES OF INCORPORATION
OF
ABERDEEN FARMS, INC.**

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Pursuant to Idaho laws regarding incorporation, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

ARTICLE 1. NAME

Section 1.1 *Name.* The name of the corporation is ABERDEEN FARMS, INC. (the "Corporation").

ARTICLE 2. REGISTERED OFFICE AND AGENT

Section 2.1 *Registered Agent.* The name of the initial registered agent is Terrell K. Palmer. .

Section 2.2 *Address of Registered Agent.* The initial registered office of the Corporation, which address is identical to the business office of the registered agent in Idaho is 2703 W. 2000 S., Aberdeen, Idaho 83210.

ARTICLE 3. PURPOSE

Section 3.1 *Purpose.* The Corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Idaho, now or hereafter in force.

ARTICLE 4. CAPITAL STOCK

Section 4.1 *Authorized Capital Stock.* The Corporation is authorized to issue one class of capital stock designated Common Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 100,000 shares of Common Stock, par value \$ 1.00 per share. The capital stock of the Corporation when issued and fully paid shall be nonassessable.

Section 4.3 *Common Stock.* The holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

ARTICLE 5. NO PREEMPTIVE RIGHTS.

Section 5.1 *No Preemptive Rights.* Shareholders of the Corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the Corporation.

ARTICLE 6. DIRECTORS.

Section 6.1 *Number.* The number of the Directors of the Corporation shall be fixed in the manner specified in the Bylaws of the Corporation.

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Sections 6.2 *Vacancies, Etc.* Vacancies and newly-created directorships resulting from any increase in the authorized number of Directors shall be filled only by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director, unless for any reason there are no directors in office in which case they shall be filled by a special election by shareholders. 100-25-000-001 '97

Section 6.3 *Initial Board of Directors.* The name and address of the initial Board of Directors is set forth below: 100-25-000-001 '97

Terrell K. Palmer
2703 W. 2000 S.
Aberdeen, Idaho 83210

ARTICLE 7. ELECTION OF DIRECTORS

Section 7.1 *Election of Directors.* Shareholders of the Corporation shall not have the right to cumulate votes in the election of Directors.

ARTICLE 8. SHAREHOLDER MEETINGS

Section 8.1 *Special Meetings.* Special meetings of the shareholders of the Corporation for any purpose or purposes may be called at any time (i) by the Board or by a committee of the Board which has been duly designated by the Board of Directors and whose powers and authority as provided in a resolution of the Board or in the Bylaws of the Corporation, included the power to call such meetings, and (ii) by written demand of the holders of at least twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

Section 8.2 *Location, Etc.* Meetings of Stockholders may be held within or without the State of Idaho as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

ARTICLE 9. AMENDMENT OF BYLAWS

Section 9.1 *Amendment of Bylaws.* In furtherance and not in limitation of the powers conferred by statute, the Board of Director is expressly authorized to make, adopt, repeal, alter, amend and rescind the Bylaws of the Corporation by a resolution adopted by a majority of the Directors.

ARTICLE 10. MERGERS, SHARE EXCHANGES AND OTHER TRANSACTIONS

Section 10.1 *Mergers, Shares Exchanges, and Other Transactions.* A merger, share exchange, sale of substantially all of the Corporation's assets, or dissolution must be approved by the affirmative vote, or if separate voting groups is required, then by not less than a majority of all of the votes entitled to be cast by that voting group.

ARTICLE 11. INCORPORATOR

Section 11.1 *Incorporator* The name and address of the incorporator is:

Terrell K. Palmer
2703 W. 2000 S.
Aberdeen, Idaho 83210

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I, THE UNDERSIGNED, being the Incorporation hereinbefore named, for the purpose of forming a corporation pursuant to the laws of the State of Idaho, do hereby sign these Articles of Incorporation in duplicate as of the 25 day of April, 1997.

Terrell K. Palmer
Terrell K. Palmer, Incorporator