

FILED

JUN 8 3 48 PM '99

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
SILVER BUTTE HOLSTEINS, INC.

♦ ♦ ♦

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of Silver Butte Holsteins, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopt the following articles of incorporation:

ARTICLE XIII

NAME

The name of this Corporation is "Silver Butte Holsteins, Inc."

ARTICLE XIV

DURATION

This Corporation shall have perpetual existence.

ARTICLE XV

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE XVI

CAPITALIZATION

This Corporation shall have authority to issue an aggregate of ten thousand (10,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	No Par Value

Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

IDAHO SECRETARY OF STATE
06/09/1999 09:00
01:128 CT: 114515 BH: 223908
100.00 = 100.00 CORP # 2

C 129223

ARTICLE XVII

PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE XVIII

CUMULATIVE VOTING

In all elections for Directors, shareholders shall be permitted to cumulate their votes. In such elections, shareholders shall have a number of votes equal to the number of shares of stock registered in the shareholder's name on the books of the Corporation, multiplied by the number of Directors to be elected.

ARTICLE XIX

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Rick D. Bailey

805 W. Idaho Street, Ste. 403
Boise, Idaho 83702

ARTICLE XX

DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two (2). All directors must be stockholders of the Corporation.

The initial board of directors of the Corporation shall consist of two (2) directors. 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 qualified, are as follows:

<u>Name</u>	<u>Address</u>
Elizabeth A. Beus	1580 W. Kuna Cave Rd. Kuna, Idaho 83634
Shane Beus	1580 W. Kuna Cave Rd. Kuna, Idaho 83634

ARTICLE XXI

INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Elizabeth A. Beus	1580 W. Kuna Cave Rd. Kuna, Idaho 83634
Shane Beus	1580 W. Kuna Cave Rd. Kuna, Idaho 83634

ARTICLE XXII

ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

- (1) The amount of a financial benefit received by a director to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

ARTICLE XXIII

INDEMNIFICATION OF DIRECTORS & OFFICERS

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

ARTICLE XXIV

LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 3rd day of June, 1999.

INCORPORATORS:

Elizabeth A. Beus
Elizabeth A. Beus, Incorporator

Shane Beus
Shane Beus, Incorporator

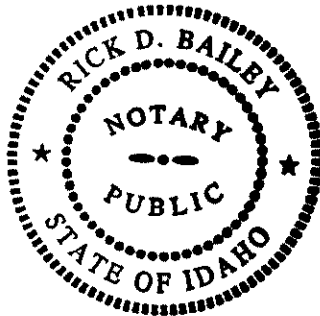
STATE OF IDAHO)

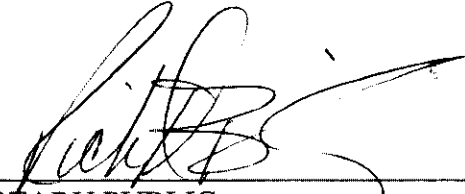
: ss.

County of Canyon)

On this 3rd day of June, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Elizabeth A. Beus, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she 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
Residing at: Yampa, Idaho
Expiration Date: 8-31-2004

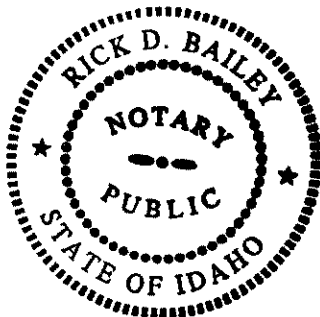
STATE OF IDAHO)

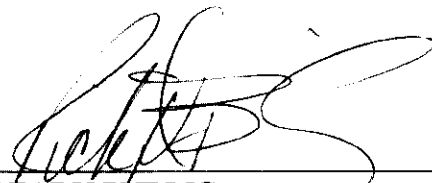
: ss.

County of Canyon)

On this 3rd day of June, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Shane Beus, known to me to be the person whose name is subscribed to the 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
Residing at: Yampa, Idaho
Expiration Date: 8-31-2004