



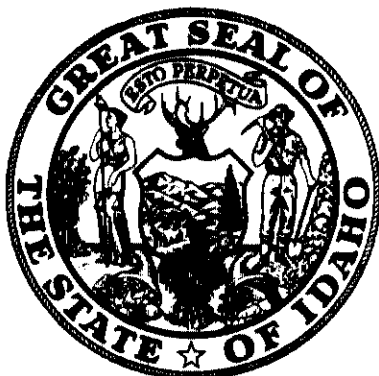
**CERTIFICATE OF INCORPORATION  
OF**

**WITHERS LAND & LIVESTOCK, INC.**

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: March 30, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth Zabala*

ARTICLES OF INCORPORATION

of

RECEIVED  
SEC. OF STATE

WITHERS LAND & LIVESTOCK, INC.

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The following Articles of Incorporation are hereby adopted pursuant to the Idaho Business Corporation Act:

1. Name.

The name of the corporation is:

WITHERS LAND & LIVESTOCK, INC.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

The corporation is formed for the purposes of farming and raising livestock and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. Authorized Shares.

The corporation shall be authorized to issue 100,000 shares, all of one class, for a par value of \$1.00 per share.

5. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

Ralph C. Withers  
2238 W. 1000 S.  
Rexburg, ID 83440

6. Directors.

The initial Board of Directors shall consist of two directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Ralph C. Withers	2238 W. 1000 S. Rexburg, ID 83440
Konra S. Withers	2238 W. 1000 S. Rexburg, ID 83440

7. Incorporators.

The names and addresses of the incorporators are as follows::

Ralph C. Withers	2238 W. 1000 S. Rexburg, ID 83440
Konra S. Withers	2238 W. 1000 S. Rexburg, ID 83440


DATED: March 28, 1990.

Ralph C. Withers  
Ralph C. Withers  
Konra S. Withers  
Konra S. Withers

STATE OF IDAHO,     )  
                          ss.  
County of Madison    )

On this 28th day of March, 1990, before me, the undersigned a notary Public in and for said State, personally appeared RALPH C. WITHERS and KONRA S. WITHERS, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

  
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Notary Public for Idaho  
Residing at: Rexburg, Idaho  
My Commission Expires: 11-9-93