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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF

A&G IRRIGATION, INC.

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is **A&G IRRIGATION, INC.**

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: All the purposes permitted a corporation under the Idaho Business and Corporation Act, including but not limited to:

- (a) The purchase, lease, sale, mortgaging of real property and personal property of any kind.
- (b) The borrowing of money and incurring of debt and giving of security for the payment of such debt, including the issuance and sale of bonds, debentures, notes or other evidence of indebtedness.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is no par, 10,000 shares, common stock.

FIFTH: There shall be no provisions denying pre-emptive rights.

IDAHO SECRETARY OF STATE

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SIXTH: Provisions for regulation of the internal affairs of the corporation shall be By-Laws adopted and amended from time to time by shareholders and/or the Board of Directors.

SEVENTH: The name, address and telephone number of the initial registered agent and office of the corporation shall be:

Brett L. Peterson
8 Butte Dr.
Jerome ID 83338
(208) 324-9551

EIGHTH: The number of directors constituting the Board of Directors of the corporation shall be three (3). This number may be changed by By-Laws of the corporation under the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, who shall be:

BRETT L. PETERSON
552 Hwy. 25
Jerome ID 83338
(208) 324-3695


MAX L. AUKER
P.O. Box 245
Jerome ID 83338
(208) 324-4937

KLIFF B. GOECKNER
721 Colorado
Gooding ID 83330
(208) 934-4646

DATED this 11th day of May, 1998.


Brett L. Peterson

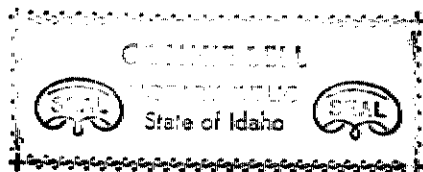

Max L. Auker



Kliff B. Goeckner

STATE OF IDAHO)
 (ss.
County of Twin Falls)

On this 8th day of May, 1998, before me, the undersigned Notary Public in and for said County and State, personally appeared BRETT L. PETERSON, known or identified to me to be the person whose name is subscribed to the within 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.

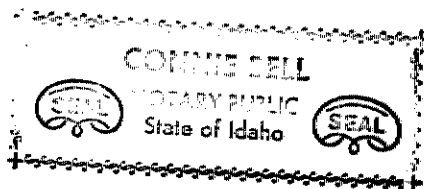



NOTARY PUBLIC
Residence: Twin Falls
My Commission Expires: 11-17-00

STATE OF IDAHO)
(ss.
County of Twin Falls)

On this 11th day of May, 1998, before me, the undersigned Notary Public in and for said County and State, personally appeared MAX L. AUKER, known or identified to me to be the person whose name is subscribed to the within 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.



Connie Bell
NOTARY PUBLIC
Residence: Twin Falls
My Commission Expires: 11-17-00

STATE OF IDAHO)
(ss.
County of Twin Falls)

On this 7th day of May, 1998, before me, the undersigned Notary Public in and for said County and State, personally appeared KLIFF B. GOECKNER, known or identified to me to be the person whose name is subscribed to the within 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.



Connie Bell
NOTARY PUBLIC
Residence: Twin Falls
My Commission Expires: 11-17-00