

State of Idaho

Department of State

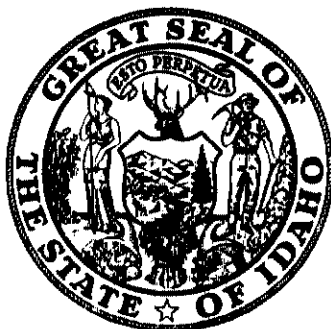
CERTIFICATE OF INCORPORATION OF

BANKHEAD CO., 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: June 9, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION

for

Bankhead Co., Inc.

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KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, all being of full legal age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

FIRST: That the name of said corporation shall be Bankhead Co., Inc.

SECOND: That the purposes for which said corporation is formed are as follows:

(a) To engage in the farming and ranching business.

(B) To purchase or otherwise acquire, own, hold, sell, lease, exchange, assign, transfer, mortgage or otherwise dispose of; and to invest, trade and deal in and with real property and any and all interest therein.

(C) To purchase or otherwise acquire, own hold, sell, lease exchange, assign, transfer, mortgage, pledge or otherwise dispose of; to guarantee, and to invest, trade and deal in and with personal property of every kind and description.

(D) To enter into any kind of an agreement or contract, cooperative or profit sharing plan, with its officers or employees that the corporation may deem advantageous or expedient or

otherwise, to reward or to pay such persons for their services as the directors may deem fit.

(E) To purchase, lease, or otherwise acquire in part or in whole, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets of or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in stocks or bonds of this company or otherwise; to hold or in any manner dispose of the whole or any part of the property or business so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(F) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects of this corporation from time to time, for any of the objects or purposes of this corporation and to mortgage, pledge, hypothecate, and/or convey in trust, any of all of its property, to secure the payment thereof.

(G) To discount and negotiate promissory notes, drafts, bills of exchange and other evidences of debt; to enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

(H) To do any and all such acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of obtaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(I) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall in no wise be limited or restricted, by reference to or inference from the terms of any clause, but shall be regarded as independent purposes and powers; and no recitation, expression, declaration, or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The initial location and post office address of the registered office of the corporation in the State of Idaho, shall be as follows:

KENNETH F. WHITE
ATTORNEY AT LAW
703 2ND STREET SOUTH
P.O. BOX 1099
NAMPA, IDAHO 83653

FIFTH: That this corporation is authorized to issue only one class of shares of common stock, the total number of which said shares is 25,000, and that said shares shall have a par value of ONE DOLLAR (\$1.00) per share, for the sum of TWENTY FIVE HUNDRED DOLLARS (\$25,000.00), and such stock may be issued from time to time by the corporation Directors thereof for the consideration as may be fixed by said corporation Directors.

SIXTH: The name and address of each of the incorporators being of full age and citizens of the United States, and a statement of the number of shares subscribed to by each is as follows:

Armand Robert Bankhead, Jr., President, 1059 W. Indian Valley, Indian Valley, Idaho 83632: 12,500 shares.

Laurie Bankhead, Secretary/Treasurer, 1059 W. Indian Valley, Indian Valley, Idaho 83632: 12,500 shares.

SEVENTH: Meetings of the Board of Directors and Shareholders of this corporation may be held within or without the State of Idaho, pursuant to the laws of the State of Idaho; the annual meeting of the corporation shall be held on the 1st day of May, in each year, if not a legal holiday, and if a legal holiday, on the first secular day preceding.

EIGHTH: The Board of Directors shall have the power and authorize to formulate repeal and amend By-Laws, and subject to the restriction provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, the persons herein named as the incorporators and the first Directors have hereunto set their hands this 5th day of May, 1993.

Armand Robert Bankhead Jr.
ARMAND ROBERT BANKHEAD, Jr.

Laurie V. Bankhead
LAURIE V. BANKHEAD

STATE OF IDAHO)
 : ss.
County of Canyon)

On this 5th day of May, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared ARMAND ROBERT BANKHEAD, Jr and LAURIE V. BANKHEAD, known to me to be the persons whose name are subscribed to the within instrument and acknowledged to me that they executed the same.

Kathleen R. Smith
Notary Public for Idaho
Residing at : Nampa, Idaho
My Commission Expires: 3/26/96