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STATE OF IDAHO

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
KANDLER FARMS, INC.**

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The following Restated Articles of Incorporation are hereby adopted pursuant to the Idaho Business Corporation Act, and specifically Idaho Code § 30-1-1007 (1997).

**1. Name.** The name of the corporation is:

Kandler Farms, Inc.

**2. Duration.** The corporation shall have perpetual duration.

**3. Purposes.** The corporation is formed for the purpose of engaging in farming and related agricultural pursuits; to invest in agricultural properties, real and personal; and to engage in any business related or unrelated thereto that may be authorized from time to time by the Board of Directors, and may be undertaken by the corporation in accordance with applicable law.

→ **4. Authorized Shares.** The corporation is authorized to issue 1,000 shares, all of one class, of common capital stock, with a par value of \$100.00 per share, and with equal voting rights to each share.

→ **5. Registered Agent and Office.** The name of the registered agent and the address of the registered office of the corporation are:

Kurt E. Kandler  
817 Pine  
P.O. Box 755  
Ashton, Idaho 83420

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**6. Directors.** The Board of Directors shall consist of not less than one (1) nor more than five (5) individuals. A director must either be a shareholder, spouse of a shareholder of community property shares, or member of a limited liability company, or general partner of a limited partnership or general partnership, or trustee of a trust, that is a shareholder. At present there are three (3) directors, Kurt E. Kandler, Genola P. Kandler, and K. Scott Kandler.

**7. Shareholders.** The names, addresses, shares owned, and nature of ownership of shares, of each shareholder (and incorporator) of the corporation are:


| Name and Address  | Shares       | Nature of Ownership  |
|---|--------------|--|
| Kurt E. Kandler and<br>Genola P. Kandler, husband and wife<br>817 Pine<br>P.O. Box 755<br>Ashton, Idaho 83420 | 800          | Community Property   |
| K. Scott Kandler<br>786 Idaho<br>P.O. Box 754<br>Ashton, Idaho 83420  | 200          | Separate Property, with income<br>and increase sole and separate<br>property |
| <b>Total</b>  | <b>1,000</b> |  |

**In Witness Whereof** the Corporation caused these Restated and Amended Articles of Incorporation to be executed by its duly authorized President, attested and seal affixed by its Secretary, this 14<sup>th</sup> day of December, 1999.

**Kandler Farms, Inc.**

By   
**Kurt E. Kandler, President**

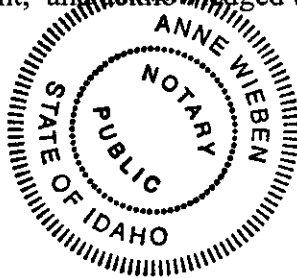
Attest:

  
**Genola P. Kandler, Secretary**

### Acknowledgment

STATE OF IDAHO     )  
                                  ss.  
County of Madison    )

On this 14<sup>th</sup> of December, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared **Kurt E. Kandler** and **Genola P. Kandler**, known to me to be the President and Secretary, respectively, of **Kandler Farms, Inc.**, the corporation that executed the foregoing instrument, and acknowledged to me that such corporation executed the same.



*Anne Wieben*  
Notary Public for Idaho  
Residing at Rexburg, Idaho  
My Commission expires: 7/27/2001

### CERTIFICATE

STATE OF IDAHO     )  
                                  ss.  
County of Madison    )

**Kurt E. Kandler, Genola P. Kandler, and K. Scott Kandler**, being each duly sworn, does each testify and certify as follows:

1. Kurt E. Kandler is President, Genola P. Kandler is Secretary, K. Scott Kandler is a Director, of **KANDLER FARMS, INC.**, an Idaho corporation.
2. On October 21, 1999, at a joint meeting of shareholders and directors of **Kandler Farms, Inc.**, an Idaho Corporation, held at the offices of RIGBY, THATCHER, ANDRUS, RIGBY, KAM & MOELLER, *Chartered*, 25 North 2<sup>nd</sup> East, Rexburg, Idaho 83440, all shareholders and all directors were present in person, namely, Kurt E. Kandler, shareholder, director and President; Genola P. Kandler, holder of community property interest in shares in name of her husband Kurt E. Kandler, director and Secretary; and K. Scott Kandler, shareholder and director.
3. The following schedule sets forth the names of shareholders, the nature of the ownership interest, and the shares held by each shareholder at the meeting and at present:

| Shareholder      | Ownership  | Shares   |
|------------------|--|--|
| Kurt E. Kandler  | Community property with Genola P. Kandler                    | 240 shares Class A Preferred<br>560 shares Class B Preferred |
| K. Scott Kandler | Separate property, and income and increase separate property | 200 shares Common  |

4. The total authorized and outstanding shares of the corporation are 240 shares of Class A Preferred, 560 shares of Class B Preferred, and 200 shares of Common.

5. A plan of recapitalization was submitted to the meeting whereby there would be only one class of stock, Common, with 1,000 shares of a par value of \$100 per share; Kurt E. Kandler would exchange his 240 shares of Class A Preferred for 240 shares of Common, and his 560 shares of Class B Preferred for 560 shares of Common; and K. Scott Kandler would receive 200 shares of Common for the 200 shares of Common owned before the recapitalization.

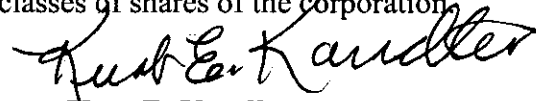
6. The business purposes of the recapitalization, and related amendments, were declared to be to simplify the corporate operations and to place all shareholders on an equal status, per share, as to ownership and voting.


7. Randall M. Schwendiman, Certified Public Accountant, was present at the meeting. He is fully familiar with the history of the corporation and its financial status. In his opinion the proposed recapitalization would result in each shareholder receiving Common shares, the fair market value of which was substantially equivalent to the fair market value of the shares owned by each shareholder prior to the recapitalization, and to be surrendered for the new shares of Common stock in the recapitalization.

8. On motion duly made and seconded it was unanimously resolved by the Board of Directors to approve the recapitalization and to adopt the foregoing Restated and Amended Articles of Incorporation.

9. On motion duly made and seconded it was unanimously resolved by all shareholders of the corporation, with 240 shares of Class A Preferred, out of 240 shares authorized and outstanding, voting affirmatively; with 560 shares of Class B Preferred, out of 560 shares authorized and outstanding, voting affirmatively; and with 200 shares of Common, out of 200 shares authorized and outstanding, voting affirmatively, to approve the recapitalization and to adopt the foregoing Restated and Amended Articles of Incorporation. Thus the motion was

approved by unanimous vote all shares of stock, of every class, of the corporation, which was sufficient for approval by each class and by all classes of shares of the corporation.

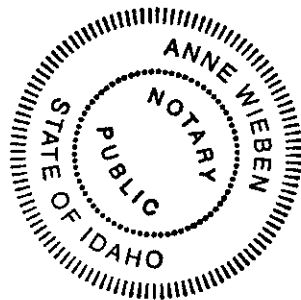
  
**Kurt E. Kandler**

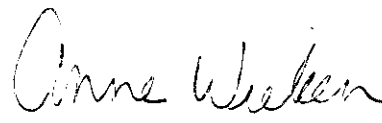
  
**Genola P. Kandler**

  
**K. Scott Kandler**

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Subscribed and sworn to before me this 14<sup>th</sup> day of December, 1999.



  
Notary Public for Idaho  
Residing at Rexburg, Idaho  
My Commission expires: 7/27/2001