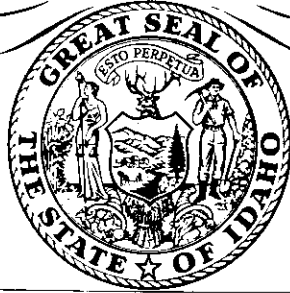


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

WELLS LIVESTOCK, INC.

was filed in the office of the Secretary of State on the **first** day of **September,** A.D. One Thousand Nine Hundred **Fifty-Nine,** and duly recorded on Film No. **103** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at **Twin Falls,** in the County of **Twin Falls.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **first** day of **September**, A.D., 19 **59.**

Secretary of State.

ARTICLES OF INCORPORATION
OF
WELLS LIVESTOCK, INC.

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

I.

That the name of the said corporation shall be "WELLS LIVESTOCK, INC."

II.

That the purposes for which said corporation is formed are:

1.-To own, hold, buy, sell and otherwise acquire or exchange, breed, develop and handle cattle, horses, sheep, hogs and other livestock and to engage in the livestock business generally, and to buy, sell, store and otherwise acquire and exchange wool, hides and other by-products of such livestock business; to engage in the business of ranching, farming, the reclamation, irrigation, drainage and development of ranches, farms and farm lands and range lands and to plant, grow, produce and develop, buy, sell and otherwise acquire and exchange any and all types of agricultural crops including, but not limited to, grain, feed, hay, straw, seeds, vegetables and fruits, and to engage in the business of grading, sorting, preserving, processing and marketing thereof, either at wholesale or retail.

2.-To purchase or otherwise acquire, own, hold, sell, improve, lease, mortgage, use and utilize range and grazing lands and rights therein within the State of Idaho or within any of the several states of the United States; to purchase or otherwise acquire, own, hold, sell, improve, lease, mortgage, use and operate other real estate, or any interest therein, within the State of Idaho or within any of the several states of the United States and to erect, manage, care for, maintain, extend, alter, use and operate warehouses, storage plants, silos, elevators, buildings, cellars, ditches, canals, wells, fences and other improvements thereon and to purchase and otherwise acquire, own, hold,

lease, mortgage, sell and otherwise dispose of, hire, use and operate such agricultural or farm implements, machinery, equipment, motor vehicles or other personal property as may be necessary or convenient for the transaction of its business or to carry out the purposes for which this corporation is formed.

3.-To borrow and lend money and negotiate loans, draw acceptances, make, issue, draw, endorse, discount, buy and sell conditional sales contracts, bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments, and securities, and mortgages and pledge agreements; to issue, subscribe for, take, acquire and hold, sell, exchange and deal in shares of capital stock, including the capital stock issued by it, and bonds, obligations and securities of any government or authority or company; to give any guaranty for the payment of money or performance of any obligation or undertaking incidental or appropriate for the carrying on generally of its business; to enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or corporation, private, public or municipal or body politic and with the government of the United States or any state, territory or colony thereof or any foreign country; to make charitable and business donations or gifts.

4.-To create, purchase, own, hold, sell and otherwise acquire or exchange patent rights and inventions and designs with the right to issue licenses for the same and receive pay therefor.

5.-To employ executives, managers, bookkeepers, salesmen, clerical assistants and any and all employees that may be necessary or convenient to the proper carrying on of its business and in carrying on its business or for the purpose of attaining or furthering any of its objects to do any and all things which a co-partnership or natural person could do and exercise and which is now or hereafter may be authorized by law.

6.-To exercise, use and employ the authority specified in Section 30-114 Idaho Code 1947, and to have, exercise, use and employ any or all of the same and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth both within and without the State of Idaho and within the United States of America, District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more corporate or business offices and places of business within and without said State, said United States of America, District of Columbia, territories and colonies of the United States and in foreign countries.

The statements contained in the several subdivisions numbered 1 to 6 of this Paragraph shall, except where otherwise ex-

pressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision but shall be regarded as independent purposes and powers. The several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this type of corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

III.

That the principal place of business, registered office and the location and post office address of the registered office of said corporation shall be Twin Falls, County of Twin Falls, State of Idaho.

IV.

That subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

That the number of Directors of said corporation shall be not less than three (3) nor more than five (5), which number of Directors shall be fixed by the By-Laws of the corporation.

VI.

That the amount of capital stock of said corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000.00) divided into Twenty Five Hundred (2500) shares of the par value of One Hundred Dollars (\$100.00) each. Said capital stock shall be non-assessable.

VII.

That the amount of the capital stock of said corporation which has been actually subscribed is Twenty One Hundred Dollars

(\$2,100.00) and the following are the names of the subscribers with their addresses, and the number and par value of the shares subscribed by each:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>	<u>PAR VALUE:</u>
EDWIN T. WELLS	Twin Falls, Idaho	10	\$1,000.00
ALMA S. WELLS	Twin Falls, Idaho	1	100.00
HUGH WELLS	655 Avenue I Boulder City, Nevada	10	1,000.00

IN WITNESS WHEREOF, We have signed quintuplicate originals of these Articles of Incorporation this 28th day of August, 1959.

Edwin T. Wells
Address: Twin Falls, Idaho

Alma S. Wells
Address: Twin Falls, Idaho

Hugh Wells
Address: Boulder City, Nevada

STATE OF IDAHO,)
) SS.
COUNTY OF TWIN FALLS,)

On this 29th day of August, 1959, before me, the undersigned, a Notary Public in and for said State, personally appeared EDWIN T. WELLS, ALMA S. WELLS and HUGH WELLS, 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.

Edward H. Hoag
Notary Public for Idaho,
Residing at Twin Falls, Idaho.