



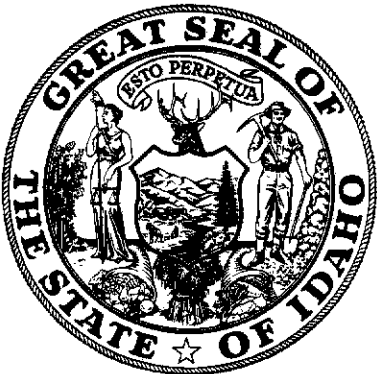
CERTIFICATE OF INCORPORATION
OF

LUFKIN CATTLE COMPANY, 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: *July 16, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

LUFKIN CATTLE COMPANY, INC.

I, The undersigned, being natural person of full age and a citizen of the United States, hereby incorporate ourselves under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code.

ARTICLE I

NAME AND DURATION

The name of this corporation is LUFKIN CATTLE COMPANY, INC. and such corporation shall be perpetual.

ARTICLE II

PURPOSES AND POWERS

The purpose of this corporation is to do any or all of the things mentioned herein, to the same extent that natural persons might, as follows:

SECTION 1. PURPOSES.

1. To carry on and conduct the business of buying, selling, trading, raising and caring for cows, horses, calves and any other form of livestock, and in the business of breeding of livestock; and, to engage in the business of farming and custom farming, and to carry on all other business incident thereto or connected therewith.

2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade

ARTICLES OF INCORPORATION

1 and deal in, sell, exchange, let, lend, export, mortgage, pledge,
2 deed in trust, hypothecate, encumber, transfer, assign and in all
3 other ways dispose of, design, develop, invent, improve, equip,
4 repair, alter, fabricate, assemble, build, construct, operate,
5 manufacture, plant, cultivate, produce, market, and in all other
6 ways (whether like or unlike any of the foregoing), deal in and
7 with property of every kind and character, real, personal, or
8 mixed, tangible or intangible, wherever situated and however held,
9 including, but not limited to money, credits, choses in action,
10 securities, stocks, bonds, warrants, script, certificates,
11 debentures, mortgages, notes, commercial paper, and other
12 obligations and evidences of interest in or indebtedness of any
13 person, firm, or corporation, foreign or domestic, or of any
14 government or subdivision or agency thereof, documents of title,
15 and accompanying rights, and every other kind and character of
16 personal property, real property (improved or unimproved), and the
17 products and avails thereto, including, but not limited to,
18 mineral, oil, gas, and water rights, all or any part of any going
19 business and its incidents, franchises, subsidies, charters,
20 concessions, grants, rights, powers, or privileges, granted or
21 conferred by any government or subdivision or agency thereof, and
22 any interest in or part of any of the foregoing, and to exercise
23 in respect thereof all of the rights, powers, privileges, and
24 immunities of individual owners or holders thereof.

25 3. To hire and employ agents, servants, and employees, and
26 to enter into agreements of employment and collective bargaining
agreements, and to act as agent, contractor, trustee, factor, or

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(208) 524-4002

1 otherwise, either alone or in company with others.

2 4. To promote or aid in any manner, financially or
3 otherwise, any person, firm, association, or corporation, and to
4 guarantee contracts and other obligations.

5 5. To let concessions to others to do any of the things that
6 this corporation is empowered to do, and to enter into, make
7 perform, and carry out, contracts and arrangements of every kind
8 and character with any person, firm, association, or corporation,
9 or any government or authority or subdivision or agency thereof.

10 6. To carry on any business whatsoever that this
11 corporation may deem proper or convenient in connection with any
12 of the foregoing purposes or otherwise, or that it may deem
13 calculated, directly or indirectly, to improve the interests of
14 this corporation, and to do all things specified in 30-1-13, and
15 to have and to exercise all powers conferred by the laws of the
16 State of Idaho on corporations formed under the laws pursuant to
17 which and under which this corporation is formed, as such laws are
18 now in effect or may at any time hereafter be amended, and to do
19 any and all things hereinabove set forth to the same extent and as
20 fully as natural persons might or could do, either alone or in
21 connection with other persons, firms, associations, or
22 corporations, and in any part of the world.

23 The foregoing statement of purposes shall be construed as a
24 statement of both purposes and powers, shall be liberally
25 construed in aid of the powers of this corporation, and the powers
26 and purposes of each clause shall, except where otherwise stated,

1 be in nowise limited or restricted by any term or provision of any
2 other clause, and shall be regarded not only as independent
3 purposes, but the purposes and powers stated shall be construed
4 distributively as each object expressed, and the enumeration as to
5 specific powers shall not be construed as to limit in any manner
6 the aforesaid general powers, but are in furtherance of, and in
7 addition to and not in limitation of said general powers.

8 SECTION 2. POWERS: This corporation shall have all of the
9 powers specified in the Idaho Business Corporation Act, Chapter 1,
10 Title 30, Idaho Code. As examples and not as limitations, this
11 corporation shall have the power to do the following:

12 1. To have and to exercise all powers now or hereafter
13 conferred by the laws of the State of Idaho upon corporations
14 organized pursuant to the laws under which the corporation is
15 organized and any and all acts amendatory thereof and supplemental
16 thereto.

17 2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES: To do all
18 and everything necessary, suitable, or proper for the
19 accomplishment of any of the purposes, the attainment of any of
20 the objects, or the exercise of any of the powers herein set
21 forth, either alone or in conjunction with other corporations,
22 firms, or individuals, and either as principals or agents, and to
23 do every other act or acts, thing or things, incidental or
24 appurtenant to or growing out of or connected with the
25 above-mentioned objects, purposes, or powers.

26 3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and carry

1 on its business or any branch thereof in any state or territory
2 of the United States or in any foreign country in conformity with
3 the laws of such state, territory, or foreign country, and to have
4 and maintain in any state, territory, or foreign country a
5 business office, plant, store, or other facility.

6 4. MANAGEMENT AND OPERATION OF OTHER BUSINESS: In general,
7 to manage, operate, and carry on any other business in connection
8 with the foregoing powers, and to have and exercise all the powers
9 conferred on similar (business or as the case may be) corporations
10 formed under the laws of the State of Idaho, and any amendments
11 thereto.

12 5. ACQUISITION AND DISPOSITION OF PROPERTY GENERALLY: The
13 corporation hereby formed shall have power to purchase, lease, or
14 otherwise acquire by bequest, devise, gift, or other means, and to
15 hold, own manage, or develop, and to mortgage, hypothecate, deed
16 in trust, sell, convey, exchange, option, subdivide, or otherwise
17 dispose of real and personal property of every class and
18 description and any estate or interest therein, as may be
19 necessary or convenient for the proper conduct of the affairs of
20 the corporation, without limitation as to amount or value, in any
21 of the states, districts, or territories of the United States, and
22 in any and all foreign countries, subject to the laws of any such
23 states, districts, territories, or countries.

24 6. ACQUISITION OF REAL PROPERTY: To take, buy, exchange,
25 lease, or otherwise acquire real property and any interest or
26 right therein, and to hold, own, operate, control, maintain,

1 manage, and develop such property and interests in any manner that
2 may be necessary, useful, or advantageous for the purposes of this
3 corporation.

4 7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS: To erect,
5 construct, maintain, improve, rebuild, enlarge, alter, manage, and
6 control, directly or through ownership of stock in any
7 corporation, any and all kinds of buildings, houses, stores,
8 offices, shops, warehouses, factories, mills, machinery, and
9 plants, and any and all other structures and erections that may at
10 any time be necessary, useful, or advantageous for the purposes of
11 the corporation.

12 8. ACQUISITION OF PERSONAL PROPERTY: To take, purchase, or
13 otherwise acquire, and to own and hold such personal property,
14 chattels, chattels real, rights, easements, privileges, choses in
15 action, notes, bonds, mortgages, and securities as may lawfully be
16 acquired and held by corporations under the laws of the State of
17 Idaho.

18 9. DISPOSITION OF PROPERTY: To sell, assign, convey,
19 exchange, lease, and otherwise deal in and dispose of such real
20 and personal property, lands, buildings, chattels, chattels real,
21 rights, easements, privileges, choses in action, notes, bonds,
22 mortgages, and securities as may lawfully be acquired, held or
23 disposed of by the corporation under the laws of the State of
24 Idaho.

25 10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS: To acquire
26 all or any part of the good will, rights, franchises, property,

1 and business of any person, firm, association, or corporation
2 engaged in any business similar to the business of this
3 corporation, and to pay for it in cash or in stock or obligations
4 of the corporation or otherwise, and to hold, utilize, enjoy, and
5 in any manner dispose of the whole or any part of the rights and
6 properties so acquired, and to assume in connection therewith any
7 liabilities of any such person, firm, association, or corporation,
8 and to conduct in a lawful manner the whole or any part of the
9 business thus acquired.

10 11. MAKING AND PERFORMANCE OF CONTRACTS - GENERAL POWER: To
11 enter into and perform all manner and kinds of contracts,
12 agreements, and obligations, for any lawful purpose by or with any
13 person, firm, association, corporation, or governmental division
14 or subdivision.

15 12. MAKING AND PERFORMANCE OF CONTRACTS - UNDERWRITING
16 CONTRACTS: To enter into, and to perform or cancel and rescind
17 contracts of underwriting of the securities of any corporation,
18 association, partnership, firm, trustee, syndicate, individual, or
19 governmental division or subdivision, domestic or foreign, or of
20 any combination, organization, or entity, domestic or foreign, and
21 to act as manager of any underwriting or purchasing or selling
22 syndicate.

23 13. ASSISTANCE TO OTHER BUSINESSES: To promote and assist,
24 financially or otherwise, corporations, firms, syndicates,
25 associations, individuals, and others and to give any guaranty in
26 connection therewith or otherwise for the payment of money or for

1 the performance of any other undertaking or obligation.

2 14. ACQUISITION AND OPERATION UNDER FRANCHISES AND LICENSES:

3 From time to time to apply for, purchase, or acquire by
4 assignment, transfer, or otherwise, and to exercise, carry out,
5 and enjoy any license, power, authority, franchise, concession,
6 right or privilege that any government or authority, Federal,
7 State, or local, or any corporation or other legal entity may be
8 empowered to enact, make, or grant, and to pay for, aid in, and
9 contribute toward carrying it into effect and to appropriate any
10 of the company's stock, bonds, and assets to defray the necessary
11 costs, charges, and expenses thereof.

12 15. ENTRANCE INTO PARTNERSHIPS: To enter into partnership
13 agreements and joint ventures with any person, firm, association,
14 or corporation engaged in carrying on any business in which the
15 corporation is authorized to engage, or in connection with
16 carrying out all or any of the purposes of this corporation.

17 16. PARTICIPATION IN COOPERATIVE AGREEMENTS: To join or
18 consolidate with, and to enter into agreements and cooperative
19 relations not in contravention of law with, any persons, firms,
20 associations, or corporations, governmental, municipal, or
21 otherwise, in connection with carrying out all or any of the
22 purposes of this corporation.

23 17. ACTING AS GUARANTOR: To indorse or guarantee the payment
24 of principal of, or interest on, bonds, notes, or other evidences
25 of indebtedness or obligations, and to guarantee the performance
26 of any other contracts or other undertakings in which the

1 corporation may otherwise be or become interested, of any
2 corporation, association, partnership, firm, trustee, syndicate,
3 individual, or governmental division or subdivision, domestic or
4 foreign, insofar as may be permitted by law.

5 18. INSURANCE OF COMMERICAL PAPER: To borrow money, and to
6 draw, make, accept, indorse, issue, sell, or otherwise deal
7 lawfully in promissory notes, bills of exchange, bonds,
8 debentures, or any other negotiable or transferable obligations or
9 instruments from time to time for any purpose of, or concerning
10 the business of, the corporation.

11 19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR
12 INDEBTEDNESS: To secure the payment of corporate indebtedness by
13 executing mortgages, deeds of trust, pledges, or similar
14 instruments with respect to all or any part of the property of
15 the corporation, whether now owned or to be acquired in the
16 future.

17 20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT THEREFOR: To
18 issue both preferred and common stock, and accept payment of
19 subscriptions therefor and such installments, in such manner, on
20 such terms, in money or in property, real or personal, or both, as
21 shall be determined by the board of directors.

22 21. INVESTMENT IN SECURITIES: To acquire by purchase,
23 subscription, contract, or otherwise, and to hold for investment
24 or otherwise, to sell, discount or rediscount, exchange, mortgage,
25 pledge, or otherwise dispose of, and generally to deal in and with
26 all forms of securities including, but not by way of limitation,

1 shares, stocks, bonds, debentures, notes, scrip, mortgages, and
2 choses in action of all kinds, both as principal and as agent, and
3 while the holder thereof, to exercise all the rights and
4 privileges of ownership the same as may be permitted to natural
5 persons, including the right to vote thereon.

6 22. LOAN OR ADVANCE OF MONEY: To lend and advance money or
7 to give credit to such persons and on such terms as may seem
8 expedient, and in particular to customers and others having
9 dealings with the corporation; and to guarantee or give security
10 for the loans of its customers; but, nothing contained herein
11 shall be construed to give this corporation banking powers.

12 23. SUPPORT OF CHARITIES: To support and subscribe to any
13 charitable or public institution, organization, or club that may
14 be for the benefit of the corporation or its employees or
15 stockholders, or may be connected with any city or place where the
16 corporation does business, or to organize such institutions,
17 organizations, or clubs, if it shall be deemed necessary.

18 24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE: To
19 establish and maintain a fund to provide pensions for the benefit
20 of employees and their dependents, and to establish and contribute
21 to group life and health insurance plans for the benefit of
22 employees and their dependents.

23 25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING: To enter into
24 any kind of profit-sharing plan with its officers or employees
25 that the corporation may deem advantageous or expedient, or
26 otherwise to reward or pay those persons who have been largely

1 responsible for a current year's profits and who will be primarily
2 responsible for the corporation's continued success, as the
3 directors may deem fit.

4 26. RESERVATION OF INCIDENTAL POWERS: The above enumerated
5 powers shall not be construed as limiting or restricting in any
6 manner the powers of this corporation which shall always have such
7 incidental powers as may be connected with or related to any
8 specific power herein enumerated.

9 ARTICLE III

10 STOCK

11 SECTION 1. Description and Classes of Shares. There shall
12 be one class of shares, all of which shall be common stock.

13 SECTION 2. Number of Shares. The aggregate number of shares
14 which this corporation shall have authority to issue is 1,000
15 shares, with a par value of \$100.00 per share, for an aggregate
16 par value of \$100,000.00.

17 SECTION 3. Voting Rights. Each share shall have equal
18 voting powers; each share entitling the holder to one vote.

19 SECTION 4. Nonassessable. No shares shall be issued until
20 the same are fully paid for, and when fully paid for, the same
21 shall be nonassessable. There shall be stated on each stock
22 certificate in print the following: "The shares represented by
23 this certificate are fully paid for and nonassessable."

24 SECTION 5. Stock Loss Taxation. In the case of an
25 individual, a loss of common stock issued by this corporation to
26 such individual or to a partnership which would be treated as a

1 loss from the sale or exchange or a capital asset shall, to the
2 extent provided in the Internal Revenue Code, Section 1244, be
3 treated as an ordinary loss.

4 ARTICLE IV

5 PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

6 SECTION 1. Meetings of Shareholders and Directors. Meetings
7 of the shareholders and directors of this corporation may be held
8 within or without the State of Idaho at such place or places as
9 may from time to time be designated in the code of bylaws or by
10 resolution of the board of directors.

11 SECTION 2. Code of Bylaws. The initial code of bylaws of
12 this corporation shall be adopted by its shareholders. The power
13 to amend or repeal the bylaws or to adopt a new code of bylaws
14 shall be in the shareholders, but the affirmative vote of the
15 holders of three-fourths of the share outstanding shall be
16 necessary to exercise the power. The code of bylaws may contain
17 any provisions for the regulation and management of this
18 corporation which are consistent with the Idaho Business
19 Corporation Act and these Articles of Incorporation.

20 ARTICLE V

21 REGISTERED OFFICE AND REGISTERED AGENT

22 The initial registered agent in the State of Idaho of this
23 corporation is:

24 Carl Lufkin
25 Rt. #3 Box 178
Rigby ID 83442

26 The initial registered office in the State of Idaho of this

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ATTORNEYS AT LAW
525 NINTH STREET
IDAHO FALLS, IDAHO 83401
(208) 524-4002

1 corporation has the address as follows:

2 Rt. #3 Box 178
3 Rigby ID 83442

4 ARTICLE VI

5 The initial incorporator will constitute the initial Board of
6 Directors, and shall serve as director until the first annual
7 meeting of shareholders or until successors shall be elected and
8 qualify.

9 INFORMATION ON THE INCORPORATORS

10 The name and post office address of the incorporator is as
11 follows:

12 Carl Lufkin
13 Rt. #3 Box 178
14 Rigby ID 83442

15 IN WITNESS WHEREOF, The undersigned, being the incorporator
16 of this corporation, executes the Articles of Incorporation in
17 duplicate and certify to the truth of the facts therein stated.

18 Dated this 10 day of July, 1986.

19 
20 CARL LUFKIN

21 STATE OF IDAHO)
22)
23 COUNTY OF BONNEVILLE)

24 I, the undersigned Notary Public, duly commissioned to take
25 acknowledgments and administer oaths in the State of Idaho,
26 certify that on this 10 day of July, 1986, before me personally
appeared CARL LUFKIN, known to me to be the person whose name is
subscribed to the foregoing instrument, and acknowledged to me
that he executed the same, and swore to the truths therein.


NOTARY PUBLIC

Idaho Falls ID

Commission expires: 9/27/91