



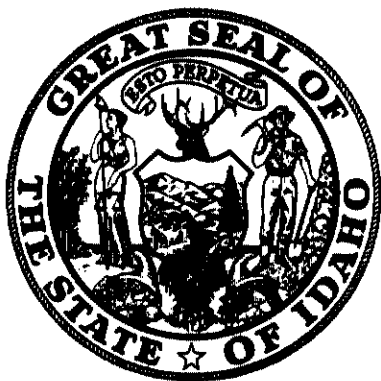
CERTIFICATE OF INCORPORATION  
OF

JIM MCCULLOUGH FARMS, 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 19, 1991**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Kavala*

**ARTICLES OF INCORPORATION**  
**OF**  
**JIM MC CULLOUGH FARMS, INC.**

RECEIVED  
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being one or more persons, or a domestic or foreign corporation of the United States of America, do voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and hereby agree as follows:

**ARTICLE I.**

The name of this corporation is: JIM MC CULLOUGH FARMS, INC.

**ARTICLE II.**

The address of the corporation's initial registered office in the State of Idaho is:

7218 South, 35 West  
Idaho Falls, Idaho 83402

and the name and address of the corporation's initial registered agent is:

William J. McCullough  
7218 South, 35 West  
Idaho Falls, Idaho 83402

**ARTICLE III.**

The corporation is to have perpetual existence.

**ARTICLE IV.**

The nature of the business and the object and purposes to be transacted, promoted, and carried on, are to do any or all acts or business which corporations are legally authorized to do within the State of Idaho, and to the same extent as a natural person might or could do, and in part of

the world, with full and plenary power as authorized by the laws of the State of Idaho.

#### **ARTICLE V.**

The amount of the capital stock of the corporation shall be \$25,000.00 divided into 2,500 shares of non-assessable common stock of the par value of \$10.00 per share.

#### **ARTICLE VI.**

No share shall be transferable after issuance until all indebtedness of the holder thereof due to the corporation shall have been paid in full. The corporation first; and then the holders of the other outstanding shares shall have first and second right of refusal respectively to purchase or otherwise acquire the shares of any shareholder desiring to sell those shares held by him for such consideration and upon such terms and conditions as such shareholder may be willing to accept from any third party. The right of refusal belonging to the shareholders may be exercised jointly or severally provided that each shareholder shall have the right to purchase severally, sufficient of the shares being offered for sale to maintain his relative voting power in the corporation.

#### **ARTICLE VII.**

All stock of the corporation not subscribed for shall remain in the corporation treasury as treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to such persons as the Board of Directors may determine, including the power and authority to issue said stock for consideration other than cash, such as for labor, services performed, or other personal and/or real property.

### **ARTICLE VIII.**

The private property of the stockholders of this corporation shall not be liable for the debts, obligations, or liabilities of the corporation.

### **ARTICLE IX.**

The names and post office addresses of the incorporators, and the number of shares subscribed by each, are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>SHARES</b>	<b>STOCK</b>	<b>AMOUNT</b>
William J. Mc Cullough	7218 So.,35 West	10	Common	\$100.00

### **ARTICLE X**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to adopt, alter, amend, or repeal the by-laws of the corporation subsequent to the adoption of the initial by-laws by the shareholders.

### **ARTICLE XI**

Meetings of the shareholders and of the Board of Directors may be held within or without the State of Idaho and at such times and places as may be provided by the by-laws.

### **ARTICLE XII.**

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital

stock of such other corporation is owned by this corporation, and not act of this corporation shall in any way be affected or invalidated by the fact that any of the officers or directors of this corporation are financially or otherwise interested in, or are officers or directors of such other corporation or are otherwise interested in or affected by such actions and any officer or directors individually, or any firm of which such officer or director may be a member, may be a party to, or may be financially or otherwise interested in, any contract or transaction of this corporation, provided that such officer or director shall, prior to the transaction, disclose to the Board of Directors of this corporation his interests, if not otherwise actually known thereto and any such director of this corporation may, with the consent of a majority of the other directors, participate in any meeting which shall consider such contract or transaction, with like force and effect as if he were not so interested.

#### **ARTICLE XIII.**

The holders of such class of shares of this corporation shall, upon the sale by this corporation of unissued or treasury shares of the same class, have the right to subscribe and purchase an amount of such shares proportionate to their then respective shareholdings for such consideration and upon such terms as the Board of Directors shall then be willing to accept from third parties. Such right shall be exercised within thirty (30) days following written notification to the shareholders of such sale.

#### **ARTICLE XIV.**

The corporate powers shall be vested in and be exercised by a Board

of Directors which shall consist of one to seven members, with the initial board set at one member, and they shall be elected annually by the shareholders at the shareholders annual meeting. The number of directors shall be determined solely by action of the shareholders. Each director shall hold office until his successor shall have been elected and qualified. The Board of Directors shall hold meetings at such times and places as a majority may from time to time appoint. The names and addresses of the person forming the Initial Board of Directors of the corporation are:

William J. Mc Cullough  
7218 So., 35 West  
Idaho Falls, Idaho 83402

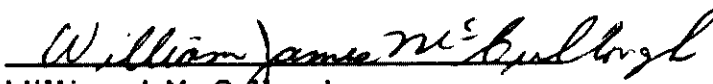
#### **ARTICLE XV.**

An annual meeting of the shareholders shall be held within or without the State of Idaho at such times and at such places as the by-laws may provide. Unless otherwise provided by the by-laws, all of the shareholders must be present at a shareholding meeting in order to form a quorum for the purposes of electing directors. The presence of the holders of a majority of the voting power of all shareholders shall be required in order to form a quorum for all other purposes.

#### **ARTICLE XVI.**

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day  
of July, 1991.

  
William J. Mc Cullough