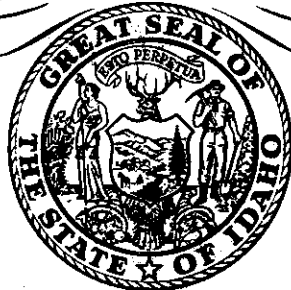


State of Idaho



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

PITMAN & BAKER, INC.

was filed in the office of the Secretary of State on the **First** day of **November** A.D. One Thousand Nine Hundred **Sixty** and duly recorded on Film No. **112** 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

Hampa

in the County of

Canyon

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 **1st** day of **November**, A.D., 19 **60**.

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 PITMAN & BAKER, INC.

4
5 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned
6 being natural persons of full age and citizens of the United States
7 of America, in order to form a corporation for the purposes herein-
8 after stated pursuant to the Business Corporation Act of the State
9 of Idaho, do hereby certify as follows:

10 I.

11 The name of this corporation is: Pitman & Baker, Inc.

12 II.

13 The purposes for which this corporation is formed are:

14 (a) To conduct the business of purchasing, raising,
15 feeding and selling livestock and animals of any type and descrip-
16 tion.

17 (b) To carry on the business of slaughtering livestock
18 and animals of every type and description for the purpose of food,
19 and to dispose of the products thereof; and to purchase, sell and
20 deal in meats, provisions and all classes of produce and packing
21 house products.

22 (c) To engage in a general farming and farm operation
23 business.

24 (d) To acquire, own and operate farms and farming proper-
25 ties of every kind and nature and wherever situated, and to conduct
26 all phases of farming operations.

27 (e) To purchase, acquire, own, sell, market (either as
28 principal or agent) or dispose of farm crops, farm produce, dairy
29 products, poultry products, fruit, vegetables, livestock and meat
30 of every kind and description.

31 (f) To establish and operate warehouses for the storage
32 of any commodity and all type of goods, wares and merchandise,
including cold storage, refrigeration and food preservation and pro-
cessing facilities.

(g) To establish, maintain and conduct merchandising
activities of every kind and nature through which goods, wares and
merchandise of every kind and description are bartered, exchanged,
sold or dealt in.

(h) To purchase, acquire, own, hold, lease, (either as
lessor or as lessee) sell, exchange, subdivide, mortgage and gener-
ally operate any real or personal property of every and any kind or
description, within or without the State of Idaho, necessary, suit-
able or useful in connection with any of the objects or purposes
herein set forth.

1 (i) To construct and erect buildings or structures upon
2 and to improve and maintain any and all real property owned, leased
3 or held by this corporation; and to equip, improve and generally
operate any and all personal property owned by this corporation.

4 (j) To purchase, hold, sell and transfer the shares of
5 its own capital stock; provided, it shall not use its funds or
6 property for the purchase of its own shares of capital stock when
such use would cause any impairment of its capital; and provided
further that the shares of its own capital stock owned by it shall
not be voted upon directly or indirectly.

7 (k) To enter into, make, perform and carry out contracts
8 of every kind and sort which may be necessary or desirable for the
9 furtherance of the business of this corporation, with any persons,
10 firms, corporation, associations, any state, territory, or munic-
11 ipality of the United States or any foreign country, government or
12 body politic.

13 (l) To acquire, and hold all or any part of the capital
14 stock, assets, or good will of any business, of any person, firm,
15 association or corporation engaged in any business in whole or in
16 part similar to that of this corporation, consistent with the ob-
17 jects and purposes of this corporation, and to hold, utilize and
18 in any manner dispose of the whole or any part of the stock, assets,
19 good will and rights so acquired and to conduct in any lawful manner
20 in whole or in part any business so acquired, and to undertake or
21 assume the whole or any part of the obligations or liabilities of
22 any person, firm, association or corporation engaged in the business
23 so acquired.

24 (m) To adopt, apply for and register, purchase, lease
25 or otherwise acquire and to use, maintain and protect and to sell,
26 assign or grant licenses or other rights in respect of any trade
27 marks, trade names, patents, patent rights, copyrights, inventions,
28 formulas, processes and rights analogous thereto.

29 (n) To borrow money for any purposes of this corporation,
30 without limit as to amount, and to issue bonds, debentures, notes
31 or other evidences of indebtedness, secured or unsecured, of this
32 corporation for the moneys so borrowed, or in payment for property
acquired, or for any other objects or purposes of this corporation,
or in connection with its business; to secure payment of such deb-
entures, notes or other obligations by Mortgages or Deeds of Trust
or pledges or other liens upon any or all of the property of this
corporation wheresoever situated.

33 (o) To purchase, subscribe for, or otherwise acquire and
34 own, hold, use, sell, assign, transfer, mortgage, pledge, exchange,
35 or otherwise dispose of personal property of every kind and descrip-
36 tion including shares of stock, bonds, debentures, notes, evidences
37 of indebtedness, and other securities, contracts, or obligations of
38 any corporation or corporations, association or associations, domes-
39 tic or foreign, and to pay therefor in whole or in part in cash or
40 by exchanging therefor, stocks, bonds, or other evidences of indebt-
41 edness or securities of this or any other corporation, and while the
42 owner or holder of any such personal property, stocks, bonds, debent-
43 ures, notes, evidences of indebtedness or other securities, contracts
44 or obligations, to receive, collect, and dispose of the interest,
45 dividends and income arising from such property, and to possess
46 and exercise in respect thereof, all the rights, powers and privileges
47 of ownership, including all voting powers on any stocks so owned.

1 (p) To carry out all or any part of the foregoing objects,
2 or purposes as principal or agent, or otherwise, either alone or
3 in conjunction with any person, association or other corporation and
4 in any part of the world; and in carrying on its business and for
5 the purpose of attaining or furthering any of its objects or pur-
6 poses, to make and perform such contracts of any kind and description,
7 to do such acts and such things and to exercise any and all such
8 powers as a natural person could lawfully make, perform, do or exer-
9 cise, provided that the same be not inconsistent with the objects or
10 purposes of this corporation, or the statutes of the State of Idaho.

11 (q) To conduct its business in all or any of its branches
12 in the State of Idaho and in any and all other states, territories,
13 possessions, colonies and dependencies of the United States or America,
14 and in the District of Columbia, and in any or all foreign countries,
15 and to have one or more offices within or outside of the State of
16 Idaho.

17 (r) The objects as specified herein shall, except as
18 otherwise expressed, be in no way limited or restricted by reference
19 to or inference from the terms of any other clause or paragraph of
20 these articles. The objects, purposes and powers specified in each
21 of the clauses or paragraphs in these articles shall be regarded as
22 independent objects, purposes and powers.

23 The foregoing shall be construed as objects and powers
24 and the enumeration thereof shall not be held to limit or restrain in
25 any manner the general powers now or hereafter conferred on this
26 corporation by the statutes of the State of Idaho.

27 III.

28 The period of existence and the duration of the life of
29 this corporation shall be perpetual.

30 IV.

31 The location and post office address of the registered
32 office of this corporation in the State of Idaho shall be the City
33 of Nampa, County of Canyon, State of Idaho.

34 V.

35 This corporation is authorized to issue one class of shares
36 of its capital stock to be designated as "Common Stock." The total
37 number of shares of common stock which this corporation shall be
38 authorized to issue is 1000. The aggregate par value of the common
39 capital stock of this corporation shall be \$100,000.00; and the par
40 value of each share of said common capital stock shall be \$100.00.

41 VI.

42 The names and post office addresses of each of the incor-
43 porators of this corporation and the number of shares of said common
44 capital stock subscribed by each of these incorporators are as fol-
45 lows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Harry E. Pitman	504 So. State Nampa, Idaho	One
Jack W. Baker	410 10th Ave. So. Nampa, Idaho	One
Wm. F. Gigray, Jr.	919 East Ash Caldwell, Idaho	One

1 Each of the persons above enumerated as incorporators is
2 a natural person over the age of 21 years and is a citizen of the
United States of America.

3 VII.

4 The capital stock of this corporation shall be non-
5 assessable; and the private property of the shareholders in this
6 corporation shall not be liable for the debts, obligations or lia-
bilities of this corporation.

7 VIII.

8 A director of this corporation shall not be required to
9 be a holder of any of the shares of the common capital stock of the
corporation.

10 IN WITNESS WHEREOF, for the purpose of forming this cor-
11 poration under the statutes of the State of Idaho, we, the under-
12 signed, constituting the incorporators of this corporation have
13 executed these Articles of Incorporation this 1st day of November,
14 1960.

15 Harry E. Pitman
16 Harry E. Pitman

17 Jack W. Baker
18 Jack W. Baker

19 Wm. F. Gigray, Jr.
20 Wm. F. Gigray, Jr.

GIGRAY & BOYD
ATTORNEYS AT LAW
CALDWELL, IDAHO

21 STATE OF IDAHO)
22 County of Canyon) ss.

23 On this 1st day of November, 1960, before me, the under-
24 signed, a Notary Public in and for said State, personally appeared
25 HARRY E. PITMAN, JACK W. BAKER and WM. F. GIGRAY, JR., known to me
26 to be the persons whose names are subscribed to the within instru-
27 ment and acknowledged to me that they executed the same, and I fur-
ther certify that each of said persons acknowledged to me that they
were each over the age of twenty-one years and were each citizens
of the United States of America.

28 IN WITNESS WHEREOF, I have hereunto set my hand and af-
29 fixed my official seal the day and year in this certificate first
30 above written.

31 Peter J. Boyd
32 Notary Public for Idaho,
Residing at Caldwell, Idaho