

# State of Idaho

## Department of State

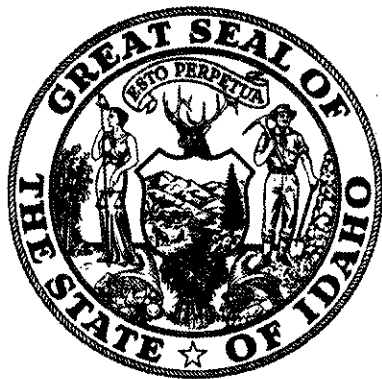
### CERTIFICATE OF INCORPORATION OF

ROCKING HORSE 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: December 28, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION  
OF  
ROCKING HORSE FARMS, INC.

DEC 28 2 43 PM '89  
SECRETARY OF STATE

CHRIST GAETANOS, the undersigned, being the sole incorporator of ROCKING HORSE FARMS, INC, does hereby certify that:

1. The name of the Corporation is ROCKING HORSE FARMS, INC.
2. The Corporation shall have perpetual duration.
3. The Corporation was formed to engage in any lawful act or activity for which a corporation may be organized under the Idaho Business Corporation Act.
4. The Corporation shall have the authority to issue two hundred (200) shares of stock, all of which shall be without par value, and of the same class.
5. The name of the Corporation's initial registered agent, and the address of the agent's initial registered office, are as follows:

The Prentice-Hall Corporate System, Inc.  
One Capital Center  
999 Main Street  
Boise, Idaho 83702

6. The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successor be elected and qualified is:

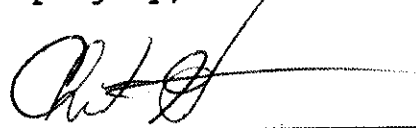
Christ Gaetanos  
1720 Liberty Building  
Buffalo, New York 14202-3697

7. The name and address of the incorporator is:

Christ Gaetanos  
1720 Liberty Building  
Buffalo, New York 14202-3697

8. The Director(s) of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as Director(s); provided, however, that Director(s) shall have liability if a judgment or other final adjudication adverse to any Director otherwise benefitted by this provision establishes that such Director's acts or omissions:
- a. Were in breach of the Director's duty of loyalty to the Corporation or its stockholders;
  - b. For acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law;
  - c. Violate Idaho Code Section 30-1-48; or
  - d. Resulted in personal benefit by way of financial profit or other advantage to which such Director was not legally entitled.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 22nd day of December, 1989, and in so doing affirms, under penalties of perjury, the truth of the statements contained herein.



Christ Gaetanos  
 1720 Liberty Building  
 Buffalo, New York 14202-3697

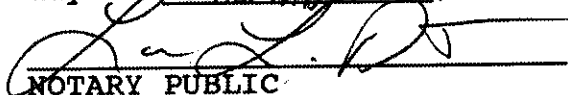
STATE OF NEW YORK     )  
                                   ) ss.  
 COUNTY OF ERIE         )

CHRIST GAETANOS, being duly sworn, deposes and says that he is the incorporator of ROCKING HORSE FARMS, INC., that he read the foregoing Articles of Incorporation and knows the contents thereof; and that the same is true to his knowledge.



Christ Gaetanos

Sworn to before me this 22nd  
 day of December, 1989.



NOTARY PUBLIC

Laura L. Dent  
 Notary Public, State of New York  
 Qualified in Erie County 90  
 My Comm. Expires, May 31, 19