

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

WEBSTER'S MILE HIGH FARM, 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: March 18, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Quinn Hobbs*



furtherance of its business or for the accomplishment of each and every lawful objective, whether or not set forth specifically herein, and to do said acts as fully and to the same extent as natural persons might or could do as principals, agents, partners (either general or limited), joint venturers, trustees or otherwise, either alone or in conjunction with any other person, association, or corporation.

The foregoing clauses are independent purposes and powers and do not limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho.

#### ARTICLE IV

##### SHARES

There shall be one class of shares, all of which shall be common shares. The aggregate number of shares which this corporation shall have authority to issue is Ten Thousand (10,000) shares with no par value. Each share shall have equal voting powers, and shall have the same rights and preferences. Each share shall entitle the holder to one (1) vote. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. The authorized shares of the corporation, including treasury shares, may be issued at such time, upon such terms and conditions and for such consideration as the board of directors may determine. The corporation may purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

#### ARTICLE V

##### SHAREHOLDER RIGHTS

Shareholders shall not have preemptive rights to acquire additional shares of the corporation. Shareholders have equal, ratable rights to dividends, when and if declared by the board of directors, and are entitled to share ratably in all of the assets of the corporation available for distribution to shareholders upon liquidation, dissolution or winding up of the corporation's affairs. At each election of directors of the corporation, each shareholder entitled to vote at such election has the right to vote, in person or by proxy, the number of shares owned by such shareholder for as many persons as there are directors to be elected. Shareholders do not have cumulative voting rights with respect to elections of directors of the corporation.

ARTICLE VI

REGISTERED AGENT AND OFFICE

The name of the registered agent and the location of the registered office of the corporation are:

Shawn Webster  
4025 South 1100 East  
Box 457  
Rexburg, Idaho 83440

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two; provided that in no event shall this provision be deemed to limit the number of directors to be provided for in the By-Laws. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and qualify are:

Shawn Webster  
4025 South 1100 East  
Box 457  
Rexburg, Idaho 83440

Lisa Webster  
4025 South 1100 East  
Box 457  
Rexburg, Idaho 83440

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator of the corporation is as follows:

Shawn Webster  
4025 South 1100 East  
Box 457  
Rexburg, Idaho 83440

## ARTICLE IX

### AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

## ARTICLE X

### BY-LAWS

The board of directors may adopt By-Laws which are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the board of directors may be amended or repealed by the board of directors or by a vote of holders of record of a majority of the corporation's stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

## ARTICLE XI

### COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorizes, approves or ratifies the contract or transaction or solely because his or their votes are counted for such purpose, if: (a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed to or known by the board of directors or committee which authorizes, approves or ratifies the contract or transaction, and the board or such committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (b) the material facts as to his relationship or interest and as to the contract or transaction are disclosed to or are known by the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or (c) the contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

## ARTICLE XII

### DIRECTOR'S LIABILITY

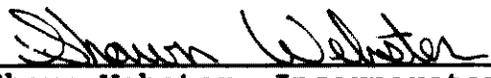
The personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated to the fullest extent permitted by Section 30-1-54(2) of the Idaho Business Corporation Act, as the same may be hereafter amended from time to time. In the event such section is amended to decrease or limit in any manner the protection or rights currently available to directors, such amendment shall not be retroactively applied in determining the personal liability of a director pursuant to this Article XII prior to the enactment of such amendment.

## ARTICLE XIII

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation may, to the extent allowed by Section 30-1-5 of the Idaho Business Corporation Act, indemnify any officer or director or former officer or director of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of duty; and may provide any other indemnification or advancement of expenses that shall be permitted by law or authorized by any By-Law or resolution adopted by the Board of Directors or shareholders.

DATED this 12 day of March, 1992.

  
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Shawn Webster, Incorporator

