

State of Idaho

Department of State

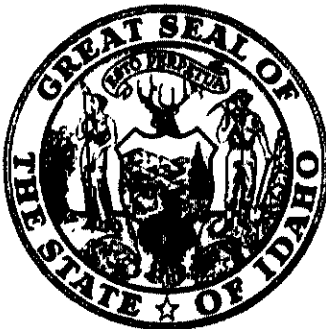
CERTIFICATE OF INCORPORATION OF

MAYER BROS. 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 24, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonny Coulson

Corporation Clerk

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SEC. OF STATE
DEC 24 AM 8 39

ARTICLES OF INCORPORATION
OF
MAYER BROS. INC

KNOW ALL MEN BY THESE PRESENTS, that we, JAMES F. MAYER and GARY C. MAYER, both married men who are over the age of eighteen years, and whose names are hereunto subscribed, do under and pursuant to the provisions of the Idaho Business Corporation Act for the purpose of becoming a body corporate and carrying on all of the businesses hereinafter mentioned, and doing all things and acts necessary, convenient or beneficial thereto, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME:

The name of this corporation shall be MAYER BROS. INC.

ARTICLE II

PURPOSES:

The purposes for which this corporation is formed and the pursuits for which it may carry on, and shall be, (1) to engage in any and all forms of growing, manufacturing and selling of farm produce, livestock, and other farm animals and products of every type and description, (2) to engage in any and all types of wholesale and/or retail sale of real and/or personal property of every type and description, (3), to engage in rentals or leases of real and/or personal property of every type and description, (4) to engage in short and/or long term financing of real and/or personal property of every type and description, (5) to engage in any and all other types of business activities as fully and to the same extent as natural persons of this State might or could do and perform any and all of these functions in this state or in any part of the world.

Said corporation shall be empowered to engage in any or all of the foregoing by acquiring, purchasing, renting, owning, leasing, or otherwise operating, managing or controlling the foregoing pursuits in any manner deemed advisable by the Corporation.

To borrow money of any person, firm or corporation, and to issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

To purchase, acquire and own its shares of stock, but shares of such capital stock so purchased or acquired may be resold unless such shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more to the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

In general, to carry on any other lawful business whatsoever in connection with the foregoing to which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III

REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation shall be c/o James F. Mayer, 730 Calder, American Falls, ID 83211.

ARTICLE IV

EXISTENCE:

This corporation shall have perpetual existence unless sooner disincorporated according to law.

ARTICLE V

GOVERNING PROVISIONS:

All provisions for the regulation of the internal affairs of the corporation are such as may be provided by the by-laws of the corporation, including provision for restriction on transfer of shares, as provided in the Idaho Business Corporation Act, Section 30-1-23A.

ARTICLE VI

DIRECTORS:

That the corporate powers, business and property of this corporation shall be exercised, conducted and controlled by a Board of Directors composed of not less than two members. The incorporators, whose names are subscribed hereto and listed in Article VIII hereof shall act as the directors of this corporation until their successors have been regularly elected and qualified. The said directors shall establish terms of office, select officers and all other related matters in the by-laws.

ARTICLE VII

AUTHORIZED SHARES:

This corporation shall have authority to issue a total of 10,000 shares of capital stock of the par value of \$10.00 per share, all of these shares shall be of one class, and shall be designated as common stock.

ARTICLE VIII

INCORPORATORS:

The names and mailing addresses of the incorporators are as follows:

NAME:	ADDRESS:
JAMES F. MAYER	730 Calder American Falls, ID 83211
GARY C. MAYER	2848 Mayer American Falls, ID 83211

ARTICLE IX

CORPORATE RESERVATIONS:

This Corporation reserves the right to amend, alter or repeal any provision herein contained in the manner now, or hereinafter prescribed by the statutes of the State of Idaho, and all rights and power conferred herein are granted subject to this reservation.

ARTICLE X

INDEMNIFICATION:

Any director and/or officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to their duties, including all reasonable expenses of defense, except to the extent that they shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

ARTICLE XI

PRE-EMPTIVE RIGHTS:

There shall be no provision denying pre-emptive rights.

IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, do hereby make this Certificate for the purpose of forming a corporation pursuant to the General Business Corporation Law of the State of Idaho, and do hereby certify that the facts hereinbefore set forth

are true and correct and have accordingly hereto set our hands and seals this 23rd day of December, 1991.

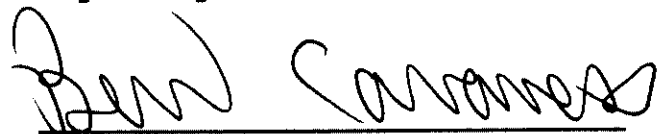

JAMES F. MAYER


GARY C. MAYER

STATE OF IDAHO)
) SS
County of Power)

On this 23rd day of December, 1991, before me the undersigned, a Notary Public in and for said County and State, personally appeared JAMES F. MAYER and GARY C. MAYER known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


Notary Public for Idaho
Residing at American Falls, ID