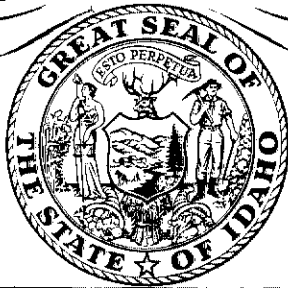


State of Idaho



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

STOCKMEN'S MEAT PACKING CORPORATION

was filed in the office of the Secretary of State on the **Fifteenth** day of **August** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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 **Twin Falls** in the County of **Twin Falls.**

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 **15th** day of **August**, A.D., 19 **61.**

Secretary of State.

ARTICLES OF INCORPORATION
OF
STOCKMEN'S MEAT PACKING CORPORATION

The undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is STOCKMEN'S MEAT PACKING CORPORATION.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

The objects and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this corporation shall have power:

(a) To purchase for slaughter, pack and market, beef, pork, poultry and other meat, dairy and poultry products and by-products.

(b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

(c) To carry on a general mercantile and manufacturing business, and particularly to buy, sell and deal in cattle, hogs, sheep and other livestock, grain, poultry, butter, eggs, cheese, hides, leather and other agricultural, animal and dairy products, and manufactured articles, produced or resulting in whole or in part from slaughtered livestock, animal and agricultural products, and cooperage and other receptacles and appliances for holding, keeping, storing and handling manufactured products.

To slaughter, process and pack livestock, and to carry on a general manufacturing and packing house business and particularly to manufacture and process articles produced or resulting in whole or in part from slaughtered livestock, animal or agricultural products to be used as food or in commerce, manufacturing, the sciences, the arts or otherwise.

To engage in the business of packing meats and other food products, and in connection therewith, to engage in the business of cold storage and refrigeration of meats, animal and dairy and other food products, and to manufacture, buy, sell and otherwise deal in dog foods, animal foods and serums.

To manufacture, buy, sell and otherwise deal in any by-products of, or products growing out of or related to, any of the aforesaid businesses.

To construct, purchase, own, sell, lease and operate refrigerator or tank cars.

To acquire, operate, maintain and utilize manufacturing and other plants, packing houses, factories, branch establishments, refrigeration and

cold storage plants, and other property, pertaining to the conduct of said business.

(d) To carry on the business of slaughtering all kinds of cattle and animals, used for the purpose of food, to manufacture and dispose of the offal of the same, and to establish and erect cold storage, and refrigerators, stables, pens and buildings, necessary to conduct the slaughtering business, and to do whatever else may be necessary and useful for the business of slaughtering cattle and animals intended for food, and in manufacturing and disposing of the offal of the same.

(e) To conduct and operate stockyards; to buy and sell cattle, sheep, hogs and poultry as principal or agent; to conduct and operate a slaughterhouse or slaughterhouses and to dress, prepare and preserve meats of all kind for the market; to maintain and operate cold storage warehouses for the preservation of meat and meat products; to manufacture, buy, sell and deal in all the by-products of stockyards and slaughterhouses.

(f) Capacity to Act. To have the capacity to act possessed by natural persons. To carry on its business within or without the State of Idaho and in foreign countries.

(g) To appoint Officers and Agents. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(h) To Act as Agent. To act in the State of Idaho and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual association, corporation, or other legal entity, respecting any business.

(i) To deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(j) To deal in personal property, generally. To acquire (by purchase, exchange, lease, hire or otherwise) hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(k) To Deal in Securities Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(l) To deal in its Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Act, by other law, or by these Articles of Incorporation.

(m) To Deal in Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise),

hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, and other authorizations.

(n) To Deal in Inventions, Copyrights, and Trade-Marks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor, trade names and applications therefor.

(o) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business.

(p) To enter into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business.

(q) To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its

business.

(r) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity.

(s) To Borrow Funds. To borrow or raise moneys for any of the purposes of the Corporation, and , from time to time, without limit as to an amount; to execute, accept, endorse and deliver, as evidence of such borrowing all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal or mixed including contract rights, whether at the time owned or thereafter acquired.

(t) Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(u) To engage in or carry on any other manufacturing business.

(v) To engage in or carry on any general wholesale or retail business of any and all kinds.

(w) To buy and sell at wholesale or retail any and all merchandise, goods, machinery or appliances.

(x) To enter into contracts with persons, firms or corporations to sell the stock of this Corporation upon such terms and conditions as may be permitted by resolution of the Board of Directors of this Corporation.

(y) To exercise all of the rights, power and authority permitted under

the Blue Sky Law of the State of Idaho being Chapter 18, Title 26, Idaho Code.

(z) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE IV

Registered Office--Location

The address of the registered office of the Corporation is
Twin Falls, Twin Falls County, Idaho.

ARTICLE V

Authorizes Shares--Stock Non-assessable-- Voting Power--Dividends

Section 1. Authorized shares. The total authorized capital stock of the corporation shall be divided into one and a half million (1, 500, 000) shares of common stock with a par value of \$2.00 per share.

Section 2. Stock Non-assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assignment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 4. Dividends. The holders of the capital stock shall be entitled

to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined in the Idaho Business Corporations Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 5. From time to time, the capitalization of this Corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

ARTICLE VI

Provisions for Regulation of the Internal Affairs of the Corporation.

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, within or without the State of Idaho, as maybe provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

ARTICLE VII

Directors

Section 1. Initial Board of Directors. The initial Board of Directors,

shall consist of seven members, who need not be residents of the State of Idaho or shareholders of the Corporation.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, follow:

<u>Name</u>	<u>Address</u>	<u>Town and State</u>
J. Ross Jolley		Boise, Idaho
E. H. Broadbent		Boise, Idaho
Wallace Tracy		Naf, Idaho
Asiel A. Zollinger		Malta, Idaho
Fletcher E. Heilesen		Twin Falls, Idaho
Robert E. Fields		Gooding, Idaho
James E. Stewart		Terreton, Idaho
Russell Biggs		Twin Falls, Idaho

Section 3. Increase or Decrease of Directors. The number of directors is to be not less than five nor more than fifteen, which number may be increased or decreased from time to time by amendment of the By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors the number shall be seven.

Section 4. This Corporation shall also have an Advisory Board of Directors to be not less than ^{five} nor more than fifteen in number. The Advisory Board of Directors shall have duties and function as may be delegated to them by the Board of Directors of this Corporation.

ARTICLE VIII

Incorporators

The names and post office addresses of the incorporators and the number of shares of common stock subscribed for by such are as follows:

<u>Name</u>	<u>Address</u>	<u>Subscription</u>
J. Ross Jolley	Boise, Idaho	250 shares
E. H. Broadbent	Boise, Idaho	250 shares
Wallace Tracy	Naf, Idaho	250 shares
Asiel A. Zollinger	Malta, Idaho	250 shares
Fletcher E. Heilesen	Twin Falls, Idaho	250 shares
Robert E. Fields	Gooding, Idaho	250 shares
James E. Stewart	Terreton, Idaho	250 shares
Russell Biggs	Twin Falls, Idaho	250 shares

IN WITNESS WHEREOF, we have hereunto set our hands and seals

this 17th day of May, 1961.

Harry Jolley
Walker Toney

E. H. Broadbent

Asiel R. Gollwitzer

Elmer E. Hulman

Robert E. Guld

James E. Stewart

Russell Briggs

STATE OF IDAHO)
) ss
County of ADA)

On this 17th day of May, 1961, before me, the
undersigned, a Notary Public in and for said county and state, personally
appeared J. ROSS JOLLEY, E. H. BROADBENT, WALLACE TRACY,
ASIEL A. ZOLLINGER, FLETCHER E. HEILESEN, ROBERT E. FIELDS
JAMES E. STEWART, RUSSELL BIGGS,

known to me to be the persons whose names are subscribed to the foregoing
ARTICLES OF INCORPORATION, 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 first above written.

T. M. Roberts
Notary Public for Idaho
Residing at: Boise, Idaho