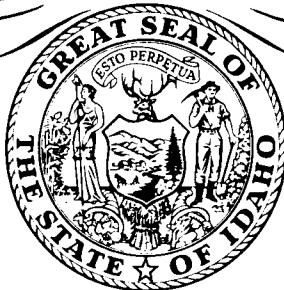


State of Idaho



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

D & J LAND CO., INC.

was filed in the office of the Secretary of State on the **First** day
July **Sixty-five** and
of **will be** A.D. One Thousand Nine Hundred
-----microfilm
duly recorded on Film No. 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 **unlimited existence**

from the date hereof, with its registered office in this State located at **Nampa,** **Canyon.**
in the County of

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 **July**,
65
A.D., 19 . **ARNOLD WILLIAMS**
Secretary of State

By Deputy

Secretary of State.

ARTICLES OF INCORPORATION
OF
D & J LAND CO., INC.

WE, THE UNDERSIGNED natural persons of the age of 21 years or more, a majority of whom are residents of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho. We hereby set forth, declare and certify that:

I. CORPORATE NAME: The name of this Corporation is D & J LAND CO., INC.

II. DURATION: That the duration of this Corporation is unlimited.

III. PURPOSES: The purposes of this corporation are:

(1) To purchase, own, improve, equip, operate and manage farms and engage in any agricultural pursuit or undertaking. To own, operate and maintain a general wholesale and retail cattle business dealing primarily in the purchase, feeding, raising and selling of cattle of all types, as well as the raising of milk cows and the sale of milk or milk products.

(2) To do and transact all business properly connected with or incidental to any or all of the objects and purposes of the corporation.

(3) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein;

(4) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

(5) To issue shares and admit shareholders, and to engage in all transactions incident to the same.

(6) To purchase the shares of other corporations, or to purchase its own shares.

(7) To make accomodation guaranties, endorsements, or contracts of suretyship.

1 (8) To enter into a partnership or joint venture to carry out any
2 of the business purposes for which this corporation is organized.

3 (9) To engage in any activity or to do anything with the objects and
4 purposes hereinbefore mentioned that may be necessary or proper to accom-
5 plish successfully or promote the said objects and purposes. The foregoing
6 clauses, by reason of the specific enumeration of powers shall not be held to
7 restrict the power of the corporation to do any of the things within the purview
8 of its general powers.

9 IV. POWERS: Subject to any specific written limitations or restrictions
10 imposed by law, or by these articles of incorporation, and solely in further-
11 ance of, but not in addition to, the limited purposes set forth in Paragraph III
12 hereinabove, the Corporation shall have and exercise the following powers:

13 (a) Perpetual Succession: To have perpetual succession by its
14 corporate name.

15 (b) Legal Proceedings: To sue and be sued, complain and defend,
16 in its corporate name.

17 (c) Corporate Seal. To have a corporate seal which may be altered
18 at pleasure, and to use the same by causing it, or a facsimile thereof, to be
19 impressed or affixed or in any other manner reproduced.

20 (d) Property - Acquiring and Dealing Therein: To purchase, take,
21 receive, lease, or otherwise acquire, own, hold, improve, use and otherwise
22 deal in and with, real or personal property, or any interest therein, wherever
23 situated.

24 (e) Property- Disposal Thereof: To sell, convey, mortgage,
25 pledge, lease, exchange, transfer and otherwise dispose of all or any part of
26 its property and assets.

27 (f) Loans to Employees: To lend money to, and otherwise assist,
28 its employees, other than its officers and directors.

29 (g) Securities of Others: To purchase, take, receive, subscribe
30 for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage,
31 lend, pledge, or otherwise dispose of, and otherwise use and deal in and with,
32 shares or other interests in, or obligations of, other domestic or foreign

1 corporations, associations, partnerships or individuals, or direct or indirect
2 obligations of the United States or any government, state, territory, govern-
3 mental district or municipality or of any instrumentality thereof.

4 (h) Contracts and Other Liabilities: To make contracts and incur
5 liabilities, borrow money at such rates of interest as the corporation may
6 determine, issue its notes, bonds, and other obligations, and secure any of
7 its obligations by mortgage or pledge of all or any of its property, franchises
8 and income.

9 (i) Loans of Corporate Assets: To lend money for its corporate
10 purposes, invest its funds from time to time, and take and hold real and per-
11 sonal property as security for the payment of funds so loaned or invested.

12 (j) Business Operations: To conduct its business, carry on its
13 operations, and have offices and exercise the powers granted by this Act in
14 any state, territory, district, or possession of the United States, or in any
15 foreign country.

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

18 (l) Code of By-Laws: To make and alter a Code of By--Laws,
19 not inconsistent with these Articles of Incorporation or with the laws of this
20 State, for the administration and regulation of the affairs of the Corporation.

21 (m) Donations: To make donations for the public welfare or for
22 charitable, scientific or educational purposes; and in time of war to make
23 donations in aid of war activities.

24 (n) War Clause: In time of war to transact any lawful business in
25 aid of the United States in the prosecution of the war.

26 (o) Indemnification of Directors and Officers: To indemnify any
27 director or officer or former director or officer of the Corporation, or any
28 person who may have served at its request as a director or officer of another
29 corporation in which it owns shares of capital stock or of which it is a credi-
30 tor, against expenses actually and necessarily incurred by him in connection
31 with the defense of any action, suit or proceeding in which he is made a party
32 by reason of being or having been such director or officer, except in relation

1 to matters as to which he shall be adjudged in such action, suit or proceed-
2 ing to be liable for negligence or misconduct in the performance of duty; but
3 such indemnification shall not be deemed exclusive of any other rights to which
4 such director or officer may be entitled, under any by-law, agreement, vote
5 of shareholders, or otherwise.

6 (p) Winding-Up of Affairs: To cease its corporate activities and
7 surrender its corporate franchise.

8 (q) Ancillary Powers: To have and exercise all powers necessary
9 or convenient to effect any or all of the purposes for which the Corporation is
10 organized;

11 (r) Securities of the Corporation: To purchase, take, receive,
12 or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of
13 its own shares, but it shall not purchase, either directly or indirectly, its
14 own shares except out of its earned surplus or, with the affirmative vote of
15 the holders of at least two-thirds of all shares entitled to vote thereon, out of
16 its capital surplus, except as otherwise permitted by the law, or by these
17 Articles of Incorporation.

18 (s) Capacity to Act: To have the capacity to act possessed by
19 natural persons, but to have authority to perform only such acts as are neces-
20 sary, convenient or expedient to accomplish the purposes set forth in Para-
21 graph I of these Articles and such as are not repugnant to law.

22 (t) To act as Agent: To act in the District of Columbia and in any
23 state, territory, district, or possession of the United States, or in any foreign
24 country, in the capacity of agent or representative for any individual, associa-
25 tion, corporation, or other legal entity, respecting any business, the purpose
26 of which is similar to the purposes set forth in Paragraph I of these articles.

27 (u) To Deal in Franchises, Patent, Rights, Etc.,: To acquire (by
28 purchase, exchange, lease, hire, or otherwise) hold, use, sell, assign, lease,
29 and grant the absolute interest in and to, and license or sub-license in respect
30 of, franchises, indeterminate permits, certificates of convenience and necessity,
31 certificates of authority, letters patent, patent rights, licenses, privileges,
32 inventions, improvements, processes, copyrights, trademarks and tradenames.

1 (v) To Enter into Profit-Sharing Arrangements and Partnerships:
2 To enter into any lawful arrangement for sharing profits, union of interest,
3 reciprocal association, or co-operative association with any corporation,
4 association, partnership, individual or other legal entity, for the carrying on of
5 any business, the purpose of which is similar to the purposes set forth in
6 Paragraph I of these Articles, and to enter into any general or limited partner-
7 ship, the purpose of which is similar to such purposes.

8 (w) To Execute Guaranties: To make any guaranty respecting
9 stocks, dividends, securities, indebtedness, interest, contracts or other
10 obligations created by any individual, partnership, association, corporation,
11 or other entity, to the extent that such guaranty is made in pursuance of the
12 purposes set forth in Paragraph I of these Articles.

13 V. REGISTERED OFFICE: The location and post office address of the
14 registered office of the Corporation in the State of Idaho is Route #6, Nampa,
15 Idaho;

16 VI. TOTAL AUTHORIZED SHARES: The total authorized number of
17 par value shares is One Thousand (1,000). The aggregate par value of the
18 total authorized number of par value shares is One Hundred Thousand Dollars
19 (\$100,000.00).

20 VII. COMMON STOCK - PAR VALUE: The stock of the corporation is
21 divided into One Thousand (1,000) shares of common stock, the par value of
22 each share shall be One Hundred (\$100.00) Dollars, and such stock shall be
23 non-assessable.

24 At every meeting of the shareholders, every holder of the common stock
25 of the Corporation shall be entitled to one vote for each share of common stock
26 standing in his name on the books of the corporation. At each election of
27 directors, every holder of the Common Stock of the Corporation shall have
28 the right to vote, in person or by proxy, the number of shares owned by him
29 for as many persons as there are directors to be elected and for whose elec-
30 tion he has a right to vote, or to cumulate his votes by giving one candidate
31 as many votes as the number of such directors multiplied by the number his
32 shares shall equal, or by distributing such votes on the same principle among

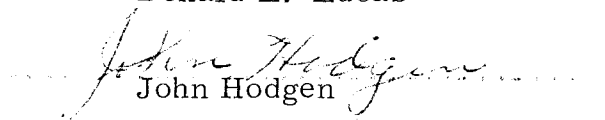
any number of such candidates.

VIII. NAMES OF INCORPORATORS: The name and post office address of each of the incorporators and the number of common stock shares for which each subscribes is as follows:

| <u>Names</u> | <u>Address</u> | <u>No. Shares</u> |
|-----------------|------------------------|-------------------|
| Donald L. Lucas | Route #3, Nampa, Idaho | 22 |
| John Hodgen | Box 134, Nampa, Idaho | 1 |
| Janice Hodgen | Box 134, Nampa, Idaho | 1 |

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and the pursuance of the Corporation Laws of the State of Idaho, do make and file these articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 28th day of June, 1965.


Donald L. Lucas



John Hodgen


Janice Hodgen

STATE OF IDAHO)
 ss.
County of Canyon)

On this 28th day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared Donald L. Lucas, John Hodgen, and Janice Hodgen, 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 my official seal the day and year first above written.


Notary Public for Idaho
Residing at Caldwell, Idaho