



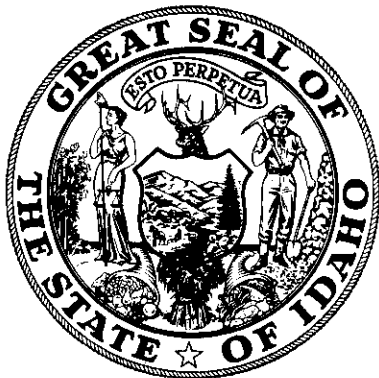
CERTIFICATE OF INCORPORATION
OF

SIESTA ENTERPRISES, 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 3, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

1
2 ARTICLES OF INCORPORATION
3 OF
4 SIESTA ENTERPRISES, INC.

MAR 3 9 23 AM '86
SECRETARY OF STATE

5 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned
6 hereby associate ourselves together for the purposes of forming
7 a corporation under the laws of the State of Idaho and for that
8 purpose hereby adopt Articles of Incorporation as follows:

9 ARTICLE I

10 NAME

11 The name of the corporation is: Siesta Enterprises, Inc.

12 ARTICLE II

13 PURPOSE

14 The object and purpose of this Corporation is the trans-
15 action of any and all lawful business for which corporations
16 may be incorporated under the laws of the State of Idaho, as
17 they may be amended from time to time.

18 ARTICLE III

19 INITIAL BUSINESS

20 The Corporation initially intends to purchase and sell
21 farms and to engage in the business of farming, and of producing,
22 merchandising, and preserving all kinds of farm, fruit, vegetable,
23 and garden products, and of cultivating, growing, harvesting,
24 picking, cleaning, and assorting, boxing, packing, shipping,
25 buying, and selling, at wholesale and retail, all kinds of
26 fruit, vegetable, farm, and garden products, and to carry on
27 all other business incident thereto or connected therewith; and
28 to do a general commission and broker's business in any or all
of the foregoing produce.

ARTICLE IV

AUTHORIZED CAPITAL

The Corporation shall have authority to issue one million
shares of common stock, having no par value per share. The
terms and conditions upon which said shares are sold and issued
shall be as determined from time to time by the Board of Direc-
tors. All or any portion of the Capital Stock may be issued in

1 payment for real or personal property, services or any other
2 right or things of value, for the uses and purposes of the
3 Corporation, and when so issued shall become fully paid the
4 same as though paid for in cash at par; and the Directors
5 shall be the sole judges of the value of any property, right
6 or thing acquired in exchange for stock. No shares of stock
7 shall be issued until fully paid for, at the value fixed by
8 the Board of Directors and thereafter shall be nonassessable.

9 ARTICLE V

10 STATUTORY AGENT

11 The name and address of the initial statutory agent of the
12 Corporation is Stephen W. Smith, 125 N. Buchanan, P. O. Box 7,
13 Jerome, Idaho, 83338.

14 ARTICLE VI

15 KNOWN PLACE OF BUSINESS

16 The known place of business of the Corporation shall be
17 351 N. 200 E., Jerome, Idaho, 83338, with other offices at such
18 places within or without the State of Idaho as may be established
19 by the Board of Directors.

20 ARTICLE VII

21 BOARD OF DIRECTORS

22 The affairs of the Corporation shall be conducted by a
23 Board of Directors and such officers as the said Directors may
24 elect and appoint, each of whom need not be a shareholder. The
25 Board of Directors shall consist of at least two persons but not
26 more than seven persons, and the number of Directors to serve
27 shall, from time to time, be designated by the Bylaws of this
28 Corporation, or by the shareholders of this Corporation. Direc-
tors shall be elected at the annual meeting of the shareholders,
which annual meeting shall be held at the offices of this Corpor-
ation, or at such other place within the State of Idaho as
shall be determined by the Board of Directors, on the 2nd
Tuesday in June of each year, commencing with the year 1986.
The annual meeting date of the shareholders may, from time to
time, be changed by the Bylaws of this Corporation. Until the

1 first annual meeting of the shareholders, or until their suc-
2 cessors are elected and qualified, the following named persons
3 shall be Directors and Officers of this Corporation: Chad J.
4 Stevens, 351 N. 200 E., Jerome, Idaho 83338; Jeffrey C. Stevens,
5 351 N. 200 E., Jerome, Idaho 83338; and Roger W. Hampton, 159
6 South Elmont, Apache Junction, Arizona 85220.

7 ARTICLE VIII

8 INCORPORATORS

9 The incorporators of the Corporation are: Chad J. Stevens,
10 351 N. 200 E., Jerome, Idaho 83338; Jeffrey C. Stevens, 351 N.
11 200 E., Jerome, Idaho 83338; and Roger W. Hampton, 159 South
12 Elmont, Apache Junction, Arizona 85220. All powers, duties and
13 responsibilities of the incorporators shall cease at the time of
14 delivery of these Articles of Incorporation to the Idaho Corpor-
15 ation Commission for filing.

16 ARTICLE IX

17 INDEMNIFICATION OF OFFICERS, DIRECTORS,
18 EMPLOYEES AND AGENTS

19 Subject to the further provisions hereof, the Corporation
20 shall indemnify any and all of its existing and former directors,
21 officers, employees and agents against all expenses incurred
22 by them and each of them, including but not limited to legal
23 fees, judgments, penalties, and amounts paid in settlement on
24 compromise, which may arise or be incurred, rendered, or
25 levied in any legal action brought or threatened against any
26 of them for or on account of any action or omission alleged
27 to have been committed while acting within the scope of
28 employment as director, officer, employee or agent of the
Corporation, whether or not any settlement or compromise is
approved by a court, indemnification shall be made by the
Corporation whether the legal action brought or threatened
is by or in the right of the Corporation or by any other person.
Whenever any existing or former director, officer, employee or
agent shall report to the President of the Corporation that
he or she has incurred or may incur expenses, including but
not limited to legal fees, judgment, penalties, and amounts

1 paid in settlement or compromise in any legal action brought
2 or threatened against him or her for or on account of any action
3 or omission alleged to have been committed by him or her while
4 acting within the scope of his or her employment as a director,
5 officer, employee or agent of the Corporation, the Board of
6 Directors shall, at its next regular or special meeting held
7 within a reasonable time thereafter determine in good faith
8 whether in regard to the matter involved in the action or
9 contemplated action, such person acted, failed to act or refused
10 to act willfully or with gross negligence or with fraudulent or
11 criminal intent. If the Board of Directors determines in good
12 faith that such person did not act, or refused to act willfully
13 or with gross negligence or with fraudulent or criminal intent
14 in regard to the matter involved in the action or contemplated
15 action, indemnification shall be mandatory and shall be auto-
16 matically extended as specified herein, provided, however, that
17 no such indemnification shall be available with respect to
18 liabilities under the Securities Act of 1933, and provided
19 further, that the Corporation shall have the right to refuse
20 indemnification in any instance in which persons to whom indem-
21 nification would otherwise have been applicable shall have
22 unreasonably refused to permit the Corporation, at its own
23 expense and through counsel of its own choosing, to defend him
24 or her in the action.

25 ARTICLE X

26 LIMITATION OF LIABILITY

27 The private property of the shareholders, directors, and
28 officers of this Corporation shall be forever exempt from
corporate debts and liabilities.

29 ARTICLE XI

30 PREEMPTIVE RIGHTS

31 Each holder of shares in this Corporation shall have the
32 first right to purchase shares of this Corporation that may
33 from time to time, be issued, including shares from the treasury
34 of this Corporation, in the ratio that the number of shares he

1 holds at the time of the issue bears to the total number of
2 shares outstanding exclusive of treasury shares. This right
3 shall be deemed waived by any shareholder who does not exercise
4 it and pay for it within 30 days of receipt of a notice in
5 writing from the Corporation stating the prices, terms and
6 conditions of the issue of shares, and inviting him to exercise
7 his preemptive rights.

8 ARTICLE XII

9 DURATION

10 The existence of this Corporation shall be perpetual.

11 ARTICLE XIII

12 CAPITAL SURPLUS

13 Subject to the limitations imposed by law, the Board of
14 Directors of the Corporation may, from time to time, distribute
15 on a pro-rata basis to its shareholders out of the earned
16 capital surplus of the Corporation a portion of its assets,
17 in cash or property.

18 IN WITNESS WHEREOF, we the undersigned incorporators, have
19 hereunto set our hands this 24 day of February, 1986.

20 Jeffery L. Stevens
21 Chad Stevens
22 Roger W. Hampton

23 STATE OF ARIZONA)
24) ss.
25 County of Maricopa)

26 On this 24 day of FEB., 1986, the above persons
27 personally appeared before me and acknowledged that they
28 executed the same for the purposes therein contained.

Weki Behm
Notary Public

My commission expires:

My Commission Expires Jan. 15, 1989