

State of Idaho

Department of State

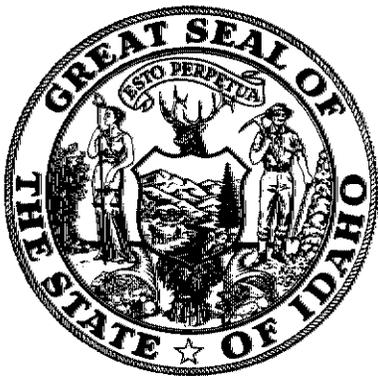
CERTIFICATE OF INCORPORATION OF

McKEE BROTHERS, 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: **October 24, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

McKEE BROTHERS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, each being a natural person of full age and a
citizen of the United States of America, have voluntarily
and do hereby associate ourselves together for the purpose
of forming a corporation under the laws of the State of
Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby
certify, declare and adopt the following Articles of
Incorporation.

I.

The name of this corporation shall be McKEE BROTHERS,
INC.

II.

The period of existence and duration of the life of
this corporation shall be perpetual.

III.

The location of the registered office of this Corpor-
ation shall be Cambridge, Washington County, Idaho, and
the agent of the Corporation shall be DAVID G. McKEE.

IV.

The nature of the business and the object, purpose
and powers of this Corporation shall be as follows:

(a) To own, operate and carry out agriculture, dairy and cattle business including the ownership of all real estate, cattle, machinery, and equipment related to said farming industry and to conduct all other transactions or business related thereto.

(b) To have, exercise, use and employ the authority specified in Section 30-1-4, Idaho Code, and other applicable Idaho laws granting corporate authority which are presently enacted or as hereinafter enacted or amended, and to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within or without said state, and within or without the United States of America.

V.

That the total authorized number of par value shares of this Corporation shall be 150,000 shares each no par value which said shares shall be common stock and shall not be subject to assessment.

VI.

That the names and Post Office addresses of each of the incorporators and initial Board of Directors, and the

number of shares subscribed by each set opposite their respective names are:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	1
David G. McKee	Cambridge, Idaho	24,221	
Dale L. McKee	Cambridge, Idaho	21,221	
Brent L. McKee	Cambridge, Idaho	21,221	

VII.

The first Board of Directors shall consist of one or more directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be more than seven (7).

VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

IX.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

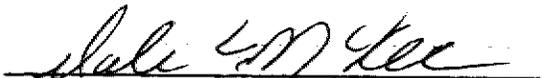
X.

No shareholder of the Corporation shall, because of his ownership of stock, have a preemptive or other right

issued, optioned, or sold by it after its incorporation. No capital stock authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders and/or the corporation.

IN WITNESS WHEREOF, we have signed triplicate originals of these Articles this 26th day of December, 1984.


David G. McKee


Dale L. McKee


Brent L. McKee

STATE OF IDAHO

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: ss.

COUNTY OF WASHINGTON

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On this 26th day of December, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID G. McKEE, DALE L. McKEE, and BRENT L. McKEE, known to me to be the persons whose names are subscribed to 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 on the day and year in this certificate first above written.


Notary Public for said State