



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

A & B BEAN & GRAIN, INC.

was filed in the office of the Secretary of State on *November 20*, 19 *78*

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 *Burley, Idaho* in the county of *Cassia*.

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 *20th* day of *November*, A.D., 19 *78*.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF
A & B BEAN & GRAIN, INC.

KNOW ALL MEN BY THESE PRESENTS, STATE

We, the undersigned, citizens of the United States of America, each being over the age of eighteen (18) years, do hereby associate themselves together for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following Articles, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be A & B BEAN & GRAIN, INC.

ARTICLE II

TERM

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The Corporation is organized for the following general and specific purposes:

Section 1: The purpose for which said Corporation is formed is to engage in the business of purchasing, contracting for the growing, propagation, milling, marketing and storage of beans and grains of all descriptions, both for food consumption and as seed, certified and ordinary. The Corporation is also formed for the purpose of obtaining by purchase or otherwise and holding real and personal property as such holding shall be necessary to the principal purpose of the Corporation.

Section 2: To borrow money and to execute evidence of indebtedness and do any and all things necessary to establish and promote the carrying on of the business of the Corporation.

Section 3: To issue promissory notes and all other evidences of indebtedness for the stated purposes of the Corporation and to serve as guarantors thereon.

Section 4: To engage in all business ventures of a legal nature of whatever description as principle and/or in partnership with other persons or entities.

Section 5. To do each and every necessary and suitable act for the accomplishment of any and all of the purposes or for the attainment of any and all objects herein enumerated or which shall at any time appear necessary or expedient for the protection and furtherance of the purposes of the Corporation and for its benefit.

ARTICLE IV

AUTHORIZED CAPITAL

The authorized capital of this Corporation shall be fifty thousand dollars (\$50,000.00) divided into five thousand (5,000) shares of ten dollar (\$10.00) par value stock.

ARTICLE V

RIGHTS OF THE CORPORATION TO ACQUIRE ITS OWN STOCK

The Corporation shall have the right to purchase, take, receive or otherwise acquire its own shares. The purchase of said shares, whether direct or indirect, shall be made only to the extent of the unreserved and restricted earned surplus available therefor.

ARTICLE VI

VOTING OF SHARES

Each outstanding share of the common stock of the Corporation shall be entitled to one (1) vote on any matter submitted to a vote at a meeting of the shareholders, each shareholder being entitled to vote his or her share in person or by proxy executed in writing by said shareholder or by his or her authorized attorney in fact. At each election of a Director of the Corporation, each shareholder entitled to vote at such

election shall have the right to vote in person or by proxy the number of shares owned by him or her, for each of the Directors to be elected. Voting may be cumulative.

ARTICLE VII

PROVISIONS FOR THE REGULATION OF INTERNAL AFFAIRS OF THE CORPORATION

Section 1: Regular Meeting of the Shareholders: The annual meeting of the Corporation shareholders shall be held on the second Tuesday of July in each year except when such Tuesday shall fall on a holiday in which case the annual meeting shall be held the day following. It shall not be necessary for there to be additional meetings of the shareholders except as the Board of Directors may be called upon to authorize such a meeting upon demand by one-fifth of the outstanding stock authorized to vote. In the event of such a demand, such meeting shall be scheduled and notice of such meeting shall be given by mail or by personal contact not less than ten (10) days prior to such meeting.

Section 2: Quorum of Stockholders: A majority of the shares of the common stock entitled to vote, represented in person or by proxy shall constitute a quorum for all meetings of the Corporation.

Section 3: Meetings of the Board of Directors: The meetings of the Board of Directors of the Corporation, whether regular or special, may be held either within or without the State of Idaho as may be determined by the Board of Directors by at least two-thirds of the Board of Directors of the Corporation. Notice of such meeting shall be given as prescribed by the Board of Directors.

Section 4: Quorum of the Board of Directors: A majority of the Directors holding office at a given time shall constitute a quorum for the transaction of business.

Section 5: By-Laws of the Corporation: The Board of Directors shall have the power to adopt By-Laws for the Corporation, to amend the same from time to time at regular or special meetings of the Board of Directors. The amendment of By-Laws shall require two-thirds of the majority of the Directors present in order to be adopted.

Section 6: Books and Records of the Corporation: The Corporation shall keep such books and records as are reasonably necessary to the conduct of its affairs at the corporate offices, 900 South and 2½ miles West, Star Route Box 80, Burley, Cassia County, Idaho, or such other places as the Board of Directors may direct.

Section 7: Working Capital and Business Management: The Board of Directors shall have the power to fix and vary the amount to be reserved as working capital and to otherwise govern the affairs, financing, management of the Corporation as the Board, in its discretion, deems proper, including the appointment of persons to serve at the pleasure of the Board of Directors as Secretary and Treasurer and in the creation and appointment of such committees as the Board may deem necessary and proper. (The Registered Agent is Raleigh T. Curtis.

Section 8: Compensation of Directors: The Board of Directors may make provision for reasonable compensation of its members for their services as Directors and establish the basis and condition upon which said compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive the compensation for such services.

Section 9: Amendment to the Articles of Incorporation: The Articles of Incorporation may be amended by the shareholders who have the right to vote at any regular or

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ATTORNEYS AT LAW
SHANE BUILDING
185 2ND AVENUE NORTH
BOX 99
TWIN FALLS, IDAHO 83301
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special meeting of the shareholders, provided that a quorum is present. A two-thirds majority of the shares voting shall be required to adopt any such amendment, provided that notice of the proposed change shall have been given not less than five (5) days prior to such meeting.

ARTICLE VIII

OFFICERS AND DIRECTORS

Section 1: Members of the Initial Board of Directors: The initial Board of Directors of the Corporation shall consist of four members and their respective names and addresses are:

H. Leon Adams
Star Route
Burley, Idaho 83318

Dale Adams
Star Route
Burley, Idaho 83318

Raleigh T. Curtis
Route 2, Box 218
Burley, Idaho 83318

Kenneth Pennington II
1758 Occidental
Burley, Idaho 83318,

which Directors shall hold office until the first annual meeting of the shareholders of the Corporation or until their successors shall have been elected and qualified.

Section 2: Number of Directors: The number of the Directors of the Corporation shall be fixed by the Board of Directors, but in no case shall be less than three nor more than five.

Section 3: Officers: The Officers of the Corporation shall be elected by the Board of Directors, but may or may not serve as Directors. The Officers shall include the President, Vice President, Secretary and Treasurer.

Section 4: Names and Addresses of Officers: Until their successors are elected and qualified, the Officers of the

Corporation shall be as follows:

Raleigh T. Curtis Route 2, Box 218 Burley, Idaho 83318	President
H. Leon Adams Star Route Burley, Idaho 83318	Vice President
Kenneth Pennington II 1758 Occidental Burley, Idaho 83318	Secretary
Dale Adams Star Route Burley, Idaho 83318	Treasurer

ARTICLE IX

INCORPORATORS

The names and addresses of each of the incorporators are:

H. Leon Adams
Star Route
Burley, Idaho 83318

Dale Adams
Star Route
Burley, Idaho 83318

Raleigh T. Curtis
Route 2, Box 218
Burley, Idaho 83318

Kenneth Pennington II
1758 Occidental
Burley, Idaho 83318.

ARTICLE X

FISCAL PERIOD

The Board of Directors shall have the power to fix the fiscal period of the Corporation.

ARTICLE XI

LIABILITY OF STOCKHOLDERS

The property of this Corporation shall be liable for the debts of the Corporation but the individual property of any holder of fully paid-up stock of the Corporation shall not be liable for the Corporation obligations, nor such assessments be levied on such stock for any purposes whatsoever.

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ATTORNEYS AT LAW
SHANE BUILDING
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BOX 99
TWIN FALLS, IDAHO 83301
PHONE 734-4450

ARTICLE XII

SHAREHOLDERS' INTEREST

The number of shares held by each of the proposed shareholders is as follows:

<u>Name</u>	<u>Number of Shares</u>
H. Leon Adams	1300
Dale Adams	1300
Raleigh T. Curtis	1200
Kenneth Pennington II	1200

ARTICLE XIII

PRINCIPAL PLACE OF BUSINESS

The principal office of the Corporation shall be 900 South and 2½ miles West, Star Route, Box 80, Burley, Idaho 83318.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13th day of November, 1978.

H. Leon Adams
H. Leon Adams
Dale Adams
Dale Adams
Raleigh T. Curtis
Raleigh T. Curtis
Kenneth Pennington II
Kenneth Pennington II

STATE OF IDAHO,)
County of Cassia,) (ss.)

On this 13th day of November, 1978, personally appeared before me H. LEON ADAMS, one of the signers of the within instrument, who duly acknowledged to me that he executed the same.

Thelma L. Clark
NOTARY PUBLIC
Residence: Oakley, Idaho

STATE OF IDAHO,)
(ss.
County of Cassia .)

On this 13th day of November, 1978, personally appeared
before me DALE ADAMS, one of the signers of the within instrument,
who duly acknowledged to me that he executed the same.

Shelma L. Clark
NOTARY PUBLIC
Residence: Oakley, Idaho

STATE OF IDAHO,)
(ss.
County of Cassia .)

On this 13th day of November, 1978, personally appeared
before me RALEIGH T. CURTIS, one of the signers of the within
instrument, who duly acknowledged to me that he executed the same.

Shelma L. Clark
NOTARY PUBLIC
Residence: Oakley, Idaho

STATE OF IDAHO,)
(ss.
County of Cassia .)

On this 13th day of November, 1978, personally appeared
before me KENNETH PENNINGTON II, one of the signers of the within
instrument, who duly acknowledged to me that he executed the same.

Shelma L. Clark
NOTARY PUBLIC
Residence: Oakley, Idaho