

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SUPERIOR FARMS, 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 23, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By 

RECEIVED
SEC. OF STATE
ARTICLES OF INCORPORATION

OF

SUPERIOR FARMS, INC.

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KNOW ALL MEN BY THESE PRESENTS:

THE registered office of this corporation is located at
112 South Lincoln, Jerome, Idaho 83352; and

THE name of the registered agent of this corporation is
GALEN W. GUTHRIE of the address 112 South Lincoln, P. O. Box 542,
Jerome, Idaho 83338 and is a resident of the State of Idaho. He
is a citizen of the United States and natural person of full
age, having this day voluntarily associated himself for the
purpose of forming a corporation for profit under the laws of the
State of Idaho, does hereby certify and state:

I.

The name of this corporation shall be:

SUPERIOR FARMS, INC

II.

Subject to dissolution in the manner provided by law,
the corporation shall be perpetual.

III.

Said corporation is formed for the following purposes:

A. To carry on and conduct the general business of growing, buying and selling agriculture products and raising, buying and selling livestock;

B. To lend or advance money or give credit to such persons, firms, corporations or associations on such terms as may seem expedient;

C. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, or dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company;

D. To carry on other business, of any nature, whatsoever, which may seem to the corporation capable of being conveniently carried on in connection with it's business or calculated, directly or indirectly, to enhance the value of any of the corporation's property or rights or generally to enhance the profitability of the corporation;

E. If deemed advisable by the corporation, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or co-employees of the corporation, the stockholders of the company or their heirs, to grant pensions to employees and stockholders and to make payments toward insurance;

F. The corporation shall have the power to buy its

own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same.

G. To acquire the goodwill, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other securities of this corporation or otherwise; and to acquire and/or take all or any part of the business, assets, liabilities of any person, firm association or corporation;

H. To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objectives or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or any other lawful means with the property of the corporation;

I. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the attainment of any of the objectives, for the exercise of any of the powers herein set forth, whether specified herein or not;

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or interference from, the terms of

any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes not so declared, and that all other lawful powers not inconsistent herewith are hereby included.

IV

There shall be two classes of capital stock of the corporation. There shall be five hundred thousand (500,000) shares of Class A stock known as common stock, no par value, nonassessable which the corporation shall have authority to issue. These aggregate shares shall be voting shares. There shall be five hundred thousand (500,000) shares of Class B stock, which shall be non-voting stock.

V.

The registered office of the corporation is 112 South Lincoln, P. O. Box 542, Jerome, Idaho 83352. The registered agent is GALEN W. GUTHRIE of the same address

IV.

The number of directors of this corporation shall not be less than three directors, except that in cases where all shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but not more than the number of stockholders.

VII.

The names of the persons who are to serve as directors at the first annual meeting of shareholders or until their successor is elected and qualified, are as follows:

GALEN W. GUTHRIE - P. O. Box 542, Jerome, Idaho 83338
HEIDI F. STEWART - 3100 West 1000 South, Aberdeen, ID. 83210
MARK L. STEWART - 4045 S. Nonchalant Circle,
Colorado Springs, CO. 80917

VIII.

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-laws may be amended, adopted or repealed by a majority vote of the stockholders.

IN WITNESS WHEREOF, these Articles of Incorporation gave been signed by the subscriber.

This 22nd day of March, 1993.


GALEN W. GUTHRIE


STATE OF IDAHO]
County of Jerome] ss.

On this 22nd day of March, 1993, before me, the undersigned, a Notary Public for Idaho, personally appeared GALEN W. GUTHRIE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written.

(SEAL)

My Commission Expires
on 9-7-94


IDAHO SECRETARY OF STATE
Notary Public Idaho 2
Residing at Idaho 1
60.00

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