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State of Idaho

Department of State

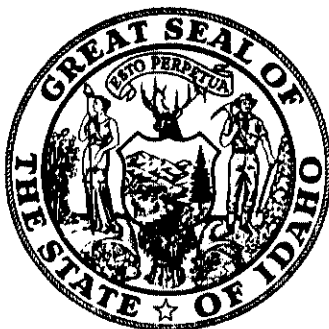
CERTIFICATE OF INCORPORATION OF

HILLSDALE 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: December 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Seibel*

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IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned incorporators being of the age of eighteen years or more, desiring to organize a corporation under the laws of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation.

ARTICLE I

The name of the corporation is **HILLSDALE FARMS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

- (a) To engage in the business of farming, including but not limited to the products of crops and livestock;
- (b) To undertake all other business activities of any kind or nature for which businesses may be lawfully incorporated under the laws of the State of Idaho;
- (c) To do all other things necessary or incidental to the foregoing business purposes.

ARTICLE IV

The corporation is authorized to issue one class of shares, in a total amount of 1,000 shares. The stock shall bear no par value. Shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this corporation, in accordance with the duly adopted By-Laws of this corporation.

Dec 6 4 28 PM '93
SECRETARY OF STATE

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

ARTICLE V

The address of the initial registered office of the corporation is 986 South 1700 East, Eden, Idaho, 83325.

The name of the initial registered agent at such address is NELSON E. McCLAIN.

ARTICLE VI

The names and addresses of the persons who shall serve as directors of the corporation until the first annual meeting of shareholders are:

NELSON E. McCLAIN - 986 South 1700 East, Eden, Idaho 83325

DIXIE McCLAIN - 986 South 1700 East, Eden, Idaho 83325

ARTICLE VII

The names and addresses of the incorporators are:

NELSON E. McCLAIN - 986 South 1700 East, Eden, Idaho 83325

DIXIE McCLAIN - 986 South 1700 East, Eden, Idaho 83325

ARTICLE VIII

No private property of the stockholders of the corporation shall be subject to or liable for payment of corporation debts.

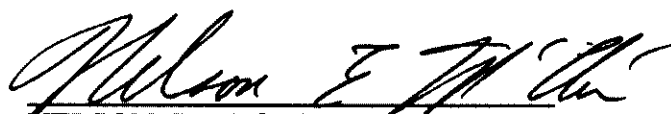
ARTICLE IX

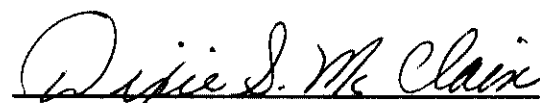
By-Laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-Laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this corporation are granted subject to this reservation.

DATED this 2 day of Dec, 1993.


NELSON E. McCLAIN


DIXIE McCLAIN

STATE OF IDAHO)

ss:

County of Jerome)

On this 2nd day of December, 1993, before me, the undersigned, a Notary Public in and for said County and State, personally appeared NELSON E. McCLAIN and DIXIE McCLAIN known to me to be the persons whose names are subscribed to the within and foregoing instrument, and who acknowledged to me that they executed the same.

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


NOTARY PUBLIC for Idaho

Residing at Jerome, Idaho

Commission Expires: 12-06-94