

**ARTICLES OF INCORPORATION
OF
DRISCOLL RIDGE FARMS, INC.**

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**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, Theodore F.S. Rasmussen, a person of the age of eighteen (18) years or more, is desirous of forming a corporation under the laws of the state of Idaho, and in pursuance thereof, does hereby sign and acknowledge the following Articles of Incorporation, in duplicate, and state as follows:

ARTICLE I

The name of the corporation shall be Driscoll Ridge Farms, Inc., and its existence shall be perpetual.

ARTICLE II

The purpose for which the corporation is formed to engage in the business of farming; to engage in all lawful activities incidental thereto; and to conduct the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Idaho, Title 30 of the Idaho Code, the Idaho Business Corporation Act.

ARTICLE III

The location and post office address of the initial registered office of the corporation shall be 5739A Lovell Valley Road, Plummer ID 83851. The initial registered agent of the corporation at such address shall be Theodore F.S. Rasmussen.

ARTICLE IV

The authorized capital stock of the corporation shall be Fifty Thousand (50,000) shares consisting of Fifty Thousand (50,000) shares of common stock having a par value of One Dollar (\$1.00) each.

Dividends shall be payable on the common stock when and as declared out of earned surplus and out of all other sources as are legal under the laws of the state of Idaho. Dividends on the common stock may be paid in the form of cash, property or shares of common stock.

ARTICLE V

The shareholders of the corporation shall not have pre-emptive rights to acquire additional shares for sale by the corporation.

**IDAHO SECRETARY OF STATE
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ARTICLE VI

The initial bylaws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. The bylaws shall contain the provisions for the regulation and management of the affairs of the corporation.

The corporation shall have the right to redeem its outstanding shares from unreserved and unrestricted capital or earned surplus, without distinction, to the extent allowable by the laws of the state of Idaho.

Each holder of common stock shall be entitled to one (1) vote for each share of stock standing in the shareholder's name on the books of the corporation, and cumulative voting shall not be allowed.

ARTICLE VII

The first director of this corporation shall be one (1) in number, and her name and post office address is as follows:

<u>Name</u>	<u>Address</u>
Kathryn E. Casey	1040 Driscoll Ridge Road Troy ID 83871

The term of the first director shall be until the first annual meeting of the stockholders of the corporation. The term and number of directors after the initial board has served shall be fixed by or in the manner provided in the bylaws.

ARTICLE VIII

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Theodore F.S. Rasmussen	5739A Lovell Valley Road Plummer ID 83851

ARTICLE IX

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise with members of its board of directors, officers and shareholders and with any other corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise as freely as though such adverse interests did not exist, even though the vote, action or presence of such directors, officers or shareholders may be

necessary to obligate the corporation upon such contracts or transactions. In the absence of fraud, no such contract or transaction shall be voided, and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such directorship, office or stock ownership, for any profit or benefit realized by such director, officer, or shareholder through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, shall be disclosed or known to the board of directors of the corporation at the meeting thereof at which such contract or transaction was authorized or confirmed. A general notice that a director or officer of the corporation has an interest in any other corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the other corporation, association, firm or entity.

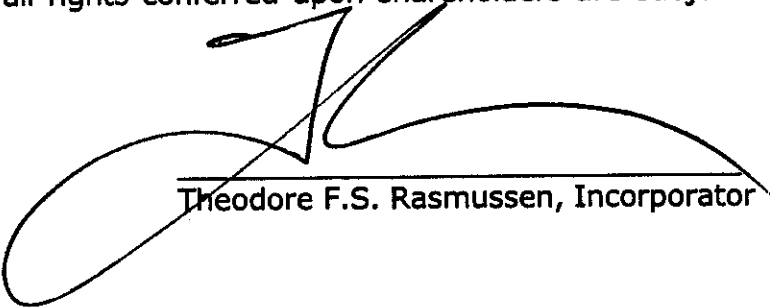
Any contract, transaction or act of the corporation or of the directors or any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of the corporation.

The corporation shall indemnify to the broadest extent permitted by Idaho law and under the procedures set forth therein, but without limitations permitted by statute as to the extent thereof, any and all persons for whom indemnification is permitted by Idaho Law, and such persons shall have the right to claim such indemnification.

ARTICLE X

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

DATED: August 5, 2008.



Theodore F.S. Rasmussen, Incorporator

Washington
STATE OF IDAHO)
)
County of Whitman)

On this 5th day of August, 2008, before me, Gloria L. Rasmussen, a Notary Public in and for said State, personally appeared Theodore F.S. Rasmussen known of identified to me to be the person whose name is subscribed to the within instruction, and acknowledged to me that he executed the same.



Gloria L. Rasmussen

Notary Public for: WA
Residing at: Latah
Commission Exp.: 012710

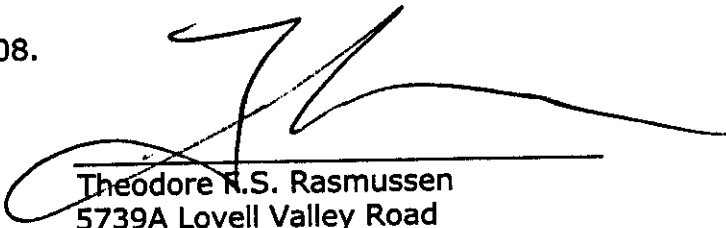
CONSENT TO SERVE AS REGISTERED AGENT

I, Theodore F.S. Rasmussen, hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation:

Driscoll Ridge Farms, Inc.
5739A Lovell Valley Road
Plummer ID 83851

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED: August 5, 2008.



Theodore F.S. Rasmussen
5739A Lovell Valley Road
Plummer ID 83851
(509) 284-2332