



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

TRI-WEST AQUA, 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:

JANUARY 15, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

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TRI-WEST AQUA, INC.

The undersigned, acting as incorporators of Tri-West Aqua, Inc., a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Tri-West Aqua, Inc.

SECOND: The period if its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To engage in and carry on the business of propagating, producing, packaging and marketing trout, other fish and food items for human consumption; owning, leasing, operating, constructing and managing trout farms, and other food production, processing, warehouse, distribution and marketing facilities; owning, leasing, operating, constructing and managing feed production and other facilities ancillary or complimentary to the corporation's business; buying, selling or otherwise dealing in trout and other fish or food items in wholesale and/or retail capacities, both for its own account and as the agent for other persons or entities.

(b) To carry on any other kind of business or business activities that the Board of Directors may from time



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1 to time deem to be advisable or proper in connection with the
2 business.

3 (c) To purchase, lease, own, sell, mortgage,
4 sublease, and otherwise acquire lands, buildings, easements or
5 property, real and personal, which may be requisite for the
6 purposes or are capable of being conveniently used in
7 connection with any of the objects of this corporation, and to
8 enter into, make, perform and carry out contracts of every sort
9 and kind with any person, and to acquire and take over the good
10 will, property, rights, franchises and assets of every kind and
11 the liabilities of any person, firm, association, or
12 corporation, either wholly or in part, and to pay for the same
13 in cash, stocks or bonds of the corporation, or otherwise.

14 (d) To transact any and all lawful business both in
15 and outside the State of Idaho for which corporations may be
16 incorporated under the Idaho Business Corporation Act.

17 FOURTH: The aggregate number of shares which the
18 corporation shall have authority to issue is a single class of
19 common, voting shares of a total number of twenty thousand
(20,000), without par value per share.

20 FIFTH: Provisions denying preemptive rights are:
21 None.

22 SIXTH: Provisions for the regulation of the
23 internal affairs of the corporation are: There shall be no
Board of Directors for the corporation. The shareholders of
the corporation shall serve as the managing or governing body



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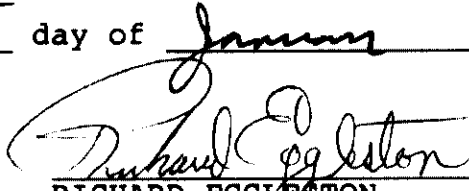
of the corporation and shall be responsible for the regulation of the internal affairs of the corporation.

SEVENTH: The address of the initial registered office of the Corporation is Route 1, Box 1204, Filer, Idaho, 83328, and the name of the initial registered agent at such address is Richard Eggleston.

EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Eggleston	101 4th Avenue South Buhl, Idaho 83316
Cheryl Eggleston	101 4th Avenue South Buhl, Idaho 83316

DATED this 14th day of January, 1991.


RICHARD EGGLESTON


CHERYL EGGLESTON

STATE OF IDAHO)
: ss
County of Twin Falls)

On this 14th day of January, 1991,
before me, the undersigned, a Notary Public in and for the said
County and State, personally appeared RICHARD EGGLESTON, known
to me to be the person whose name is subscribed to the

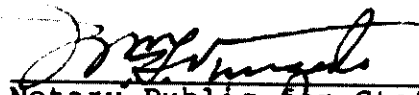
LAW OFFICES

H&L
Chartered

Hepworth,
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& Lezamiz

1
2 foregoing instrument and acknowledged to me that he executed
3 the same.


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

7
8 
9 Notary Public for State of Idaho
Residing at: Buhl ID
My Commission Expires: 1-11-97

10 STATE OF IDAHO)
11 : ss
County of Twin Falls)

12 On this 14th day of January, 1991,
13 before me, the undersigned, a Notary Public in and for the said
14 County and State, personally appeared CHERYL EGGLESTON, known
15 to me to be the person whose name is subscribed to the
16 foregoing instrument and acknowledged to me that she executed
the same.

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

20
21 
22 Notary Public for State of Idaho
Residing at: Buhl ID
My Commission Expires: 1-11-97

23 (WLN\TRIWEST.ART\lmr)