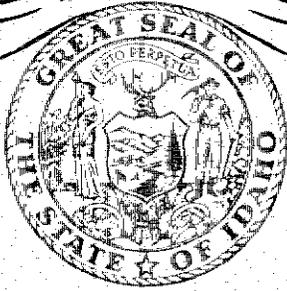


State of Idaho



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

STANDING HAT RANCH, INC.

was filed in the office of the Secretary of State on **January 9th**, 1979

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 **Jerome, Idaho** in the county of **Jerome**

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 **9th**

day of **January**, A.D., 19 **79**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

RECEIVED

1979 JAN 18 AM 8 37

ARTICLES OF INCORPORATION
OF
SECRETARY OF
STATE
STANDING HAT RANCH, INC.

DEC 18 AM 8 37
SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being citizens of the United States of America, and of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

And we hereby certify in writing:

I.

That the name of said corporation shall be STANDING HAT RANCH, INC.

II.

That the purposes for which said corporation is formed are:

1. To buy, sell, own, operate, mortgage, lease, deal in and trade in any and all kinds and types of farm, ranch, urban and suburban lands and real estate.

2. To improve and develop real and personal property through the construction of buildings, construction and operation of irrigation works by diversion from natural streams, by wells and pumping projects or by any other means, or through any other method that seems necessary, desirable, or convenient to the directors of the corporation.

3. To engage in the business of farming and ranching, the reclamation, irrigation, drainage and development of farms, farm lands and ranch lands, and to plant, grow, produce and develop, buy, sell, handle, store, and otherwise acquire and exchange any and all types, varieties and kinds of agricultural products, and by-products, and to engage in the business of grading, sorting, preserving, processing and marketing thereof,

1 either at wholesale or retail; to engage in the business of
2 buying, selling, breeding, raising, fattening, processing and
3 marketing either at wholesale or retail all types of livestock;
4 and to do any and all things in connection with a general farming
5 and livestock business.

6 4. In the purchase or acquisition of property,
7 business rights, or franchises or for any other object in or
8 about its business or affairs, to incur debt and to borrow and
9 secure the payment of money in any lawful manner, including the
10 issue and sale or other disposition of bonds, debentures, notes
11 and other evidences of indebtedness.

12 5. To purchase its own stock for the following
13 purposes: to reorganize its capital structure; to enter such
14 stock on its books as treasury stock; to reissue such stock; to
15 redeem such stock, and to deal and trade in such stock.

16 6. To purchase or acquire stock in other
17 corporations, to enter into and become a partner or joint
18 venturer in any other business.

19 7. To act as surety or guarantor in any and all types
20 of engagements, including the power to execute, endorse and
21 deliver contracts and to guarantee the prompt and faithful
22 performance for payment of debts, notes, agreements, contracts
23 and undertakings of any other person, firm, partnership, or
24 corporation; and including also the power to act as
25 accommodation co-maker or guarantor of obligations either as
26 primary or secondary obligor.

27 8. To carry on any other kind of business or business
28 activities that the Board of Directors may from time to time
29 deem to be advisable or proper in connection with general
30 farming and livestock business.

31 The several subdivisions contained in this statement
32 of purposes shall be construed as both purposes and powers and

1 the enumeration thereof shall not be held to limit or restrict
2 in any manner the general powers conferred on this type of
3 corporation by the laws of the State of Idaho, all of which are
4 hereby expressly claimed.

5 III.

6 The term for which said corporation shall exist is
7 perpetual.

8 IV.

9 That the registered office of said corporation in the
10 State of Idaho shall be located at Jerome, in the County of
11 Jerome, State of Idaho, and that the post office address of the
12 registered office of said corporation in the State of Idaho is
13 Route 2, Jerome, Idaho, 83338. Lloyd H. Miller shall be the
14 registered agent at the address set forth above.

15 V.

16 That the amount of Capital stock of said corporation
17 shall be FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) divided
18 into five hundred thousand (500,000) shares of a par value of
19 ONE DOLLAR (\$1.00) each, and that the total authorized number of
20 shares shall be (500,000).

21 VI.

22 That the amount of capital stock of said corporation
23 which has been actually subscribed is Three (3) shares, and the
24 following are the names and post office addresses of each of the
25 incorporators and the number of shares subscribed by each:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Lloyd H. Miller	Route 2 Jerome, ID 83338	One (1)
Donnie Miller	Route 2 Jerome, ID 83338	One (1)
Bonnie Hamilton	Route 2 Jerome, ID 83338	One (1)

31 The incorporators listed above shall serve as directors until
32 the first annual meeting of the shareholders or until their
successors are elected and qualify.

1 IN WITNESS WHEREOF, We have hereunto set out hands
2 this 13th day of December, 1978.

3
4 Lloyd H. Miller
LLOYD H. MILLER

5
6 Donnie Miller
DONNIE MILLER

7
8 Bonnie Hamilton
BONNIE HAMILTON

9
10
11 STATE OF IDAHO)
12 County of Twin Falls) ss.

13 On this 13th day of December, 1978, before me, the
14 undersigned, a Notary Public in and for said County and State,
15 personally appeared LLOYD H. MILLER, DONNIE MILLER and BONNIE
16 HAMILTON, known to me to be the persons whose names are
17 subscribed to the within instrument and acknowledged to me that
18 they executed the same.

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

22
23 Bonnie Seivers
NOTARY PUBLIC FOR IDAHO
24 Residing at Twin Falls, Idaho