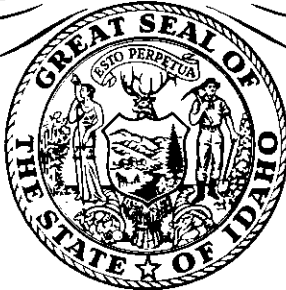


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

SMITH, Inc.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **January**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** of Record of Domestic Corporations, of the State of Idaho, 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

Preston

in the County of

Franklin

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 **24th** day of **January**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

Know all men by these presents: That we, the undersigned, natural persons of full legal age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the state of Idaho, and we do hereby certify:

FIRST: That the name of said corporation shall be

SMITH, Inc.

and the duration of the corporation is perpetual.

SECOND: That the purpose for which said corporation is formed are:

(a) To engage in the general farm and ranch business.

(b) To purchase, or otherwise, acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(c) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interests therein.

(d) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a copartner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in part of the world.

(e) The several clauses contained in this statement of purpose shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

THIRD: That the county in the state of Idaho where the principal office for the transaction of the business of this corporation is to be located is Franklin county, and the city of Preston, County of Franklin, State of Idaho, being the principal place of business.

FOURTH: That this corporation is authorized to issue only one class of shares of stock, the total number of which is one hundred (100) shares without nominal or par value. Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the board of directors thereof.

FIFTH: That the number of directors of said corporation shall be three, who need not be shareholders, and the names and address of the persons who are appointed to act as the first directors and to hold office until the selection and qualification of their successors are as follows:

Name	Shares	Address
N. LeRoy Smith	50	206 N. 1st E. Preston, Idaho
Mary B. Smith	49	206 N. 1st E. Preston, Idaho
LaRella S. Larsen	1	54 W. 1st N. Preston, Idaho

SIXTH: That the number of persons named above shall constitute the number of directors of the corporation until changed by amendment to the by-laws, increasing or decreasing the number of directors as may be desired, in the manner provided by law.

IN WITNESS WHEREOF, the persons named herein as directors have hereunto set their hands this 16th day of January, 1963.

N. LeRoy Smith
Mary B. Smith
LaRella S. Larsen

STATE OF IDAHO

COUNTY OF FRANKLIN--SS

On this 16th day of January, 1963, before Red B. Larsen a notary public in and for the said county, residing therein, duly commissioned and sworn, personally appeared N. LeRoy Smith, Mary B. Smith and LaRella S. Larsen known to me to be the persons whose names are subscribed to the foregoing instrument, and they duly acknowledge to me that they executed the same.

Witness my hand and official seal the day and year in this certificate first above written.

Red B. Larsen
 Notary Public, Preston, Idaho
 My commission expires: 5-12-66