

State of Idaho

Department of State

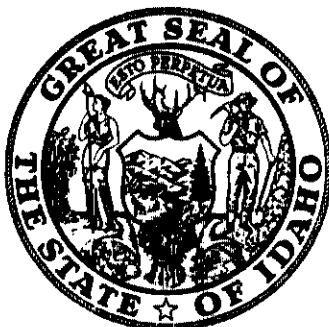
CERTIFICATE OF INCORPORATION OF

LON MONTGOMERY FAMILY CORPORATION

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 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Seitel*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

33 DEC 28 AM 8 37 LON MONTGOMERY FAMILY CORPORATION

The undersigned, acting as incorporator of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Lon Montgomery Family Corporation.

SECOND: The period of its duration is perpetual.

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

A. To provide management, consulting, operations for both wholesale and retail for livestock feeding, landscaping, construction, and food services.

B. To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the corporation's business.

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

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

E. Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business, or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things, and business in any way connected therewith or auxiliary thereto.

F. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

<u>Type</u>	<u>Number</u>	<u>Par</u>	<u>Aggregate</u>
Preferred Voting	30,000	\$30.00	900,000
Common Voting	3,000,000	No Par	--

The powers, preferences, and rights, qualifications, limitations, and restrictions of the classes of stock are as follows:

A. Preferred Stock:

1. Holders of preferred stock shall be entitled to receive preferred cumulative dividends when declared by the Board of Directors of the company, at an annual rate of \$3.00 per share. Said dividends will be due at least on an annual basis and will be in arrears if not paid within 45 days following the due date.

2. No dividend may be declared, set apart, or paid on the common stock or any other stock of the company ranking junior to the preferred stock as to dividends or liquidating distributions while there is any arrearage in payments of dividends on any outstanding preferred stock.

3. Preferred stock shall be nonparticipating as to all earnings of the corporation other than the preferred dividends set out above.

4. On or at any time after January 1, 1997, all preferred stock may be redeemed by the corporation, by a resolution passed by a majority of the Board of Directors, at \$30.00 per share plus the dividends accrued and owing on said stock to the redemption date. Said amount shall be paid in cash upon receipt of the preferred stock properly endorsed by the stockholder to the corporation. At any time after November 15, 1998, the corporation may notify the preferred stockholders, in writing, of its intent to redeem the preferred stock effective January 1, 1999, or any date thereafter as determined by the Board of Directors. Notice of election to redeem must be mailed to the preferred stockholders at least thirty days prior to the effective date of the redemption notice. The preferred dividend will cease to be earned or paid after the effective date of the redemption. No interest will be paid on the sums owed the preferred stockholders unless the preferred stock has been properly endorsed and delivered to the corporation secretary and payment of said sums to the preferred stockholder is delayed by fault of the corporation and not by fault of the preferred stockholder.

5. In the event of dissolution, liquidation, or bankruptcy, either voluntary or involuntary, preferred stockholders will be paid prior to common stockholders on the following basis:

(a) All accrued and unpaid dividends will be paid;

(b) Preferred stock will receive \$3.00 per share.

6. Without the vote or consent of the holders of at least two-thirds of the number of preferred stock then outstanding, the company may not:

(a) Create any stock or debenture which shall have a priority to the preferred stock as to dividends or liquidation.

(b) Amend, alter, or repeal any of the preferences, special rights, or powers of the preferred stock so as to adversely affect such preferences, special rights or powers.

(c) Sell or otherwise dispose of substantially all of its assets.

7. All notices will be sent to the stockholder's address shown on the corporation's records. It is the stockholder's responsibility to keep the corporation informed of the stockholder's correct address.

8. After all preferred stock has been redeemed or converted to common stock and all preferred dividends have been paid, this portion of the Articles of Incorporation (Article Fourth, A, 1 through 9) will lapse.

B. Common Stock:

1. No dividend shall be paid on common stock until such time as all dividends are paid and current on the outstanding preferred stock.

2. There are no other restrictions on the rights of common stock other than any rights which would be inconsistent with the rights specifically granted to the preferred stockholders.

FIFTH: Provisions denying preemptive rights are:

A. In the event additional stock is issued prior to the redemption or conversion of all preferred stock, preemptive rights shall be as follows:

1. Common stockholders shall have the right to purchase 80 percent of said additional stock;

2. Preferred stockholders shall have the right to purchase 20 percent of said additional stock;

3. Such additional stock will be of the type and for the price set by the Board of Directors at the time of sale.

B. After all preferred stock has been redeemed or converted to common stock, there will be no restrictions on preemptive rights.

SIXTH: The address of the initial registered office of the corporation is 1405 Mountain View Drive, Buhl, Idaho 83316, and the name of its initial registered agent at such address is Lon E. Montgomery.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is six. This number may be changed by the Bylaws of the Corporation, and the names and addresses of the person who are to serve as directors until the first annual meeting of shareholders or until their

successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Lon E. Montgomery	1405 Mountain View Drive Buhl, Idaho 83316
Rebecca L. Montgomery	1405 Mountain View Drive Buhl, Idaho 83316
Laytn E. Montgomery	1405 Mountain View Drive Buhl, Idaho 83316
Leland C. Montgomery	1405 Mountain View Drive Buhl, Idaho 83316
Edward E. Montgomery, Sr.	1405 Mountain View Drive Buhl, Idaho 83316
Edward E. Montgomery, Jr.	1405 Mountain View Drive Buhl, Idaho 83316
Kalynn R. Mietzner	1405 Mountain View Drive Buhl, Idaho 83316
Toni R. Scanlon	1405 Mountain View Drive Buhl, Idaho 83316

EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Lon E. Montgomery	1439 Mountain View Drive Buhl, Idaho 83316

DATED This 20 day of December, 1993.

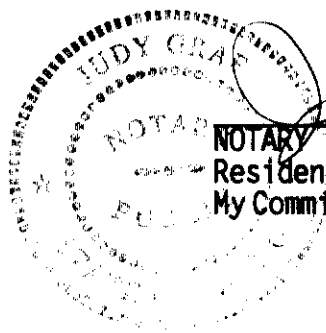


LON E. MONTGOMERY

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 20th day of December, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared LON E. MONTGOMERY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

A circular notary seal for Judy Graf, Notary Public for Idaho. The seal contains the text "JUDY GRAF", "NOTARY PUBLIC FOR IDAHO", and "My Commission Expires: 10-7-96".

Judy Graf
NOTARY PUBLIC FOR IDAHO
Residence: Twin Falls, ID
My Commission Expires: 10-7-96