

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

3 K B FARMS, 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 _____

3 K B FARMS, INC.

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: **February 11, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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STATE

ARTICLES OF INCORPORATION

OF

3 K B FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Idaho Code 30-101 Et. Seq.;

And we hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be 3 K B Farms, Inc. and shall be perpetual.

ARTICLE II

Purposes and Powers

A. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

B. To manufacture, produce, buy, sell, trade and deal in any and all types and kinds of goods, machinery, products, merchandise and personal property of every class and description at wholesale or retail for and on the account of the corporation or as manufacturer, broker, factor, or agent for others.

C. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, associations, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks, or bonds of the corporation or otherwise.

D. To purchase or acquire property, business rights or franchises or for any other object in or about its business 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 or other evidence of indebtedness, and to acquire by purchase, gift, or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for release as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding share to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

E. To acquire farm and ranch properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell and deal in livestock of all kinds. To acquire and maintain shops, stores, stalls, market stands, vehicles and all other conveniences and equipment suitable for the marketing of its products. In general, to conduct in all their several departments and branches, the business of ranchers, farmers, stock raisers, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

F. To act as surety or creditor in any and all types of engagement, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership, or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligator.

G. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations by the laws of the State of Idaho, all of which powers are hereby expressly claimed.

ARTICLE IV

Registered Office

The registered office of said corporation in the State of Idaho shall be located in the County of Gooding, the post office address of the registered office of said corporation in the State of Idaho, County of Jerome, shall be Route 2, Box 2107, Jerome, ID 83338. Billy C. Emerson shall be the registered agent at the address set forth above.

ARTICLE V

Corporate Stock

A. The aggregate number of shares which the corporation shall have authority to issue is 10,000 all of which shall have a par value of \$1.00 per share.

ARTICLE VI

Incorporators

Following are the names and post office addresses of each of the incorporators:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
Billy C. Emerson	Route #2, Box 2107 Jerome, ID 83338
Dorothy Emerson	Route #2, Box 2107 Jerome, ID 83338
Kathleen Frazier	548 Lincoln Twin Falls, ID 83301

ARTICLE VIII

Management

A. The business of the corporation shall be managed by a board of at least three (3) directors, except that if all the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

B. The Incorporators listed in Article VI above shall serve as

directors until the first meeting of shareholders or until their successors are elected and qualify.

ARTICLE VIII

By-Laws

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, We have hereunto set our hands this

7th day of February, 1985.

Billy C. Emerson
Billy C. Emerson

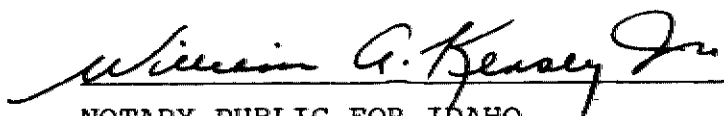
Dorothy Emerson
Dorothy Emerson

Kathleen Frazier
Kathleen Frazier

STATE OF IDAHO)
) ss.
County of Jerome)

On this 7th day of February, 1985, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Billy C. Emerson, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

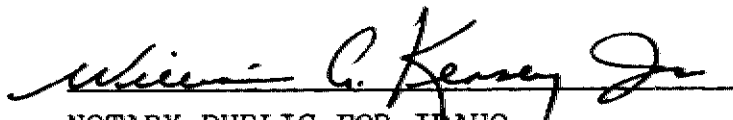
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the same day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at Jerome, Idaho

STATE OF IDAHO)
) ss.
County of Jerome)

On this 7th day of February, 1985, before me, the undersigned, a Notary Public in and for said County and State, Person-ally appeared Dorothy Emerson known to me to be the person whose name is subscribed to the within instrument and acknowledge to me that she executed the same.

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


NOTARY PUBLIC FOR IDAHO
Residing at Jerome, Idaho