



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

DESERT VIEW FARMS, INC.

was filed in the office of the Secretary of State on the **2nd** day of **June** A.D., One Thousand Nine Hundred **seventy-five** and **will be** ~~duly recorded on Form No.~~ microfilm 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 **50 years** from the date hereof, with its registered office in this State located at **Rupert, Idaho** in the County of **Minidoka**

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 **2nd** day of **June**, A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

DESERT VIEW FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States acting as incorporators in the corporation of the statutes of the State of Idaho, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is Desert View Farms, Inc.

ARTICLE II

DURATION

The duration of the corporation is for fifty (50) years.

ARTICLE III

GENERAL PURPOSES

The general purposes of this corporation shall be as follows:

Section 1: The purposes for which said corporation is formed is to engage in agricultural pursuits in the raising of crops and the marketing of the same, raising of livestock, the purchase of real and personal property, and the sale of real and personal property, to carry on general business activities in the leasing and subleasing of real and personal property, together with any and all other activities that may be included in an agricultural business corporation.

Section 2: To borrow money and execute evidence of indebtedness and to do any and all things necessary to establish and promote the carrying on of this agricultural business corporation.

Section 3: To issue promissory notes and all other evidences of indebttness for the stated purposes of the corporation.

Section 4: To do each and everything necessary and suitable for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or the benefit of the corporation.

ARTICLE IV

AUTHORIZED CAPITAL

The authorized capital of this corporation shall be Three Hundred Thousand Dollars (\$300,000.00), divided into Three Hundred Thousand Shares (300,000) of One Dollar (\$1.00) par value stock.

ARTICLE V

RIGHTS OF THE CORPORATION TO ACQUIRE ITS OWN STOCK

The corporation shall have the right to purchase, take, receive or otherwise acquire its own shares. The purchase of said shares, whether direct or indirect, shall be made only to the extent of the unreserved and restricted earned surplus available therefor.

ARTICLE VI

VOTING OF SHARES

Each outstanding share of the common stock of the corporation, shall be entitled to one vote on any matters submitted to vote at a meeting of the shareholders, each shareholder being entitled to vote his or her share in person or by proxy, executed in writing by said shareholder or by his or her authorized attorney in fact. At each election for a director of the corporation, each shareholder entitled to vote at such election shall have the right to vote in person or by proxy the number of shares owned by him or her for each of the directors to be elected.

ARTICLE VII

PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF THE CORPORATION

Section 1: Regular meeting of the shareholders: It shall not be necessary for a meeting of the shareholders to be held regularly. They

shall be held from time to time as required by the officers of the corporation and shall be scheduled and called for by the Board of Directors or upon demand by not less than a majority of the outstanding stock, authorized to vote. Notice of such meeting shall be given by mail or by personal contact not less than ten (10) days prior to each meeting, to each shareholder of record on the day of notice. The annual meeting of this corporation shall be held on the second Monday of February of each year.

Section 2: Quorum of Stockholders: A majority of the shares of the common stock entitled to vote, represented in person or by proxy shall constitute a quorum at all meetings of the corporation.

Section 3: Meeting of the Board of Directors: Meetings of the Board of Directors of the corporation, whether regular or special, may be held either within or without the State of Idaho as may be determined by the Board of Directors or by at least two-thirds (2/3) of the Board of Directors of the corporation. Notice of such meeting shall be given as prescribed by the Board of Directors.

Section 4: Quorum of Board of Directors: A majority of the Directors holding office at a given time shall constitute a quorum for the transaction of business.

Section 5: By-Laws of the Corporation: The Board of Directors shall have the power to adopt By-Laws for the corporation, to amend the same from time to time at regular or special meetings of the Board of Directors. The amendment of By-Laws shall require two-thirds (2/3) of the majority of the Directors present in order to be adopted.

Section 6: Books and Records of the Corporation: The corporation shall keep such books and records which are reasonably necessary to the conduct of its affairs at Route 3, Rupert, Idaho, or at such other places as the Board of Directors may direct.

Section 7: Working Capital and Business Management: The Board of Directors shall have the power to affix and vary the amount to be reserved as working capital and to otherwise govern the affairs, financing, management of the corporation as the Board, in its discretion deems proper, including the appointment of persons to serve at the pleasure of the Board of Directors as secretary and treasurer and in the creation and appointment of such committees as the Board may deem necessary and proper.

Section 8: Compensation of Directors: The Board of Directors may make provisions for reasonable compensation of its members for their services as Directors and establish the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive the compensation for such other services.

Section 9: Amendment to the Articles of Incorporation: The Articles of Incorporation may be amended by the shareholders who have the right to vote at any regular or special meeting of the shareholders, providing that a quorum is present and a two-third's (2/3) majority of the shares voting is required to adopt any such amendment and providing that notice of the proposed change shall be given not less than five (5) days prior to such meeting.

ARTICLE VIII

OFFICERS AND DIRECTORS

Section 1: Members of the initial Board of Directors: The initial Board of Directors of the corporation shall consist of five (5) members and their respective names and addresses are:

Wendell K. Young, Route #3, Rupert, Idaho 83350

Merle Young, Route #3, Rupert, Idaho 83350

Steven D. Young, Route #3, Rupert, Idaho 83350

which Directors shall hold office until the first annual meeting of the

shareholders of the corporation or until their successors shall have been elected and qualified.

Section 2: Number of Directors: The number of Directors of the corporation shall be fixed by the Board of Directors, but in no case be less than three (3) nor more than five (5).

Section 3: Officers: The officers of the corporation shall be elected by the Board of Directors but may or may not serve as Directors. The officers shall include a President, Vice-President, Secretary and Treasurer.

Section 4: Names and address of officers: Until their successors are elected and qualified, the officers of the corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Wendell K. Young	Route #3, Rupert, Idaho	Pres.
Merle Young	Route #3, Rupert, Idaho	Sec.
Steven D. Young	Route #3, Rupert, Idaho	Vice-Pres.

ARTICLE IX

INCORPORATORS

The names and addresses of each of the incorporators are:

Wendell K. Young, Route #3, Rupert, Idaho 83350

Merle Young, Route #3, Rupert, Idaho 83350

Steven D. Young, Route #3, Rupert, Idaho 83350

ARTICLE X

FISCAL PERIOD

The Board of Directors shall have the power to fix the fiscal period of the corporation.

ARTICLE XI

LIABILITY OF STOCKHOLDERS

The property of this corporation shall be liable for the debts of the corporation but the individual property of any holder of fully paid stock of the corporation shall not be liable for the corporate obligations, nor such assessments be levied on such stock for any purposes whatsoever.

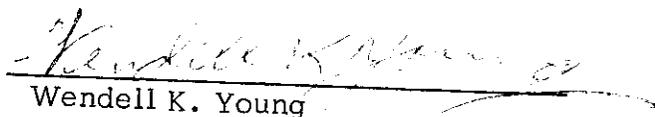
ARTICLE XII

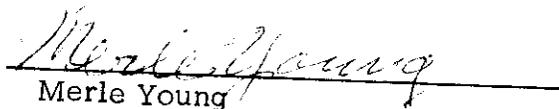
SHAREHOLDERS INTEREST

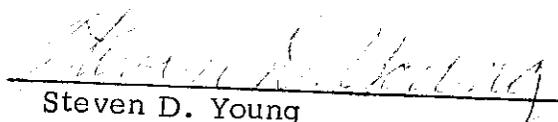
The number of shares held by each of the proposed shareholders is as follows:

Wendell K. Young :	100,003
Merle Young:	100,003
Steven D. Young:	2

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 30 day of May, , 1975.


Wendell K. Young

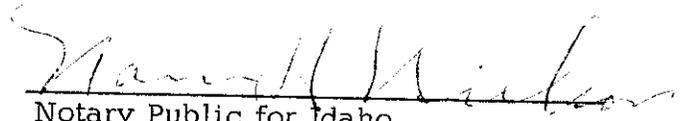

Merle Young


Steven D. Young

STATE OF IDAHO)
) ss.
County of Cassia)

On this 30 day of May, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared, WENDELL K. YOUNG, MERLE YOUNG and STEVEN D. YOUNG, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.



Notary Public for Idaho
Residing: Burley, Idaho
My Commission Expires: 5/12/78