

**ARTICLES OF INCORPORATION**

**OF**

**ABNER FARMS, INC.**

**FILED**

**JAN 22 1 22 PM '98**

**SECRETARY OF STATE  
STATE OF IDAHO**

The undersigned, acting as incorporators of Abner Farms, Inc. a corporation (hereinafter referred to as the *Corporation*) organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (hereinafter the *Act*), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME**

The name of the Corporation is **ABNER FARMS, INC.**

**ARTICLE II. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III. PURPOSES**

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

**ARTICLE IV. AUTHORIZED SHARES**

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares of common stock. The par value of each share is \$20.00.

**ARTICLE V. PREEMPTIVE RIGHTS**

The shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

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## **ARTICLE VI. REDEMPTION**

The Corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor.

## **ARTICLE VII. DISTRIBUTION FROM CAPITAL SURPLUS**

When and as determined by the Board of Directors, the Corporation may from time to time distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

## **ARTICLE VIII. CUMULATIVE VOTING**

A shareholder entitled to vote at each election for directors shall have the power to cumulate votes for the election of directors.

## **ARTICLE IX. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is, 1101 W. River St. Suite 110 Boise, Idaho 83702 and the name of its initial registered agent at such address is Rodney T. Buttars, Attorney At Law.

## **ARTICLE X. BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders and until successors shall have been elected and qualified are:

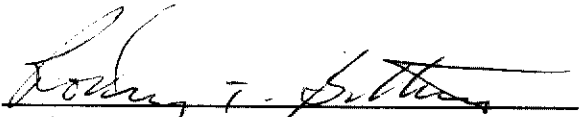
<b>Name</b>	<b>Address</b>
Brian Markle	5503 N. Hickory Tree Boise, Idaho 83713
Kim Howell-Blaser	4598 Quail Ridge Boise, Idaho 83703

## ARTICLE XI. INCORPORATOR

The names and addresses of the incorporators of the Corporation are:

Rodney T. Buttars    1101 W. river St. Suite 110  
Boise, Idaho 83702

DATED this 22<sup>nd</sup> day of January, 1998.

  
Rodney T. Buttars