

FILED EFFECTIVE

2003 AUG 15 PM 2:00

CLERK OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**PEARSON FARMS AND LIVESTOCK, INC.**

The undersigned, acting as incorporators of PEARSON FARMS AND LIVESTOCK, INC., a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is PEARSON FARMS AND LIVESTOCK, INC.

**SECOND:** The period of its duration is perpetual.

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

(A) To operate a business for profit focusing on the farming, ranching and related agriculture areas.

(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 business.

(C) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements of 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,

IDAHO SECRETARY OF STATE  
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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) 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>
Common	10,000	0	0

**FIFTH:** Provisions denying preemptive rights are: NONE.

**SIXTH:** Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws.

**SEVENTH:** The address of the initial registered office of the corporation is 250 South Second Avenue, Hagerman, Idaho 83332. The name of the initial registered agent at such address is JAYLYN RUDD.

**EIGHTH:** The number of the directors constituting the initial board of directors of the corporation is three. This number may be changed by the Bylaws of the corporation, and the names and addresses of the persons who are to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
SHELDON PEARSON	P.O. Box 84, Wendell, ID 83355 Wendell, ID 83355
SHERIDON PEARSON	P.O. Box 84, Wendell, ID 83355 Wendell, ID 83355



JAYLYN RUDD

250 S. 2nd Avenue  
Hagerman, ID 83332

**NINTH:** The name and address of each incorporator is:

NAME

ADDRESS

SHELDON PEARSON

P.O. Box 84  
Wendell, ID 83355

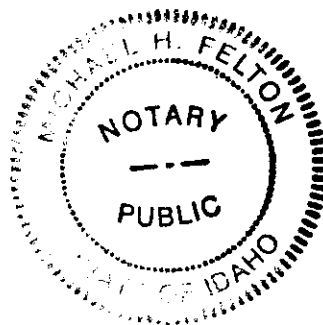
**TENTH:** The name and address to which correspondence should be addressed is: JAYLYN RUDD, 250 S. 2nd Avenue, Hagerman, ID 83332.

DATED This 21st day of July, 2003.

  
SHELDON PEARSON

STATE OF IDAHO     )  
                              : ss  
County of Twin Falls    )

I, Michael H. Felton, a notary public, do hereby certify that on this 21 day of July, 2003, personally appeared before me SHELDON PEARSON, who, being by me first duly sworn, declared that he is the incorporator of PEARSON FARMS AND LIVESTOCK, INC., that he signed the foregoing instrument as incorporator of the corporation, and that the statements therein contained are true.



  
Notary Public for State of Idaho  
Residing at Buhl, Idaho  
My Commission Expires: 07/21/2005