

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WANDER DOTSON FARMS, INC.

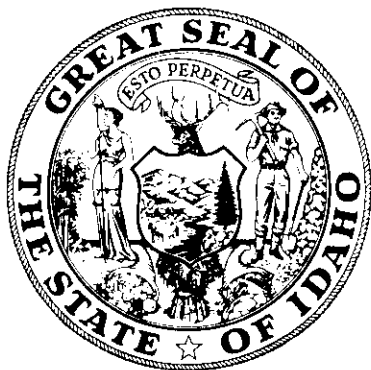
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WANDER DOTSON 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: *November 18, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

WANDER DOTSON FARMS, INC. ¹⁰⁰¹ 11/1/00

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of Idaho Business Corporation Act, adopts the following articles of Incorporation:

ARTICLE I.-NAME

The name of the corporation is Wander Dotson Farms, Inc..

ARTICLE II.-PURPOSES

The purposes of the corporation are to engage in any or all lawful business for which corporations may be organized under Idaho Business Corporation Act.

ARTICLE III.-DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV.-REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is one and one-half (1½) miles Northwest of the New Plymouth City Limits on Adams Road, City of New Plymouth, County of Payette, State of Idaho 83655. Name of the corporation's initial registered agent at such address is WILLIAM W. WANDER.

ARTICLE V.-STOCK

This corporation is authorized to issue two classes of shares of stock to be designated as Class A, preferred and Class B, common, respectively; the total number of shares that may be issued by this corporation is twenty thousand (20,000) shares without nominal or par value, ten thousand (10,000) shares to be Class A preferred shares and ten thousand (10,000)

shares to be Class B, common shares. All or any part of the shares of the Class A Preferred and the Class B Common capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

(a) The holders of the Class A preferred stock shall be entitled to receive from the surplus or net profits arising from the business of the corporation a fixed yearly dividend of \$.40 per share, payable quarterly on the 20th day of February, May, August and November in each year, before any dividends shall be set apart or paid on the common stock. Should the surplus or net profits arising from the business of the corporation prior to any dividend day be insufficient to pay the dividends on the preferred stock, such dividends shall be payable from future profits, and no dividends shall, at any time, be paid on the common stock, until the full amount of \$.40 per share, per year up to that time on all of the preferred stock shall have been paid or set apart.

(b) In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the preferred stock shall be entitled to be paid \$100.00 per share and the unpaid dividends accrued thereon

before any amounts shall be paid to holders of common stock; and, after the payment to the holder of the preferred stock at the rate of \$100.00 per share and the unpaid accrued dividends thereon, the remaining assets and funds are to be divided and paid to the holders of the Class B common stock pro rata according to their respective shares.

(c) On or after January 1, 1983, the corporation shall have the right from time to time to purchase, redeem, retire, and cancel any or all of the outstanding Class A preferred stock of the corporation, on any dividend date or upon ninety (90) days written notice to the holder or holders of the preferred stock to be purchased, redeemed, retired, or cancelled, in such manner and amounts as the Board of Directors upon unanimous vote, may determine, by paying to the respective holders of the stock so retired, or by depositing to their order in the office of the corporation, a sum equal to \$100.00 per share of the stock so retired and cancelled, together with all unpaid accumulated dividends thereon, if any. In case of such deposit written notice shall forthwith be given to the respective holders of the stock so retired or cancelled, by mailing such notice to such holders at their last known address as shown by the corporate records.

The holders of Class A preferred shares of stock shall have the exclusive voting power except as may be provided to holders of Class B common stock pursuant to this section of these Articles of Incorporation:

(1) With the respect to the election of directors, the holders of Class B common shares voting as a separate class shall be entitled to elect forty percent (40%) of the

authorized number of members of the Board of Directors and, and if such forty percent (40%) is not a whole number, then the holders of Class B common shares shall be entitled to elect the nearest lower whole number of directors that is less than forty percent (40%) of such membership. Holders of Class A preferred shares voting as a separate class, subject to the voting rights that may be granted to the holders of the Class B common stock above shall be entitled to elect the remaining directors.

(2) Notwithstanding, anything in preceding in this section to the contrary, the holders of Class B common shares shall have the exclusive voting power on all matters, at any time when no Class A preferred shares are issued or outstanding.

ARTICLE VI.-PRE-EMPTIVE RIGHTS

When the Board of Directors so determine, the further issuance beyond that initially made in the first month of the corporation's existence of the Class A preferred stock, and any further increase of same, or any portion thereof, shall be first offered on a pro rata basis to the Class A preferred stockholders who may desire to subscribe for such stock; and the further issuance of Class B common stock herein provided shall be offered pro rata to the Class B common stockholders in such relation to their then present holdings.

ARTICLE VII.-DIRECTORS

The number of directors constituting the initial Board of Directors is five and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are :

- 1) William W. Wander
P.O. Box 337
New Plymouth, ID 83655
- 2) Dorothy Wander
P.O. Box 337
New Plymouth, ID 83655
- 3) Sharon Elizabeth McClung
P.O. Box 591
New Plymouth, ID 83655
- 4) Marilyn Louise Fogelgren
Route 1, Box 59
Gordonsville, Virginia
- 5) William Thomas Wander
1114 Grover Lane
Norman, Oklahoma

ARTICLE VIII.-INCORPORATOR

The name and address of the incorporator is William W. Wander, P.O. Box 387, New Plymouth, ID 83655.

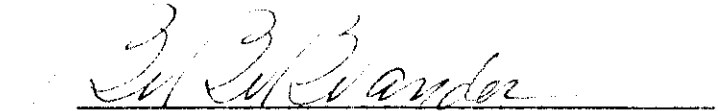
ARTICLE IX.-PRE-REQUISITE TO TRANSFER OF STOCK

In the case the stockholder of any class of stock desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders of that class, it being the intention to give them a primary preference in the purchase of such shares of stock; If the remaining stockholders of that class of stock be unwilling or unable to purchase such shares, the stockholder desiring to sell his shares of stock must then offer them for sale to the remaining stockholders of the other class of stock, it being the intention to give them a secondary preference in the purchase of such shares. Any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the

corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ninety (90) days thereafter, they shall be deemed to have waived their privilege of purchasing. Thereafter, shares of stock in this corporation may be transferred or sold only after the sale or transfer shall have been reported to the Board of Directors, and approved by them.


EXECUTED in duplicate on the 9 day of November, 1982.


W.W. WANDER

STATE OF IDAHO)
) ss.
County of Payette)

On this 9 day of November, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared W.W. WANDER, 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 day and year in this certificate first above written.


Notary Public for said State
Residing at: New Plymouth