

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BASIN CATTLE FEEDERS, 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 the above named corporation, 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 4, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

McRichards

Corporation Clerk

**ARTICLES OF INCORPORATION
OF
BASIN CATTLE FEEDERS, INC.**

RECEIVED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

THAT, WE, the undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the objective of forming a corporation under and pursuant to the provisions of the GENERAL CORPORATION LAWS of the State of Idaho, and acts amending and supplementing said laws, and do hereby certify as follows:

ARTICLE I

The name of this corporation is "BASIN CATTLE FEEDERS, INC."

ARTICLE II

The purposes for which this corporation is formed are:

(A) To plant, grow, harvest, sell, purchase, and deal in or with farm crops or products of all kinds, and all phases of growing, feeding, sales and processing of livestock and to generally engage in farming and livestock activities in the broadest form.

(B) To manage, supervise and operate any business, both real and personal, owned, leased, acquired or held by this corporation for any purpose; to own, acquire, build, construct and rebuild any buildings or property for rental or business purposes, to operate, handle and conduct the same as and for said rental or business purpose.

(C) To sell, hold, use, lease and deal in franchises, easements, licenses, privileges and rights of way; to purchase, own, hold or hypothecate any patent right, privilege, trademark or secret process.

(D) To apply for, prosecute, obtain and/or transfer any and all licenses, franchises or permits issued by the State of Idaho or any other institution for the purpose of carrying on any of the corporate purposes.

(E) To borrow money in the purchase or acquisition of property, business, rights or franchises or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(F) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof, and without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments or evidence of indebtedness, whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

(G) To endorse, guarantee and secure the payment and satisfaction of the bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness and shares of capital stock of other corporations, and also to guarantee the payment or satisfaction of the dividends on shares of the capital stock of other corporations, as far as and to the extent that the same may be permissible by the laws relating to domestic corporations of the State of Idaho.

(H) To purchase, sell, acquire or otherwise become interested in any stock, bonds, mortgages, debentures, notes, commercial paper, subscription warrants, voting trust certificates and other securities, choses in action, evidences of indebtedness or other obligations of any nature, whether of domestic or foreign corporations, associations, firms, syndicates or individuals, by purchase, investment, underwriting, by original subscription, participation in syndicates with others or otherwise, and irrespective of whether or not such securities are fully paid or subject to further payment, either with a view to investment or for resale or for any other legal and lawful purpose.

(I) To organize or cause to be organized under the laws of the State of Idaho, or any other state, district, territory, province, government or foreign country, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(J) To do each and all things herein set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho, or in any other state, country or place.

(K) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the laws of the State of Idaho upon business corporations, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

(L) In general, to carry on any other lawful business whatsoever in connection with the foregoing purposes.

(M) To purchase or redeem shares of the corporation from all legal sources including unreserved and unrestricted earned or capital surplus.

ARTICLE III

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation in the State of Idaho, shall be Rt. 2, Rodeo Lane, Wilder, ID 83676. The registered agent is Laura Mikelson.

ARTICLE V

There shall be only one class of stock and it shall be designated as common stock. The shares of stock shall not be issued until payment in full has been received, and such stock shall be non-assessable stock, and the shareholders shall not be liable for the debts, obligations and liabilities of the corporation. Each share of stock shall have voting rights as now or hereafter granted by the laws of the State of Idaho relating to corporations.

The amount of the total authorized capital stock of this corporation is 5000 shares with a par value of \$100.00 each, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon. The above shares shall be issued in accordance with Section 1244 of the Internal Revenue Code of 1986. A restriction on the transfer and registration of transfer of the shares of this corporation do exist as set forth in the By-Laws or by agreements between the shareholders of the corporation. Directors shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for those limitations as set forth in Idaho Code §30-1-54(2)(a)(b)(c)(d). The corporation may qualify as a Subchapter S Corporation under the Internal Revenue Code in the event such election is deemed to be in the best interest of the corporation by its shareholders and directors.

ARTICLE VI

The names and post office addresses of each of the incorporators of this corporation are as follows:

NAME	ADDRESS
PAUL MIKELSON	c/o Eklund Drillers P. O. Box 246 Lincoln, Montana 59639
SHAWN MIKELSON	P. O. Box 741 Lincoln, Montana 59639

BRIAN MIKELSON

1978 Pearce St.
Winnemucca, Nevada 89445

The initial Board of Directors of the corporation to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
PAUL MIKELSON	c/o Eklund Drillers P. O. Box 246 Lincoln, Montana 59639
SHAWN MIKELSON	P. O. Box 741 Lincoln, Montana 59639
BRIAN MIKELSON	1978 Pearce Street Winnemucca, Nevada 89445

Provisions denying pre-emptive rights are those listed under Idaho Code §30-1-26.

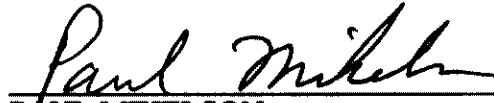
ARTICLE VII

The corporation shall be managed by a Board of Directors which shall be governed by the By-Laws of the corporation. The Board of Directors shall be at least three, and such additional number of Directors as may be determined from time to time by the By-Laws of the corporation. The Board of Directors of the corporation is hereby vested with the power to adopt, repeal and amend by the By-Laws of the corporation by a majority vote of the Directors. Meetings of Directors and Shareholders of the corporation shall be in accordance with the provisions of the By-Laws of the corporation.

ARTICLE VIII

Amendment of these Articles shall be accomplished only as now or hereafter prescribed by law relating to amendment of Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation, this 30 day of September, 1991.



PAUL MIKELSON


SHAWN MIKELSON


BRIAN MIKELSON

STATE OF MONTANA)
) SS:
COUNTY OF Lewis & Clark)

On this 30 day of Sept., 1991, before me, the undersigned a Notary Public in and for said State, personally appeared PAUL MIKELSON, known or identified to me to be the person, whose name is subscribed to the foregoing 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.

Carol Templeton
Notary Public for Montana
Residing at Lincoln, Montana
Commission Expires: June 9, 1993

STATE OF MONTANA)
) SS:
COUNTY OF Lewis & Clark)

On this 30 day of Sept., 1991, before me, the undersigned a Notary Public in and for said State, personally appeared SHAWN MIKELSON, known or identified to me to be the person, whose name is subscribed to the foregoing 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.

Carol Templeton
Notary Public for Montana
Residing at Lincoln, Montana
Commission Expires: June 9, 1993

Idaho
STATE OF NEVADA)
) SS:
COUNTY OF Canyon)

On this 9 day of Sept., 1991, before me, the undersigned a Notary Public in and for said State, personally appeared BRIAN MIKELSON, known or identified to me to be the person, whose name is subscribed to the foregoing 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.

William Lopez
Notary Public for Nevada Idaho
Residing at Nampa Idaho
Commission Expires: 1-26-94