



Department of State

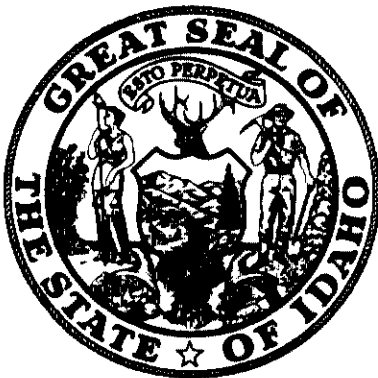
**CERTIFICATE OF INCORPORATION
OF**

HENRY FARMING, 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: December 18, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Mauney*

ARTICLES OF INCORPORATION

OF

HENRY FARMING, INC.

RECORDED
SERIAL 1000

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KNOW ALL MEN BY THESE PRESENTS, that the undersigned,
MICHAEL D. HENRY and HELEN R. HENRY, being two (2) natural
persons of full age, who are citizens of the United States,
have this day voluntarily associated themselves for purposes
of forming a private domestic corporation under the laws of
the State of Idaho and to that end do hereby adopt Articles
of Incorporation, as follows:

FIRST: Corporate Name: The name of this corporation
shall be HENRY FARMING, INC.

SECOND: Corporate Existence: The existence and duration
of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The
location of the registered office of this corporation shall
be 505 South College, Grangeville, Idaho 83530, with the
mailing address of such corporation being the same, that is
505 South College, Grangeville, Idaho 83530. The registered
agent to accept service of process at that address shall be
Michael D. Henry and his mailing address and street address
shall be the same as set forth in this paragraph.

FOURTH: Corporate Purposes: The nature of the business
and object and purposes of this business to be transacted,
promoted and carried on are the doing of any or all of the
following acts mentioned as full and to the same extent as
natural persons might or could do in any part of the world . . .

1) To engage in the business of farming, producing,
merchandising and growing. All kinds of farm seed, vegetable,
hay or other products of the soil, and engage in the cultivating,
growing, harvesting and selling, shipping, buying and selling
at wholesale or retail, all kinds of farm products of every

kind and description whatsoever, including grain crops and anything associated therewith, seed crops, clover, hay or anything incidental thereto and to carry on any and all other business incidental thereto or connected therewith and to produce commissions and to participate in government programs of all kinds related to general agriculture of grain crops or other crops generally grown in the Central Idaho area of the State of Idaho. To engage in the business of buying, selling, dealing in, operating or otherwise employing machinery apparatus, utensils, tools and supplies for the thrashing and preparing of the soil for the production of cereal grains or other grains, including hay, clover or similar crops of all kinds for seed purposes. To engage in the business of storing, transporting, marketing, distributing or otherwise dealing in such commodities above described or anything similarly associated therewith, and to purchase, acquire, sell, transfer shares in those commodities and to act as a broker, agent, or representative of growers, millers, or handlers of cereal grains or other agricultural products of every kind and description as are generally grown and handled in the Camas Prairie area of Idaho County, Idaho.

2) To engage in the general livestock and ranching business, both on its own account and as agent, to feed, range, graze, herd, manage, control, brand, care for, purchase, market, sell, and resell livestock of every kind and character, either as agent for other person or corporations; to buy, lease, cultivate, manage, operate and sell ranch properties and the products therefrom on its own account as an agent for other corporations.

3) To generally engage in the business of selling, buying, distributing, leasing, servicing, repairing, and/or otherwise dealing in agricultural implements, vehicles, materials, machinery and equipment, and in implements, vehicles, materials, machinery and equipment of Allied Lines.

4) To do anything incidental or necessary and prudent

in the carrying out of the purposes set forth in the preceding paragraphs which may be deemed reasonable and necessary by the Board of Directors.

5) To have and exercise all powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which this corporation is organized, and to do any and all things necessary and mandatory thereof and supplemental thereto.

6) To invest the assets of the corporation in property of every kind and character, whether real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, choses in action, security, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof.

7) To lease equipment from any other corporation to carry out the purposes of this corporation, and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the right, powers or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of Idaho of the United States of America, or any other state or district in which this corporation may carry on business shall not invalidate any other purpose, power, or object not otherwise prohibited by reason of contiguity or apparent association therewith.

8) To acquire, and to make payment therefore in cash for the stocks or bonds of the corporation, or by undertaking or assuming any obligations and liabilities of the transferor, or in any manner dispose of the whole or any part of the property

so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management thereof.

FIFTH: Directors Powers: In furtherance, and not only limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

1) To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed, mortgages and liens upon the real property and personal property of this corporation.

2) Pursuant to the affirmative vote of 75% of the issued and outstanding stock, having voting power or when authority by the written consent of at least 100% of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

SIXTH: Corporate Stock: The capital stock of this corporation shall be \$25,000 and shall be divided into 250 shares of stock at the par value of \$100 per share. No distinction shall exist between the shares of this corporation, and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion for the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for incash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time

the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators & Directors: The name and address of each of the incorporators, and a statement of the total number of shares subscribed for by each is as follows, and the directors are the same persons:

Michael D. Henry 505 South College Grangeville, ID 83530	20 shares	\$2,000
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Helen R. Henry 505 South College Grangeville, ID 83530	20 shares	\$2,000
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TENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all the rights conferred upon the stockholders herein are granted, subject to this resolution.

ELEVENTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

WE, the undersigned, being each one of the original subscribed to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinabove set opposite our names and accordingly have hereunto set out hands and seals this 24th day of November, 1987.


MICHAEL D. HENRY

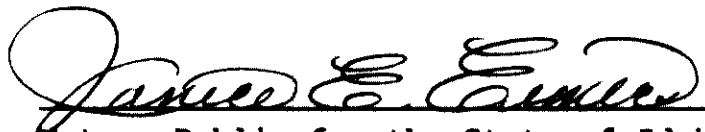

HELEN R. HENRY

STATE OF IDAHO)
 ss
County of Idaho)

On this 24th day of November, 1987, before me, a Notary Public in and for said County and State, personally appeared MICHAEL D. HENRY and HELEN R. HENRY, husband and wife, known to me to be the persons whose names are subscribed to the within instrument and they acknowledged to me that they freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(NOTARY SEAL)



Notary Public for the State of Idaho,
Residing at Grangeville, therein.

My commission expires 7-1-92.