

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

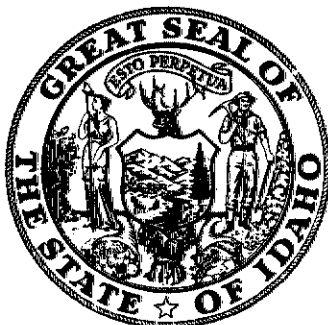
NORLAND FARMS, INC.

File number C 107953

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: October 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION

OF

Norland Farms, Inc.

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "Norland Farms, Inc.".

ARTICLE II

The Corporation's purposes are to conduct whatever business or to perform whatever actions are allowed by the State of Idaho for profit corporations.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be Rt. 3, Box 104, Rupert, Idaho. That Norman L. Bagnall shall

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be the registered agent, whose address is Rt. 3, Box 104, Rupert, Idaho.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 1000 shares. Said shares shall have no par value.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Norman L. Bagnall	<u>__Rt. 3, Box 104, Rupert, Idaho 83350</u>	<u>200</u>
N. Bruce Bagnall	<u>__ Rt. 3, Box 94, Rupert, Idaho 83350</u>	<u>200</u>
Dennis E. Smith	<u>__Rt. 5, Box 157, Rupert, Idaho 83350</u>	<u>200</u>

ARTICLE VII

(A) The Board of Directors shall consist of three (3) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five (5) nor less than two (2).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

Norman L. Bagnall
Rt. 3, Box 104
Rupert, Idaho 83350

N. Bruce Bagnall
Rt. 3, Box 94
Rupert, Idaho 83350

Dennis E. Smith
Rt. 5, Box 157
Rupert, Idaho 83350

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 6th
day of October, 1994.

Norman L. Bagnall

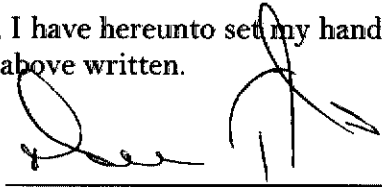
M. Bruce Bagnall

Richard J. Smith

STATE OF IDAHO)
)
 : ss.
County of Minidoka)

On this 6th day of October, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared **Norman L. Bagnall, N. Bruce Bagnall and Dennis E. Smith**, known to me to be the incorporators of Norland Farms, Inc., who executed the foregoing instrument.

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 State of Idaho

Residing at Rupert, therein.

Commission Expires: 10 Dec 98