

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

T & L, 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: **March 15, 1989**



Pete T. Cenarrusa
SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

T & L, INC.

The undersigned, President and Secretary of Rogers Rim-Rock Ranch, Inc., acting as incorporators under the laws of the State of Idaho, adopt the following articles of incorporation:

1. Name: The name of this corporation is T & L, Inc.
2. Duration: The duration of this corporation is perpetual.
3. Purpose: The purposes for which this corporation is organized are:
 - a. To engage in the business of agriculture and of livestock production; to engage in activities which are necessary, suitable, or convenient therewith, and to conduct business in any country to the extent allowed by law.
 - b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
 - c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers.

4. Office: The location and post office address of the initial registered office of this corporation in this State is Route #5, Rupert, Minidoka County, Idaho. LoRetta Garro registered agent, Route #5, Rupert, ID 83350.

5. Stock: The total authorized number of no par value shares of this corporation shall be 1000 shares.

6. Incorporators: The name and post office address of the incorporator, and a statement of the number of shares subscribed, is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Rogers Rim Rock Ranch, Inc.	Route 5, Box 197 Rupert, ID 83350	One

The corporation will not have a board of directors.

7. Amendment: These articles of incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each proposed amendment.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation execute these articles of incorporation and certify to the truth of the facts herein stated on this 9th day of March, 1989.

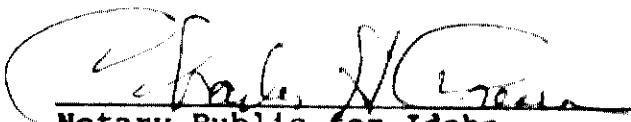
Fred C. Rogers
Fred C. Rogers, President

Donna K. Johnson
Donna Johnson, Secretary

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

On this 8th day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared FRED C. ROGERS and DONNA JOHNSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.



(SEAL)

Notary Public for Idaho
Residing at Rupert, Idaho
My Commission Expires: July 16, 1991