

FILED

ARTICLES OF INCORPORATION

97 DEC 11 AM 9:18

OF

**SECRETARY OF STATE
STATE OF IDAHO**

THOMPSON FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is Thompson Farms, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are: For farming, ranching and agricultural purposes as well as other things incidental thereto necessary to conduct business together with the transaction of all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Section 30-1-3.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares of \$1.00 par value common stock.

IDAHO SECRETARY OF STATE

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FIFTH

Shareholders shall have full pre-emptive rights.

SIXTH

Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, including provisions for restriction on transfer of shares, as provided in Idaho Business Corporations Act, Section 30-1-23A.

SEVENTH

The address of the initial registered office of the corporation is 493 South 1200 West, Pingree, Idaho, 83262, and the name of its initial registered agent is Daryl K. Thompson.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation is 6, and the name and address of such to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

NAME

ADDRESS

Chris S. Thompson
Ron S. Thompson
Paul D. Thompson
Kurt S. Thompson
Daryl K. Thompson
John L. Thompson

561 West 75 South, Blackfoot, ID
404 South 900 West, Blackfoot, ID
749 West Hwy. 39, Blackfoot, ID
210 South 585 West, Blackfoot, ID
575 South 1200 West, Pingree, ID
814 W. Tabor Rd., Blackfoot, ID

NINTH

The name and address of each incorporator is:

NAME

ADDRESS

Daryl K. Thompson

575 South 1200 West, Pingree, ID


DATED this 8 day of December, 1997.


DARYL K. THOMPSON

STATE OF IDAHO)
) ss.
County of Bingham)

One this 8 day of December, 1997, before me, the undersigned, a notary public in and for said state, personally appeared DARYL K. THOMPSON 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 State of Idaho
Residing at Blackfoot

My cmn exprs: 12-1-2000