



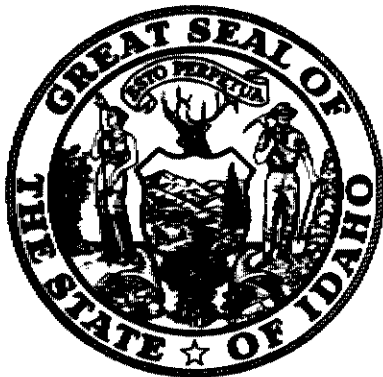
**CERTIFICATE OF INCORPORATION
OF**

WARM CREEK RANCH, 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 6, 1987





SECRETARY OF STATE

by: 

ARTICLES OF INCORPORATION

OF

WARM CREEK RANCH, INC.

RECEIVED
SEC. OF STATE

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is WARM CREEK RANCH, INC.

2. DURATION: The period of it's duration is perpetual.

3. PROFIT: This is a profit corporation.

4. PURPOSES: The purpose or purposes for which the corporation is organized is to acquire, own, and operate a farming and agricultural business, and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

5. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) shares of no par value common stock.

6. PRE-EMPTIVE RIGHTS: Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

7. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By-Laws, including restrictions on the transfer of shares.

8. REGISTERED AGENT AND OFFICE: The initial registered agent is:

WILLIAM D. OLSON

and the initial registered office is:

Center Plaza, 201 E. Center
Pocatello, Idaho 83201

9. BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors of the corporation is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Louis F. Racine, Jr.
Center Plaza, 201 E. Center
Pocatello, Idaho 83201

William D. Olson
Center Plaza, 201 E. Center
Pocatello, Idaho 83201

Pat Woodworth
American Falls, Idaho 83211

Charles Woodworth
American Falls, Idaho 83211

10. INCORPORATORS: The names and addresses of each incorporator is:

STATE OF IDAHO

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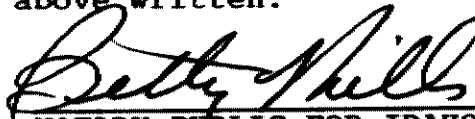
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County of Bannock

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On this 3rd day of November, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM D. OLSON, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

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



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello

(SEAL)

STATE OF IDAHO

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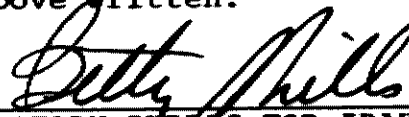
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County of Bannock

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On this 3rd day of November, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared PAT WOODWORTH, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

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



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello.

(SEAL)

STATE OF IDAHO

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County of Bannock

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On this 3rd day of November 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared CHARLES WOODWORTH, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

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



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello.

(SEAL)