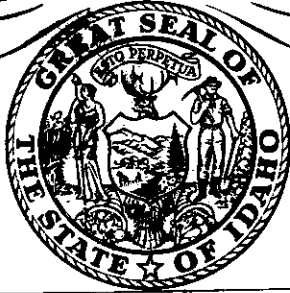


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

QUESNELL RANCHES, INC.

was filed in the office of the Secretary of State on the **Third** day of **July**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Kimberly in the County of **Twin Falls**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **July**, A.D., 19 **61**

Secretary of State.

ARTICLES OF INCORPORATION

OF

QUESNELL RANCHES, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, ARCHIE QUESNELL, ANNA QUESNELL and PAUL A. QUESNELL, all being natural persons of full legal age and citizens and residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the Business Corporation Act and the general incorporation laws of the State of Idaho, and for said purpose do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be QUESNELL RANCHES, INC.

ARTICLE II

The purposes for which this Corporation is organized are as follows: to own, maintain and operate general livestock, farming, and ranching businesses including growing, buying and selling of all types of farm products and livestock; to receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property, and to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of this Corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, to conduct business in the State of Idaho, other states, District of Columbia, territories and colonies

of the United States and foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this State; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with a person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof; to buy, sell, maintain and operate all necessary real and personal property, and all equipment, machinery, furnishings, and fixtures in order to transact said business; to borrow and lend money and to make and receive notes, bonds and debentures of every kind and to secure the payment thereof by mortgage, pledge or otherwise upon all property of the corporation; to pay for in cash or stocks or bonds of this Corporation the good will, rights, assets and property, and to undertake and assume the whole or any part of the liabilities of any person, firm, association or corporation; to enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or co-operations, with any corporation, association, partnership, syndicate, entity, person or government, and to carry on any business or transaction deemed necessary, convenient or incidental to carrying on any of the purposes of this corporation; the several clauses contained in this paragraph shall be construed as both purposes and powers, and shall be in no wise limiting or restricting by reference or by inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or

declaration of specific or special powers or purposes shall be deemed to be exclusive, but it is expressly declared that all other lawful powers not inconsistent herewith are hereby included; and all powers and purposes named herein shall not be deemed a limitation of general powers contained and granted under the laws of the State of Idaho.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the Corporation shall be Route #1, Kimberly, Idaho.

ARTICLE V

The capital stock of the Corporation shall be Three Hundred Thousand Dollars (\$300,000) to consist of Three Thousand (3,000) shares of common stock of the par value of One Hundred Dollars (\$100) each. Said stock shall be non-assessable.

ARTICLE VI

The number of directors of the Corporation shall be as provided in the By-Laws.

ARTICLE VII

The names and post office addresses of the incorporators and the number of shares of stock subscribed by each are as follows: Archie Quesnell, Route #1, Kimberly, Idaho, 1,500 shares; Anna Quesnell, Route #1, Kimberly, Idaho, 1,499 shares; and Paul A. Quesnell, Route #2, Gooding, Idaho, 1 share.

IN WITNESS WHEREOF the parties hereto have set their hands
and seals this 28th day of June, 1961.

Archie Quessnell

Anna Quessnell

Paul A. Quessnell

STATE OF IDAHO)
County of Twin Falls) ss

On this 28th day of June, 1961, before me, the undersigned,
a Notary Public for Idaho, personally appeared Archie Quessnell,
Anna Quessnell and Paul A. Quessnell, known to me to be the persons
whose names are subscribed to the foregoing Articles of Incorporation
and acknowledged to me that they executed the same.

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

James H. Rodde
Notary Public for Idaho
Residing at Twin Falls, Idaho