

**FILED**

ARTICLES OF INCORPORATION

OF

T/D, INC.

The undersigned, being natural citizens of the age of nineteen (19) years or more, citizens of the United States and all of whom are residents of the United States and all of whom are residents of the State of Idaho, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of Title 30, Chapter 1, Idaho Code, the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is T/D, Inc..

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. PURPOSES: The purposes for which the Corporation is organized are to engage in the business of artificial insemination of cattle, and to carry on all other business incident thereto or connected therewith and to engage in any other lawful activities.

Section 2. STATUTORY POWERS: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of the Article, the Corporation shall have and exercise all of the powers specified in Section 30-1-4, Idaho Code.

Section 3. ADDITIONAL POWERS: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations engaged in the foregoing purposes, the corporation shall have the power to engage in any lawful activity.

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## ARTICLE IV

### Authorized Shares

The amount of the total authorized capital stock of this Corporation is one thousand (1,000) shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

## ARTICLE V

### Internal Affairs of the Corporation

Section 1. MEETINGS OF SHAREHOLDERS: Meetings of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. CODE OF BY-LAWS: The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

## ARTICLE VI

### Address of Initial Registered Office

REGISTERED OFFICE: The address of the initial registered office of the Corporation is 348 South 900 West, Murtaugh, Idaho 83344. The registered agent at said address is Todd L. Barkes.

## ARTICLE VII

### Data Respecting Directors

Section 1. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of three (3) members.

Section 2. The names and post office addresses of the initial Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Todd L. Barkes	348 South 900 West Murtaugh, Idaho 83344
Denice M. Barkes	348 South 900 West Murtaugh, Idaho 83344
Chauncey B. Barkes	330 South 900 West Murtaugh, Idaho 83344

Section 3. INCREASE OR DECREASE OF DIRECTORS: The number of Directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but the number of Directors shall not be less than three (3) and no decrease shall have the effect of shortening the term of any incumbent director.

## ARTICLE VIII

### Data Respecting Incorporators

The names and addresses of the Incorporators of the Corporation and the number of shares of common stock subscribed by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES SUBSCRIBED TO EACH</u>	<u>ADDRESS</u>
Todd L. Barkes	300	348 South 900 West Murtaugh, Idaho 83344
Denice M. Barkes	300	348 South 900 West Murtaugh, Idaho 83344

Chauncey B. Barkes

100

330 South 900 West  
Murtaugh, Idaho 83344

EXECUTED IN TRIPLICATE this 29 day of October, 1998.

Todd L. Barkes  
Todd L. Barkes

Denice M. Barkes  
Denice M. Barkes

Chauncey B. Barkes  
Chauncey B. Barkes

STATE OF IDAHO           )  
                                      ) ss.  
County of Cassia         )

On this 29<sup>th</sup> day of October, in the year of 1998, personally appeared Todd L. Barkes, known or identified 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 first above written.

(SEAL)

Lisa Bowers  
Notary Public  
Residing at Burley  
My Commission expires 6/22/2001

STATE OF IDAHO           )  
  ) ss.  
County of Cassia         )

On this 24<sup>th</sup> day of October, in the year of 1998, personally appeared Denice M. Barkes, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

(SEAL)

Lysia Bowers  
Notary Public  
Residing at Burley  
My Commission expires 6/22/2001

STATE OF IDAHO           )  
  ) ss.  
County of Cassia         )

On this 24<sup>th</sup> day of October, in the year of 1998, personally appeared Chauncey B. Barkes, known or identified 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 first above written.

(SEAL)

Lysia Bowers  
Notary Public  
Residing at Burley  
My Commission expires 6/22/2001