

CERTIFICATE OF INCORPORATION
OF

MARSDEN FARM, 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 _____

MARSDEN FARM, INC.

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: June 21, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Muriel E. Artich*

Jun 10 8 31 AM '82

ARTICLES OF INCORPORATION
SECRETARY OF STATE

OF

MARSDENS FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and

WE CERTIFY:

FIRST

That the name of this Corporation is

"MARSDENS FARMS, INC."

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(b) To carry on a general farming, ranching and stock raising business which shall include any and all things pertinent to the acquiring and holding of farm lands, ranch lands, ranges and grazing privileges; to purchase, breed, care for, raise, fatten and sell any and all kinds of livestock; the raising and marketing of grain, potatoes, corn, barley, seeds, fruit, hay, feed and any and all agricultural and livestock products, and any and all other related activities.

(c) To carry on the business of dairying and producing, merchandising, manufacturing and preserving all kinds of farm,

dairy and meat products, and all other businesses incidental thereto or connected therewith.

(d) To apply for, procure and take out patents of the United States of America, and the State of Idaho, upon any lands in which the corporation may have any interest.

(e) To purchase, take on lease, or otherwise acquire, mining claims and mines, gas and oil properties, and to drill for and dispose of any mineral, including uranium, phosphate, gold, silver, lead, zinc, tungsten, mica, copper, aluminum, gas, oil and trace minerals, and to construct all works, pumping plants, storage facilities, and any and all other necessary structures or appliances for the proper operation of mining and gas and oil properties.

(f) To do all and everything necessary, suitable and proper for and incidental to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds, and other evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or the federal government.

(c) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

(d) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries.

(e) And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, sub-leases, assignments and reassignments, property, tangible and intangible; and for services actually rendered to the corporation; such shares to have pre-emptive rights.

THIRD

That the existence of this corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the place where its principal business is to be transacted and the registered office of the corporation in this

State shall be in Ashton, Fremont County, Idaho. *The registered agent at that address shall be John Marsden.*

FIFTH

(a) That the total authorized capital of this corporation shall be Twenty Five Thousand Dollars (\$25,000.00), divided into 250 shares with a par value of \$100.00 per share. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share of stock shall be entitled to one vote.

*per
Dr. Brent
James,
Attorney
mea*

(b) The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable law.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of 300 shares of common stock for the sum of \$300.00, and the following are the names and addresses of the persons and the number of shares by whom the same have been subscribed and the amount paid thereon, to-wit:

NAME	ADDRESS	NO. OF SHARES
John Marsden	Ashton, Idaho 83420	1
Helen Marsden	Ashton, Idaho 83420	1
Gary Marsden	Ashton, Idaho 83420	1

SEVENTH

That the board of directors, subject to the laws of the State of Idaho, shall have the power to repeal and amend the By-laws and adopt new By-laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-laws by the directors under power so conferred may be altered or repealed by a two-thirds vote of the board of directors or by vote of two-thirds of the allotted shares. The board of directors shall not make or alter any By-laws fixing their qualification, classification, terms of office or compensation. Whenever any amendment or any By-law is adopted, it shall be recorded in the book of By-laws immediately after them, and shall not take effect until so recorded.

EIGHTH

That the management of this corporation shall be vested in a board of not less than three directors, as may be fixed by

the By-laws. The directors shall be elected at the annual meeting of the shareholders to be held at the General Office of this corporation in said Fremont County, Idaho, on a day at the time to be specified in the By-laws; and until the first election of directors to be held within three months of the filing of these articles, the directors of this corporation shall be John Marsden, President; Helen Marsden, Secretary-Treasurer; Gary Marsden, Vice-President. John Marsden, Ashton, Idaho, is the registered agent.

NINTH

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be known to the Board of Directors owning a majority thereof. Any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

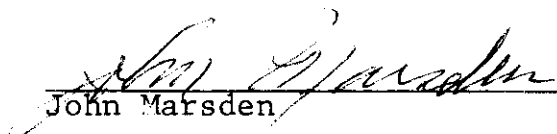
The corporation shall have the power to adopt, by appropriate By-laws, such a program or programs of deferred-compensation for directors, officers and employees of said corporation, as shall be in compliance with law; such programs may include but are not

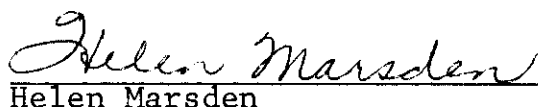
limited to profit-sharing plans, pension plans, death benefit payments, life insurance, medical payments, and wage continuation plans.

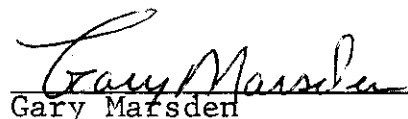
TENTH

The directors may be given the power by appropriate by-law to sell, assign, transfer, mortgage, or otherwise dispose of and convey any corporate property, real or personal without being required to call a stockholders' meeting to approve the same, provided that such transfer or conveyance is not such as in violation of any provision of law or which must be by vote of the shareholders by any provision of law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 23rd day of April, 1982.


John Marsden

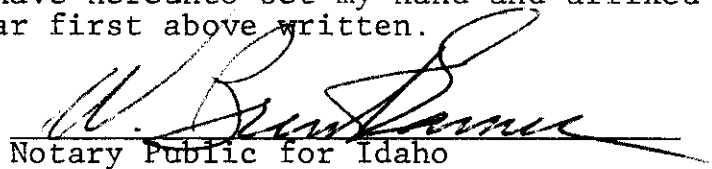

Helen Marsden


Gary Marsden

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

On this 23rd day of April, 1982, before me the undersigned, Notary Public in and for said State, personally appeared John Marsden, Helen Marsden and Gary Marsden, known to me to be the persons whose name 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 first above written.


Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: Life