



CERTIFICATE OF AUTHORITY
OF

WILLIAMS FEED, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of WILLIAMS FEED, INC.

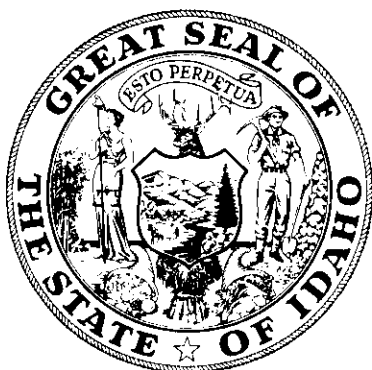
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to WILLIAMS FEED, INC.

to transact business in this State under the name WILLIAMS FEED, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **July 6, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, ~~Idaho Code~~, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Williams Feed, Inc.

2. The name which it shall use in Idaho is Williams Feed, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Montana

4. The date of its incorporation is 1958 and the period of its duration is 40 years

5. The address of its principal office in the state or country under the laws of which it is incorporated is Drawer 831 Dillon, Montana 59725

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 100 N. Church St.
Salmon, Id. 83467, and the name of its proposed registered agent in Idaho at that address is John Waite

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Sale of feed, seed, fertilizer

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Kim F. Williams</u>	<u>President</u>	<u>Drawer 831 Dillon, Mt. 59725</u>
<u>Wilson L. Salisbury</u>	<u>Vice-President</u>	<u>Box 525 Sheridan, Mt. 59749</u>
<u>Gary A. Williams</u>	<u>Sec'y.-Treas.</u>	<u>Drawer 831 Dillon, Mt. 59725</u>

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1000	Capital	\$100.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	Capital	\$100.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: _____

Williams Feed, Inc.
By Kim F. Williams, Pres.
Its President/Vice President (please specify)
and William L. Salisbury, Acting Sec'y.
Its Secretary/Assistant Secretary (please specify)

STATE OF MONTANA)
COUNTY OF BEAVERHEAD)ss

I, MAX A. HANSEN, a notary public, do hereby certify that on
this 1st day of JULY, 19 83, personally appeared before me
KIM F. WILLIAMS, who being by me first duly sworn, declared that he is the
President of WILLIAMS FEED, INC.

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.

Max A. Hansen
Notary Public

SECRETARY OF STATE

STATE OF MONTANA

JUL 6 8 41 AM '83
SECRETARY OF STATE

Jim Waltermire
Secretary of State

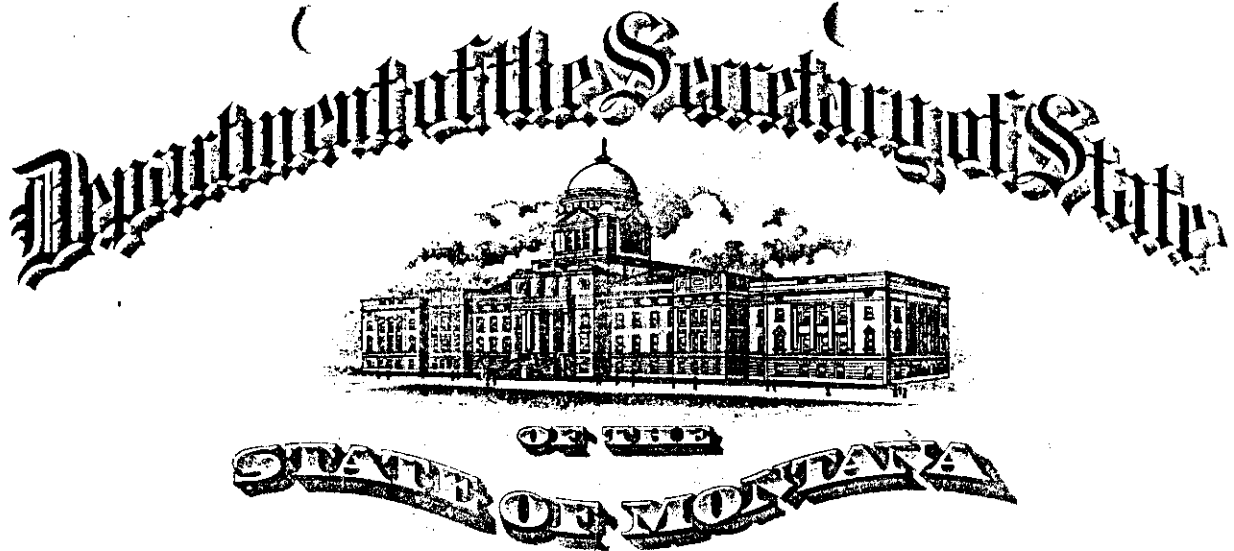
State Capitol
Helena, Montana 59620

CERTIFICATION

I hereby certify that the attached is a true and complete copy of the 13 page document(s) on file in this office.

DATED: June 30, 1983

Jim Waltermire
SECRETARY OF STATE
By: Florence Armagast
Deputy



Be It Known That

WILLIAMS FEED, INC.

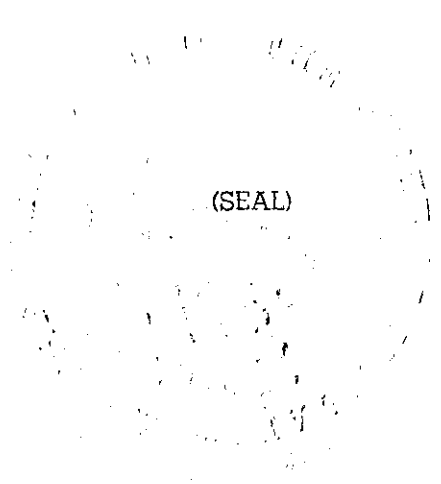
In accordance with the provisions of the laws of the State of Montana on the
fifteenth day of **December**, A. D. 1958 ,
 caused its Articles of Incorporation to be filed in the office of the County Clerk
 of **Beaverhead** County, State of Montana, in which
 county the principal place of business of said company is to be located.

NOW, THEREFORE, I, Frank Murray, Secretary of State of the State of
 Montana, do hereby certify that a copy of the Articles of Incorporation of

WILLIAMS FEED, INC.

certified by the County Clerk of the aforesaid County, and containing the re-
 quired statement of facts prescribed by law has been filed in this office, and that
 such corporation is a body politic and corporate, and is authorized to do business
 in the State of Montana for a term of **forty** years.

WITNESS my official Signature hereunto
 subscribed and the Great Seal of the State
 of Montana, hereunto affixed this
eighteenth day of **December**,
 in the year one thousand nine hundred
 and **fifty-eight**.



Frank Murray
 FRANK MURRAY
 Secretary of State

By

Carl M. Deane
 Chief Deputy

ARTICLES OF INCORPORATION
OF
WILLIAMS FEED, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, W. E. WILLIAMS, ANNE K. WILLIAMS, D. H. WILLIAMS and GEORGIA WILLIAMS, all citizens of the United States of America and residents of the State of Montana, desiring to form a corporation for the purposes hereinafter set forth, do hereby associate ourselves together for the purpose of forming and establishing a body corporate, and to that end we certify and state as follows:

I.

The name of this corporation shall be:

WILLIAMS FEED, INC.

II.

The objects and purposes for which this corporation is formed are:

1. To manufacture and sell grain, hay, and other foods for livestock and poultry, and all types of ranch, farm, and garden supplies and equipment.
2. To conduct and carry on the business of buying, selling and dealing in all kinds of grain, hay, or other farm produce and farm products, livestock and provisions, fertilizers, and all other kinds of goods, wares, and merchandise, and to do a general commission and brokerage business in any or all of the foregoing kinds of property.
3. To transact any mercantile, ranching, farming, commercial, industrial or manufacturing business authorized by Section 15-104 of the Revised Codes of Montana, 1947.
4. To own, construct, maintain, rent, and lease properties, real and personal, of every kind and description.
5. To own, deal in, mortgage, pledge, or otherwise encumber and to sell, exchange, and otherwise transfer real and personal properties of every nature whatsoever.

6. To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer, or otherwise dispose of shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by, any other corporation or corporations wherever organized, with all the rights, powers and privileges of ownership thereof; provided, however, that it is not intended hereby to give the right to exercise any of the powers or purposes in this subdivision mentioned in any case where it is forbidden so to do by any provision of the Constitution or Statutes of the United States of America or the State of Montana.

III.

The principal place of business of Williams Feed, Inc. shall be Beaverhead County, Montana, the post office address of which is Dillon, Montana.

IV.

The term of existence of this corporation shall be forty (40) years from and after the issuance of the certificate of incorporation by the Secretary of State of the State of Montana.

V.

The number of directors shall be four (4) and the names and addresses of those who are appointed for the first three (3) months and until their successors are elected and qualified are as follows:

W. E. WILLIAMS	Dillon, Montana
ANNE K. WILLIAMS	Dillon, Montana
D. H. WILLIAMS	Dillon, Montana
GEORGIA WILLIAMS	Dillon, Montana

VI.

The amount of the capital stock of the corporation shall be Fifty Thousand Dollars (\$50,000.00), divided into five hundred shares of the par value of One Hundred Dollars (\$100.00) for each share.

VII.

The amount of the capital stock of the corporation actually subscribed in Four Hundred Dollars (\$400.00) and the following are the names of the persons by whom said capital stock has been subscribed, to-wit:

<u>Name of Subscriber</u>	<u>Number of Shares</u>	<u>Amount</u>
W. E. WILLIAMS	one	\$100.00
ANNE K. WILLIAMS	one	\$100.00
D. H. WILLIAMS	one	\$100.00
GEORGIA WILLIAMS	one	\$100.00

VIII.

The capital stock of this corporation shall be non-assessable.

IX.

The stockholders, by appropriate by-law, may impose restrictions on the transfer of corporate stock of this corporation and may authorize the Board of Directors of this corporation to have complete power to sell, assign, transfer, pledge, mortgage, or otherwise encumber any and all assets of the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 12th day of December, 1958.

W. E. WILLIAMS
ANNE K. WILLIAMS
D. H. WILLIAMS
GEORGIA WILLIAMS

STATE OF MONTANA)

County of Beaverhead)

On this 12th day of December, 1958, before me, the Notary Public for the State of Montana, personally appeared W. E. WILLIAMS, ANNE K. WILLIAMS, D. H. WILLIAMS and GEORGIA WILLIAMS, known to me to be the persons who executed the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of December, 1958.

LEONARD A. SCHULZ
Notary Public for State of Montana
Residing at Dillon, Montana
My commission expires Feb. 4, 1961

BE IT KNOWN THAT

WILLIAMS FEED, INC.

In accordance with the provisions of the laws of the State of Montana, on the 14th day of December A.D. 1966, caused its Certificate of Amendment of Articles of Incorporation to be filed in the office of the County Clerk of Beaverhead County, State of Montana, in which County the original Articles of Incorporation were filed.

NOW, THEREFORE, I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that a copy of the said Certificate of Amendment, increasing Capital Stock from \$50,000.00 to \$100,000.00 consisting of 1000 shares with a par value of \$100.00 each

certified by the County Clerk of the aforesaid County, and containing the statement of facts prescribed by law has been filed in this office, and that the amendment is effective as of the date of this certificate.

(SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 15th day of December A. D. 19 66.

Frank Murray
FRANK MURRAY
Secretary of State

By:

Gail M. DeWalt
GAIL M. DeWALT
Chief Deputy

CERTIFICATE OF INCREASE OF CAPITAL STOCK

We, the undersigned, D. H. Williams, Chairman, and W. E. Williams, Secretary, of a special meeting of the stockholders of Williams Feed, Inc. held for the purpose of increasing the capital stock of said corporation, do hereby certify that waiver of notice of such meeting was duly signed by the owners of all of the capital stock of said corporation prior to the holding of said meeting and that said waiver was in the following words and figures, to-wit:

" WAIVER OF NOTICE OF STOCKHOLDERS MEETING

We, the undersigned, constituting the holders of record of all of the outstanding capital stock of Williams Feed, Inc., a Montana corporation, do hereby waive notice, whether required by statute or otherwise, of a special meeting of the stockholders of such corporation for the purpose of considering and acting upon the proposition of increasing the capital stock of the corporation, and for the transaction of all other business that may properly come before such meeting; and we consent that such meeting be held at the office of the corporation in Dillon, Montana, on the 12 day of December, 1966, at the hour of 2 o'clock P.M., for the purposes indicated.

IN WITNESS WHEREOF, we have signed this waiver each on the date set opposite his signature hereto.

<u>Name</u>	<u>Date</u>
W. E. Williams	December <u>12</u> , 1966
Anne K. Williams	December <u>12</u> , 1966
D. H. Williams	December <u>12</u> , 1966
Georgia Williams	December <u>12</u> , 1966
Kim F. Williams	December <u>12</u> , 1966
Gary A. Williams	December <u>12</u> , 1966"

That at the time and place specified in said waiver all of the stockholders of said corporation that owned all of the stock of the corporation issued and outstanding, to-wit: 500 shares, appeared in person and organized said meeting by choosing from their number the undersigned D. H. Williams, as Chairman, and W. E. Williams, as Secretary. Thereupon the following resolution was introduced:

"WHEREAS the authorized capital stock of Williams Feed, Inc. is \$50,000.00, divided into 500 shares of \$100.00 each; and

WHEREAS, it is to the advantage and best interests of said corporation to increase its authorized capital stock;

NOW, THEREFORE, pursuant to the provisions of Chapter 2, Title 15, of the Revised Codes of Montana, 1947, BE IT

RESOLVED, that the capital stock of the corporation be and the same is hereby increased from \$50,000.00 divided into 500 shares of \$100.00 each to \$100,000.00 divided into 1000 shares of \$100.00 each;

BE IT FURTHER RESOLVED that the Chairman and Secretary of this meeting are authorized and directed to make, sign, notify and acknowledge any and all certificates of proceedings required in the office of the Secretary of State of Montana and in the office of the Clerk and Recorder of Beaverhead County, Montana; and to do and perform such other and further acts as may be necessary for carrying the provisions of this resolution into effect."

That thereupon and upon motion to adopt said resolution the stockholders owning 500 shares of stock voted for the adoption of said resolution; and no stockholders voted against its adoption; and no shares of stock were not voted. It appearing that all of the stock of the corporation issued and outstanding had been cast in favor of the said resolution, the same was declared duly adopted.

D. H. Williams
Chairman

ATTEST:

W. E. Williams
Secretary

STATE OF MONTANA)
County of Beaverhead)^{ss}

On this 14 day of December, 1966, before me, the undersigned, a Notary Public in and for the State of Montana, personally appeared D. H. WILLIAMS and W. E. WILLIAMS, who being severally sworn depose and say: that they were the Chairman and Secretary, respectively, of the stockholders' meeting of Williams Feed, Inc., a Montana corporation, of Dillon, Montana, referred to in the foregoing Certificate by them subscribed. That said Certificate is true and correct and sets forth the proceedings had at such stockholders' meeting.

(Seal)

D. H. Williams
W. E. Williams

Subscribed and sworn to before me this 14 day of December, 1966.

Howard A. Schulz
Notary Public for State of Montana
Residing at Dillon, Montana
My commission expires Feb. 4, 1967

Every corporation is required under Sections 15-22-119 and 15-2382, Revised Codes of Montana, 1947, to annually file a report in the following form with the Secretary of State between the first days of January and March.

APR 3 1 55 PM '69 FEB 27 5 00 PM '69

(For use by the Secretary of State only)		150018 STATE OF MONTANA FILED APR 3 1969 FRANK MURRAY SECRETARY OF STATE By <i>[Signature]</i> Deputy <i>[Signature]</i>
Computation of License Fee of foreign profit corporation:		
Total License Fee	\$	
Less License Fee previously paid	\$	
Additional License Fee due, if any	\$	
10% penalty due, if any	\$	
1/2 of 1% interest due, if any	\$	
TOTAL DUE	\$	
Received		

Filing Fee: \$5.00 272 270

STATE OF MONTANA
ANNUAL REPORT OF CORPORATION

TO THE SECRETARY OF STATE
OF THE STATE OF MONTANA:
Capitol
Helena, Montana 59601

Pursuant to the provisions of Section 15-22-118, R.C.M. 1947, as a profit corporation, or Section 15-2381, R.C.M. 1947, as a nonprofit corporation, the undersigned corporation hereby submits the following annual report:

Part I. (To be completed by all corporations, both domestic and foreign, profit and nonprofit.)

FIRST:

The name of the corporation is
Williams Feed Inc.

SECOND:

It is incorporated under the laws of Montana

THIRD:

The address of its registered office in Montana is
235 N. Idaho
(street number) (street)
Dillon, Montana, 59725
(city or town) (zip code)
and the name of its registered agent in Montana at such
address is D. H. Williams

FOURTH:

If a foreign corporation, the address of its principal office in the state, or other jurisdiction under the laws of which it is incorporated is
(street number) (street)
(city or town) (state) (zip code)

FIFTH:

The character of the business or affairs in which it is actually engaged, or which it conducts, briefly stated, is
Feed and Seed

SIXTH:

The names and respective addresses of its directors or trustees and officers are:
(street and number, if any)
(city or town, and state and zip code)

D. H. Williams Director
Dillon, Montana

W. E. Williams Director
Dillon, Montana

Gary A. Williams Director
Dillon, Montana

Georgia M. Williams Director
Dillon, Montana

Anne K. Williams Director
Dillon, Montana

D. H. Williams President
Dillon, Montana

W. E. Williams Vice President
Dillon, Montana

Gary Williams Secretary
Dillon, Montana

Treasurer

Part II. (To be completed only by domestic and foreign profit corporations.)

SEVENTH:

The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, at the date of this report is:

Number of Shares	Class	Series	Par value per share or statement that shares are without par value
600	Common		\$100.00

EIGHTH:

The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, at the date of this report is:

Number of Shares	Class	Series	Par value per share or statement that shares are without par value
1000	Common		\$100.00

NINTH:

The amount of its stated capital as of the close of business on December 31st next preceding the date of this report

was \$60,000.00. Note: The law provides that this is calculated by adding (1) the par value of all its issued shares having a par value, (2) the amount of the consideration it received for all its issued shares without par value, except such part of the consideration therefor as may have been allocated to capital surplus in a manner permitted by law, and (3) such amounts not included in clauses (1) and (2) as have been transferred to its stated capital, whether upon the issue of shares as a share dividend or otherwise, and subtracting from such sum all reductions as have been effected in a manner permitted by law.

Part III. (To be completed only by foreign profit corporations.) If all property of the corporation is located in Montana and all of its business is transacted at or from places in Montana it may elect to pay its annual license fee on the basis of its entire stated capital as entered in item NINTH and must indicate such election by leaving the space in item TENTH blank and by not completing item ELEVENTH. Other corporations must pay their annual license fee on the basis of the proportion of stated capital employed in Montana during the calendar year ending December 31st preceding the date of this report and must indicate such fact by entering the word "not" in the space in item TENTH and by completing item ELEVENTH.

TENTH:

It will _____ pay the annual license fee on the basis of its entire stated capital.

STATE OF _____ Montana _____

County of _____ Beaverhead _____

ss.

I, _____ Wm. J. Rainville _____, a Notary Public, hereby certify that on the _____ 18th _____ day of _____ February _____, 1969, personally appeared before me _____ D. H. Williams _____, who, being by me first duly sworn, declared that _____ he is the _____ President _____ of _____ Williams Feed, Inc. _____, the corporation, that he signed the foregoing document as _____ President _____ of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public for the State of _____ Montana _____

Residing at _____ Dillon, Montana _____

My commission expires _____ 9/21/1971 _____

ELEVENTH:

1. The full value of all its property located within Montana on December 31st preceding the date of this report was _____ \$ _____
2. The gross amount of its receipts derived from its business transacted within Montana during the calendar year ending December 31st preceding the date of this report was _____ \$ _____
3. Total of sub-items 1 and 2 above \$ _____
4. The full value of all its property located within and without Montana on December 31st preceding the date of this report was _____ \$ _____
5. The gross amount of its receipts derived from its business transacted within and without Montana during the calendar year ending December 31st preceding the date of this report was _____ \$ _____
6. Total of sub-items 4 and 5 above \$ _____
7. The proportion of its stated capital employed within Montana for the calendar year ending December 31st preceding the date of this report (divide sub-item 3 by sub-item 6) was _____

Part IV. (To be completed by all corporations, both domestic and foreign, profit and nonprofit.)

Dated: _____ February 18, _____, 1969 _____

WARNING: "Penalties imposed upon officers and directors. Each officer and director of a corporation, domestic or foreign, who signs any articles, statement, report, application or other document filed with the secretary of state which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of a misdemeanor, and upon conviction thereof may be fined in any amount not exceeding five hundred dollars (\$500)." (Sections 15-22-126 and 15-2386, R.C.M. 1947)

Williams Feed, Inc.
(exact name of corporation)

By _____ Williams _____
(signature of officer)

Its _____
(title of officer)

NOTE: This report must be signed by either the corporation's president, vice president, secretary, assistant secretary or treasurer, verified by the signing officer before a Notary Public or similar official, and the original only submitted to the Secretary of State, Capitol, Helena, Montana 59601 with a document filing fee in the amount of \$5.00. The copy of the report should be retained in the corporation's records.

Every corporation is required under Sections 15-2211, 15-22-106, 15-2308 or 15-2370, Revised Codes of Montana, 1947, to have and continuously maintain in Montana a registered office and a registered agent at such office. Any corporation which changes its registered office or registered agent, or both, or whose agent dies or resigns or changes his or its address must file a statement of such change in the following form with the Secretary of State.

(For use by the Secretary of State only)

261270
STATE OF MONTANA
FILED
MAY 24 1977
FRANK MURRAY
SECRETARY OF STATE
By Robert S. Wardlaw
Deputy

Filing Fee: \$2.00

STATE OF MONTANA
Statement of Change
of Registered Office or Registered Agent, or Both, of Corporation

TO THE SECRETARY OF STATE
OF THE STATE OF MONTANA
Capitol
Helena, Montana 59601

Pursuant to the provisions of Section 15-2212, R.C.M. 1947, as a domestic profit corporation, Section 15-22-107, R.C.M. 1947, as a foreign profit corporation, Section 15-2309, R.C.M. 1947, as a domestic nonprofit corporation, or Section 15-2371, R.C.M. 1947, as a foreign nonprofit corporation, the undersigned corporation, organized under the laws of

_____, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Montana:

FIRST:

The name of the corporation is _____
Williams Feed, Inc.

SECOND:

The address of its present registered office is
235 North Idaho _____
(street number) (street)
Dillon _____, Montana 59725
(city or town) (zip code)

THIRD:

The address to which its registered office is to be changed is N/A _____
(street number) (street)
_____, Montana _____
(city or town) (zip code)

FOURTH:

The name of its present registered agent is
D.H. Williams

FIFTH:

The name of its successor registered agent is
Gary Williams

SIXTH:

The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH:

Such change was authorized by resolution duly adopted by its board of directors.

WARNING

"PENALTIES IMPOSED UPON OFFICERS AND DIRECTORS. Each officer and director of a corporation, domestic or foreign, who signs any articles, statement, report, application or other document filed with the secretary of state which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of a misdemeanor, and upon conviction thereof may be fined in any amount not exceeding five hundred dollars (\$500)." (Sections 15-22-126 and 15-2386, R.C.M. 1947)

DATED: May 12, 1977
Williams Feed, Inc.
(exact name of corporation)
By Kim A. Williams
(signature of officer)
Its Pres.
(title of officer)

NOTE:

This Statement must be signed by either the corporation's president or vice president, verified by the signing officer before a Notary Public or similar official, and the original only submitted to the Secretary of State, Capitol, Helena, Montana 59601 with a filing fee in the amount of \$2.00. Nonprofit corporations need not verify the Statement. The copy of the Statement should be retained in the corporation's records.

STATE OF _____ Montana
County of _____ Beaverhead } ss.

I, Doris Richard _____ a Notary Public, hereby certify that on the 12 day of May, 1977 personally appeared before me Kim Williams, who, being by me first duly sworn, declared that he is the President of the above corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Doris Richard
(signature of notary public)
Notary Public for the State of _____ Montana
Residing at _____ Dillon, Montana 59725
My commission expires _____ 7-10-79.