



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

OAKLEY COMMODITY CORPORATION

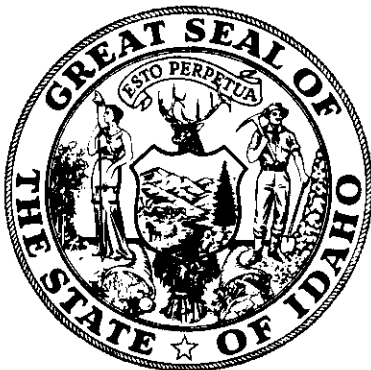
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

OAKLEY COMMODITY 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 July 31, , 19 81 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

PARSONS, SMITH & STONE
LAWYERS
BURLEY, IDAHO

OF

KNOW ALL MEN BY THESE PRESENTS:

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

NAME

ARTICLE II

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of this corporation, and to enter into,

1 make, perform, carry out contracts of every sort
2 and kind, with any person, including the right
3 to become a partner or interested in a joint
4 venture, and to acquire and take over the good
5 will, property, rights, franchises, and assets of
6 every kind, and liabilities of any person, firm,
7 association or corporation, either wholly or in
8 part, and to pay for the same in cash, stocks,
9 bonds of the corporation, or otherwise.

- 10 (d) To organize or cause to be organized under the
11 laws of any state of the United States, or
12 the District of Columbia, or of any territory,
13 dependency, or possession of the United States,
14 or of any foreign country, a corporation, or
15 corporations for the purpose of transacting,
16 promoting or carrying on any or all of the
17 objects or purposes for which this corporation
18 is organized, and to dissolve, wind up, liquidate,
19 merge, or consolidate any such corporation or
20 corporations, or to cause the same to be dissolved,
21 wound up, liquidated, merged or consolidated.
- 22 (e) To do all and every thing necessary, suitable,
23 and proper for the accomplishment of any of the
24 purposes or the attainment of any of the objectives,
25 or the furtherance of any of the powers hereinbefore
26 set forth, either along or in association with other
27 corporations, firms, or individuals, and to do
28 every other act, or acts, thing, or things,
29 incidental or pertinent to or growing out of, or
30 connected with the foregoing objects or purposes,
31 or any part or parts thereof, provided the same
32 be not inconsistent with the laws under which this
corporation is organized.
- (f) The provisions of these Articles shall be construed
as purposes and powers, and each as an independent
purpose and power in furtherance of, and not in
limitation of, the powers which the corporation
may have under present or future laws of the
State of Idaho, and in such states as the corpora-
tion may, from time to time, do business.
- (g) To have and to exercise all rights and powers from
time to time granted to a corporation by law.

ARTICLE III

DURATION

The term and existence of this corporation shall be
perpetual.

ARTICLE IV

LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this corporation
is P. O. Box 284, Oakley, Idaho 83346; the post office address is

1 P. O. Box 284, Oakley, Idaho 83346; the registered agent of this
2 corporation shall be Cranney Farms, Inc., whose address is P. O.
3 Box 284, Oakley, Idaho 83346.

4 ARTICLE V

5 CORPORATE STOCK

6 The total number of shares of stock which the corporation
7 is authorized to issue is 100 shares of stock with no par value
8 per share.

9	<u>TYPE</u>	<u>SHARES</u>	<u>PAR VALUE</u>
10	Common	100	No par value

11 ARTICLE VI

12 CHARACTERISTICS OF STOCK

13 The holders of the common stock are entitled to all
14 dividends declared by the Board of Directors, each stockholder of
15 common stock of record shall be entitled in all meetings of the
16 corporation or in matters requiring a vote, to one (1) vote for
17 each share of stock standing in his name upon the books of the
18 corporation.

19 The holder of shares of any class in this corporation
20 shall, upon sale by authorization of the corporation, for cash
21 or shares of the same class, have the right, during a reasonable
22 time to be fixed by the Board of Directors, to purchase shares
23 in proportion to their respective holdings of shares of such
24 class, at such price as may be fixed therefore by the Board of
25 Directors, but at not less than par for par value shares.

26 All stock, when fully paid, shall be non-assessable.

27 The corporation may purchase its own stock.

28 No sale or transfer of stock may be made without a
29 prior offering in writing to the remaining stockholders in the
30 same proportion as their shareholdings and at the same price,
31 terms and conditions on which the prospective transfer is
32 predicated.

PARSONS, SMITH & STONE
LAWYERS
BURLEY, IDAHO

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ARTICLE VII
INCORPORATORS

The name and post office address of each of the
incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cranney Farms, Inc., an Idaho corporation	P. O. Box 284 Oakley, Idaho 83346
Tom Rudy	200 Churchill Drive Burley, Idaho 83318
Vance J. Matthews	Route #2, Box 2396 Burley, Idaho 83318

ARTICLE VIII
BOARD OF DIRECTORS

The initial Directors of this corporation who shall
serve until the first election of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cranney Farms, Inc.	P. O. Box 284 Oakley, Idaho 83346
Tom Rudy	200 Churchill Drive Burley, Idaho 83318
Vance J. Matthews	Route #2, Box 2396 Burley, Idaho 83318

The Board of Directors shall consist of at least three
(3) Directors, and not more than five (5), except that if all of
the shares of the corporation are owned beneficially and of record
by either one or two stockholders, the number of Directors may be
less than three, but not less than the number of stockholders.
A majority of the Board of Directors shall constitute a quorum
for transacting business, and the act of the majority of said
quorum of said Board of Directors shall be the act of the Board.
The Directors need not be stockholders of the corporation.

ARTICLE IV
AMENDMENT

These Articles of Incorporation may be amended in

1 accordance with the provisions of the statutes of the State of
2 Idaho, then in full force and effect, the power to make, repeal and
3 amend the By-Laws, and adopt new By-Laws, is hereby conferred
4 upon the Directors as well as the shareholders.

5 ARTICLE X

6 No contract or other transaction between this corpora-
7 tion and any other corporation, whether or not the majority of
8 the shares of the capital stock of such corporation are owned by
9 this corporation, and no act of this corporation shall in any way
10 be affected or invalidated by the fact that any of the Directors
11 of this corporation are pecuniarily or otherwise interested in
12 or are Directors of officers of such corporation; any Director,
13 individually, may be a party to or may be pecuniarily or otherwise
14 interested in any contract or transaction and may vote thereon
15 with like force and effect as if he were not so interested.

16 IN WITNESS WHEREOF, we have hereunto set our hands
17 and seals this 30 day of July, 1981.

18 CRANNEY FARMS, INC., an Idaho
19 corporation

20 By Willard Cranney
21 Title Pres.

22 ATTEST:

23 By Mike Cronney
24 Title Sec

25 Tom Rudy
26 Vance J. Matthews
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PARSONS, SMITH & STONE
LAWYERS
BURLEY, IDAHO

1 STATE OF IDAHO)
2 County of Cassia) ss.

3 On this 30th day of July, 1981, before me, the
4 undersigned, a Notary Public in and for said State, personally
5 appeared William (Bill) Cranney and Mike Cranney,
6 known to me to be the President and Secretary respectively of
7 CRANNEY FARMS, INC., the corporation that executed the foregoing
8 instrument and acknowledged to me that such corporation executed
9 the same.

10 IN WITNESS WHEREOF, I have hereunto set my hand and
11 affixed my official seal, the day and year in this certificate
12 first above written.

13 Thelma L. Clark
14 Notary Public for Idaho
15 Residing at Oakley, Idaho

16 STATE OF IDAHO)
17 County of Cassia) ss.

18 On this 30th day of July, 1981, before me, the
19 undersigned, a Notary Public in and for said State, personally
20 appeared TOM RUDY, known to me to be the person whose name is sub-
21 scribed to the within instrument, and acknowledged to me that
22 he executed the same.

23 IN WITNESS WHEREOF, I have hereunto set my hand and
24 affixed my official seal, the day and year in this certificate
25 first above written.

26 Thelma L. Clark
27 Notary Public for Idaho
28 Residing at Burley, Idaho
29 Oakley

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1 STATE OF IDAHO)
2 County of Cassia) ss.

3 On this 30th day of July, 1981, before me, the
4 undersigned, a Notary Public in and for said State, personally
5 appeared VANCE J. MATTHEWS, known to me to be the person whose
6 name is subscribed to the within instrument, and acknowledged to
7 me that he executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and
9 affixed my official seal, the day and year in this certificate
10 first above written.

11 x Thelma L. Clark
12 Notary Public for Idaho
13 Residing at ~~Burley~~ Oakley, Idaho

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PARSONS, SMITH & STONE
LAWYERS
BURLEY, IDAHO