

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

BEAR CREEK FARMS, INC.

was filed in the office of the Secretary of State on the **twenty-second** day of **July** A.D., One Thousand Nine Hundred **seventy-four** and **will be** duly recorded on ~~film~~ **microfilm** 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 **Troy, Idaho** in the County of **Latah**

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 **22nd** day of **July**, A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
BEAR CREEK FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons of the age of 18 years or more, and citizens of the United States of America, come for the purpose of forming a corporation under the general business corporation laws of the State of Idaho, and in pursuance thereof do hereby sign and deliver in triplicate to the Secretary of State of the State of Idaho the following Articles of Incorporation, and do state as follows:

I.

The name of the corporation shall be BEAR CREEK FARMS, INC.

II.

The purposes for which the corporation is organized are as follows:

To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings, or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures,

at any time owned or held by the corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

To acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds. To engage in dairying and the poultry, pigeon, pet stock, and market gardening business. To operate greenhouses, hot beds and cold frames for the raising of plants, shrubs, and flowers. To acquire and maintain shops, stores stalls, market stands, peddling and delivery vehicles, routes and all other conveniences and equipment suitable for the vending of its products. In general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen, and florists, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

To acquire, by purchase, lease, or otherwise, and to equip, maintain, and operate a general machine shop. To design and manufacture tools, machinery, boilers, engines, motors, and all things made wholly or partly from metals. To

do repairing, welding, brazing, soldering, polishing, moulding, casting, pattern-making, lacquering, enameling, metal stamping and cutting, and electrical work of all kinds.

To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making of roads, walks, paths, railroads; the construction of bridges, buildings, piers, wharves, fortifications, power plants, and developments, transmission lines, tunnels, subways, drainage, and irrigation systems. To do building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work of every kind in every part of the world. To manufacture or otherwise produce, buy, sell, and deal in building materials, and all kinds of materials, supplies, and equipment for masons, carpenters, builders, electricians, engineers, and contractors. To acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or part

of any business thus acquired.

To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the Business Corporation Law of this State.

From time to time to provide and carry out and to recall, abolish, revise, amend alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation or of any corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of this corporation's business, in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

To borrow or raise money without limit as to amount, to sell, grant security interests in, pledge, and otherwise dispose of and realize upon book accounts and other choses in

action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes, or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation, and to secure the principal thereof and the interests in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wheresoever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes, or other obligations.

To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Business Corporation Law of this State.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like

nature. This corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by the Business Corporation Law of this State to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Business Corporation Law of Idaho.

III.

The period of duration of the Corporation shall be perpetual.

IV.

The address of the initial registered office of the Corporation shall be as follows: Rural Route 1, Box 59, Troy, Idaho 83871. The name of the initial registered agent of the Corporation at such address is Dan McKenzie.

V.

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of the par value of

ONE (\$1.00) DOLLAR each, of which FIFTY THOUSAND (50,000) shares shall be Class A stock and FIFTY THOUSAND (50,000) shares shall be Class B stock. The Class A stock and the Class B stock shall be identical in all respects except as hereinafter set forth.

The aggregate par value shall be \$100,000.00.

VI.

The preferences, voting powers, rights, privileges, restrictions and qualifications of the Class A and Class B stocks are as follows:

(a) The Board of Directors may in its discretion and at such times as it deems advisable declare and pay dividends from the surplus or net profits arising from the business of the corporation and the said dividends shall be in equal amounts per share on both the Class A and Class B stocks.

(b) Except as otherwise specifically provided by statute, the holders of the Class A stock, while any such stock is issued and outstanding, shall have the sole and exclusive right of voting on all corporate questions including the election of the Board of Directors, to the exclusion of the holders of Class B stock, and the holders of the Class B stock shall not be entitled to notice of meetings of stockholders, provided however, that such voting power and right to notice of stockholders' meetings shall automatically become vested in the holders of the Class B stock when and at such times as there is no Class A stock issued and outstanding.

(c) The corporation may at any time and from time to time, at the option of the Board of Directors, redeem the whole or any part of the outstanding fully-paid Class A shares without notice, by paying for said shares an amount equal to their book value. If less than all the Class A shares are to be redeemed, the shares to be redeemed shall be selected pro rata from the number of shares held by each Class A stockholder, or by lot.

(d) In the event of the liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the total net assets remaining after the payment of all debts and obligations of the corporation shall be distributed to the stockholders equally per share to both the Class A and Class B stocks without any preference whatsoever.

(e) Except as, and only to the extent specifically required otherwise by law, no holder of shares of this corporation of any class shall be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, and such issue shall be made to such person or persons

and upon such terms and consideration as may be approved by the Board of Directors and the holders of a majority of the issued and outstanding shares of this corporation having voting power.

(f) Any transfer (including any sale, transfer, deposit, pledge or encumbrance in any manner or for any purpose) by a stockholder of record on the corporation's books of any of the issued and outstanding capital stock of the corporation (or of any rights therein or thereunder) to anyone (except the corporation or a stockholder of record of the corporation) will not be effective or enforceable against the corporation or its other stockholders or record unless (1) at least ten days before the transfer the corporation and all the other stockholders of record receive from the transferor written notice of the transfer, specifying the nature of the transfer, the number of shares to be transferred and the name and address of the transferee, or (2) in lieu thereof, a prior written waiver of such notice is obtained by said transferor.

(g) Each issuance or sale of any amount of the capital stock of the corporation (either authorized and unissued or previously issued and reacquired by the corporation) must first be authorized by a resolution of the Board of Directors. Any issuance or sale not so authorized shall be null and void and cannot be approved or ratified subsequently.

VII.

The following provisions are hereby agreed to for the purpose of regulating the conduct of the affairs of the corporation:

(1) With the consent in writing, or pursuant to a vote of the holders of a majority of the capital stock issued and outstanding and entitled to vote, the Directors shall have authority to dispose, in any manner, of the whole property of this corporation.

(2) Any and all of the Directors of the corporation may be removed at any time, with or without cause, by the holders of a majority of the issued and outstanding voting stock of the corporation.

(3) The Board of Directors is expressly authorized to remove at any time, with or without cause, any officers of the corporation.

(4) The corporation upon vote of the persons then holding a majority of the issued and outstanding voting stock of this corporation shall have the right at their election to dissolve the corporation and sell its assets, wind up its business affairs and distribute its assets and the proceeds thereof among its stockholders as they may severally be entitled to receive the same as aforesaid.

(5) The corporation upon vote of the persons then holding three-fourths of the issued and outstanding voting stock of the corporation may amend its By-Laws or apply for and accept amendments to its Certificate of Incorporation for Charter.

VIII.

The names and addresses of the incorporators are as follows:

NAME	ADDRESS	NUMBER OF SHARES SUBSCRIBED
Dan McKenzie	Route 1, Box 59 Troy, Idaho 83871	1 - Class A
Daniel L. McKenzie	Route 1, Box 59A Troy, Idaho 83871	1 - Class A
Darlene McKenzie	Route 1, Box 59 Troy, Idaho 83871	1 - Class A

IX.

The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be reserved to the shareholders. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members, or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the

director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefor in any form.

X.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

XI.

1. The number of directors constituting the initial Board of Directors of the Corporation is three.
2. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:

NAME	ADDRESS
Dan McKenzie	Route 1, Box 59, Troy, Idaho 83871
Daniel L. McKenzie	Route 1, Box 59A, Troy, Idaho 83871
Darlene McKenzie	Route 1, Box 59, Troy, Idaho 83871

XII.

This Corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owned shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or the party, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 11th day of ~~April~~ ^{July}, 1974.


Dan McKenzie

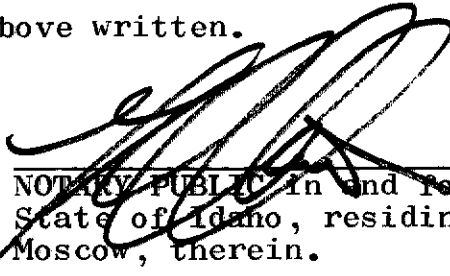

Daniel L. McKenzie


Darlene McKenzie

STATE OF IDAHO)
) ss.
County of Latah)

On this 11th day of ^{July}~~April~~, 1974, personally appeared before me, the undersigned, a Notary Public in and for said State, DAN MCKENZIE, DANIEL L. MCKENZIE and DARLENE MCKENZIE, parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.


NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow, therein.