

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CATUNDRA CATTLE COMPANY, 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 the above named 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 24, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Valerie Flint*

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ARTICLES OF INCORPORATION

OF

CATUNDRA CATTLE COMPANY, INC.

The undersigned persons, in order to form a corporation pursuant to the General Business Corporations Act of the State of Idaho, certify:

ARTICLE I.

The name of this Corporation is: Catundra Cattle Company, Inc.

ARTICLE II.

The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III.

The purposes and objects for which this Corporation are formed, and the general powers which this Corporation may exercise are:

- (a) To carry on and conduct the business of growing, shipping, and processing livestock and related business activities; and
- (b) To transact any and all lawful business for which a corporation may be incorporated in the State of Idaho under the General Business Corporations Act, and to exercise all such corporate powers provided by said Act.

ARTICLE IV.

Section 1. This Corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock which this Corporation shall be authorized to issue is 1,000 shares of no par value stock.

Section 2. The common stock of this Corporation shall be non-assessable; and the private property of the shareholders in this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE V.

Section 1. The location and post office address of the initial registered office of this Corporation in the State of Idaho shall be Route 4 Box 178, Buhl, Idaho 83316.

Section 2. The registered agent of this Corporation at this address shall be Stuart A. Wengreen.

ARTICLE VI.

Section 1. The number of directors constituting the initial Board of Directors shall be four (4).

Section 2. The names and addresses of each of the initial Directors are as follows, to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify:

<u>NAME</u>	<u>ADDRESS</u>
1. Kenneth R. Ashley	712 Hiawatha Way, Twin Falls, Idaho
2. Cathy L. Ashley	712 Hiawatha Way, Twin Falls, Idaho
3. Stuart A. Wengreen	Route 4 Box 178, Buhl, Idaho
4. Brenda R. Wengreen	Route 4 Box 178, Buhl, Idaho

ARTICLE VII.

The names and post office addresses of each of the incorporators of this Corporation and the number of shares of common stock subscribed by each of these incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
1. Kenneth R. Ashley	712 Hiawatha Way, Twin Falls, ID.	250
2. Cathy L. Ashley	712 Hiawatha Way, Twin Falls, ID.	250
3. Stuart A. Wengreen	Route 4 Box 178, Buhl, ID.	499
4. Brenda R. Wengreen	Route 4 Box 178, Buhl, ID.	1

ARTICLE VIII.

Section 1. The activities and affairs of the Corporation shall be

managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be as stated in Article VI or as altered from time to time by or in the manner provided in the By-Laws. The Board of Directors shall be elected by the shareholders at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office for such term as the By-Laws may provide or until their successors are respectively elected and qualified. The By-Laws shall specify the number of Directors necessary to constitute a quorum and the qualifications necessary to be a Director. The Corporation or Board of Directors may elect such officers as the By-Laws may specify, who shall, subject to the provisions contained herein, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of this Corporation. The officers of the Corporation shall comprise the Executive Committee, which, to the extent provided in the By-Laws, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation. The By-Laws shall specify the number of shareholders of this Corporation necessary to constitute a quorum at any regular or special meeting.

Section 2. A member of the Board of Directors of this Corporation or an officer of this Corporation shall not be required to be a holder of any of the shares of common stock of this Corporation.

ARTICLE IX.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statutes, and all rights conferred upon members herein are granted subject to this reservation.

ARTICLE X.

The personal liability of a director to the Corporation and its

stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the extent permitted by the Idaho General Business Corporations Act.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 21st day of July, 1992.


KENNETH E. ASHLEY


CATHY L. ASHLEY
C.A.

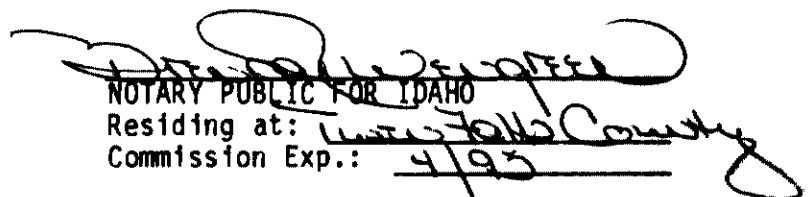

STUART A. WENGREEN


BRENDA R. WENGREEN

STATE OF IDAHO)
County of Twin Falls) ss.

On this 21 day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH E. ASHLEY, known 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 in this instrument first above written.


NOTARY PUBLIC FOR IDAHO
Residing at: Twin Falls, Idaho
Commission Exp.: 4/93

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21 day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared CATHY A. ASHLEY, known 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 in this instrument first above written.


NOTARY PUBLIC FOR IDAHO

Residing at: Twin Falls County
Commission Exp.: 4/93

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared STUART A. WENGREEN, known 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 in this instrument first above written.


NOTARY PUBLIC FOR IDAHO

Residing at: Bonley
Commission Exp.: 3-18-93

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared BRENDA R. WENGREEN, known 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 in this instrument first above written.


NOTARY PUBLIC FOR IDAHO

Residing at: Bonley
Commission Exp.: 3-18-93