

FILED

FEB - 1 AM 10:37  
STATE  
IDAHO

ARTICLES OF INCORPORATION  
OF  
DOUBLE RIDGE FARMS INC.

IDAHO SECRETARY OF STATE  
01/19/1999 09:00  
EX: 9544 CT: 73733 IN: 183788  
10:09  
CORP # 2  
EXPEDITE C # 3

KNOW ALL MEN BY THESE PRESENTS that PATRICK SMITH and ANNETTE SMITH, husband and wife, each being of the age of eighteen (18) years or more, do hereby form a business corporation under the laws of the State of Idaho and do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of this Corporation shall be DOUBLE RIDGE FARMS INC.

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ARTICLE II

Corporate Duration

The period of duration of this Corporation shall be perpetual.

C127586

ARTICLE III

Corporate Purposes

This Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated, under the provisions of Title 30, Chapter 1, Idaho Code.

ARTICLE IV

Stock

Section 4.01 Authorized Shares. The aggregate number of shares of stock authorized and which may be issued by this Corporation is fifty thousand (50,000) shares of stock of the par value of One and no/100 (\$1.00) Dollar per share.

Section 4.02 Preemptive Rights. The shareholders of this Corporation shall have the preemptive right to acquire additional shares of stock of this Corporation.

Section 4.03 Restriction on Transfer of Stock. No shareholder shall transfer, assign, sell, pledge, hypothecate, or otherwise dispose of the shares of stock of this Corporation or the certificates of stock representing the same, or of any interest therein, without first complying with such

conditions and restrictions as may be established in the Bylaws of this Corporation and, if a Stock Purchase Agreement between this Corporation and its shareholders is then in effect, complying with such additional conditions and restrictions as may be provided therein.

## ARTICLE V

### Directors

Section 5.01 Number of Directors. The number of directors of this Corporation shall be fixed by the Bylaws of this Corporation; provided, however, that the number of directors shall not be less than the number required by statute.

Section 5.02 Initial Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation is two (2), and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders of this Corporation or until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Patrick Smith	1391 Highway 99 Kendrick, ID 83537
Annette Smith	1391 Highway 99 Kendrick, ID 83537

Section 5.03 Powers of Directors. The business, affairs and powers of this Corporation shall be managed by or under authority of the Board of Directors. In the management and control of the business and affairs of this Corporation, the Board of Directors is hereby vested with all of the powers possessed by this Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State in which this Corporation is incorporated. The power to alter, amend, or repeal the Bylaws of this Corporation, or to adopt new Bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to alter, amend, or repeal any Bylaw so adopted.

Section 5.04 Limitation on Liability. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Conduct violating I.C. 30-1-833 (which involves certain distributions by the Corporation); or
- (c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

## ARTICLE VI

### Registered Office and Agent

The address of the initial registered office of this Corporation is 1391 Highway 99, Kendrick, Idaho 83537, and the name of the initial registered agent of this Corporation at such address is Patrick Smith.

## ARTICLE VII

### Incorporators

The names and addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Patrick Smith	1391 Highway 99 Kendrick, ID 83537

Annette Smith

1391 Highway 99  
Kendrick, ID 83537

## ARTICLE VIII

### Ratification by Shareholders

Any contract, transaction, or act of this Corporation or of the directors or of any officer of this Corporation which shall be ratified by a majority of a quorum of the shareholders of this Corporation at any meeting of shareholders shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of this Corporation.

## ARTICLE IX

### Indemnification

The Corporation shall indemnify and advance expenses to its directors, officers, agents, and employees as follows:

1. Directors and Officers. The Corporation shall indemnify its directors and officers to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of: (a) acts or omissions of the director and officer finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director and officer finally adjudged to be in violation of I.C. 30-1-833, or (c) any transaction with respect to which it was finally adjudged that such director and officer personally received a benefit in money, property, or services to which the director was not legally entitled.

It shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

## ARTICLE X

### Majority Shareholder Approval

If a vote of the shareholders is required to authorize any of the following matters, such matters need be approved only by a majority of all votes of each voting group entitled to be cast on the matter:

- 1) Amendment to Articles of Incorporation.
- 2) Plan of Merger or Plan of Share Exchange.

3) Sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation, other than in the usual and regular course of business.

4) Proposal to dissolve the Corporation.

#### ARTICLE XI

##### Amendment

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by law. All rights of the shareholders in this Corporation are granted subject to this reservation.

#### ARTICLE XII

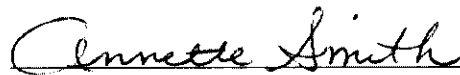
##### Consent to Serve as Registered Agent

By signature hereto affixed, Patrick Smith hereby consents to serve as registered agent, in the State of Idaho, for this Corporation, and understands that as agent for this Corporation, it will be the responsibility of said agent to receive service of process in the name of this Corporation; to forward all mail to this Corporation; and to immediately notify the office of the Secretary of State in the event of the resignation of said agent, or of any change in the registered office address of this Corporation.

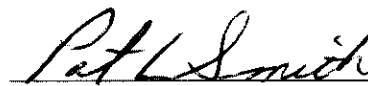
IN WITNESS WHEREOF, the incorporators and the registered agent hereinabove named have hereunto set their hands in duplicate this 17 day of January, 1999.



Patrick Smith, Incorporator



Annette Smith, Incorporator



Patrick Smith, Registered Agent