



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

LINDSLEY FARMS, INC.

was filed in the office of the Secretary of State on the 17th day of December A.D., One Thousand Nine Hundred Seventy-six 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 30-108, 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 Grangeville in the County of Idaho

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 17th day of December, A.D., 1976 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

LINDSLEY FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, SAMUEL E. LINDSLEY, THOMAS S. LINDSLEY, and MURIEL J. LINDSLEY, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purposes of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be LINDSLEY FARMS, INC.

II.

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

III.

The location of the registered office of this corporation shall be 113 E. Main, Grangeville, County of Idaho, State of Idaho, and the address of the registered office of this corporation shall be Grangeville, Idaho.

IV.

The nature of the business and the objects and purposes of this corporation shall be:

To carry on the general business of farming; to raise, produce, buy, grow or otherwise acquire, hold, handle, mortgage, sell, hypothecate, or otherwise dispose of farm products; to seed, cultivate, raise, clear, eradicate weeds, harvest, and do everything else necessary to farm land; to buy, hold, handle, mortgage and sell farm equipment and machinery; to do everything to operate, run, sell, buy, mortgage and acquire both real and personal property for the conduct of a general farming business.

To carry on the general business of farming and the general livestock business; to raise, produce, buy, grow or otherwise acquire, hold, handle, mortgage, sell, hypothecate or otherwise dispose of livestock and products of livestock, including dairy products and to deal and traffic generally therein; to do everything necessary to run, sell, buy, mortgage and acquire cattle and range lands.

To buy, sell, raise, breed, race and show horses of all kinds, breeds and types; to maintain, build or lease all types of buildings, paddocks, and exercise areas and tracks to effectuate the general purposes thereof; to purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, to manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings, structures, and improvements, of every kind and nature whatsoever; also, to buy or otherwise acquire real estate, and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property and to erect and cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in the corporation; to conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; in general, to conduct a general building and construction business and a general real estate business.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other

businesses, works, enterprises, undertakings and operations.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by, any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the corporation's shares of stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

In the purchase or acquisition of property, business, rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limits as to amount, incur debts, and to raise, borrow, and secure the payment or money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

The said corporation may perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States.

To do each and everything necessary, suitable, useful or advisable for the accomplishment or any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

To do each and all things set forth herein to the same extent and as fully as natural persons might or could do in the State of Idaho, and in any other state, country or place.

To purchase, hold, sell, and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided, further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, Districts, territories, dependencies, possessions or colonies of the United States.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

In general, to carry on any other business to connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Idaho upon corporations.

V.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the Board of Directors, in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors decrees expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VI.

The capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00), Divided into FIVE THOUSAND

(5,000) shares of stock at the par value of TEN DOLLARS (\$10.00) each. No distinction shall exist between the shares of this corporation and all such shares shall be the same rights in the corporation.

VII.

All or any portion of the captial stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right, or thing acquired in exchange for capital stock.

VIII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

IX.

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

X.


The name and postoffice address of each of the incorporations and a statement of the number of shares subscribed for by each, is as follows:


NAME	ADDRESS	NO. OF SHARES	AMOUNT
SAMUEL E. LINDSLEY	327 N. Meadow, Grangeville, Idaho	1	\$10.00
THOMAS S. LINDSLEY	120 E. S. 5th, Grangeville, Idaho	1	\$10.00
MURIEL J. LINDSLEY	327 N. Meadow, Grangeville, Idaho	1	\$10.00

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this certificate of incor-

poration in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectfully agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals in the day and year in the certificate below written.


SAMUEL E. LINDSLEY


THOMAS S. LINDSLEY

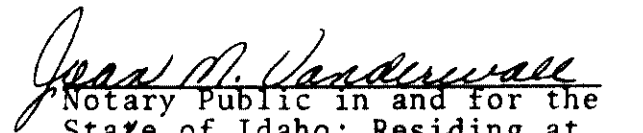

MURIEL J. LINDSLEY

STATE OF IDAHO)
 ss.
County of Idaho)

On this 30th day of November, 1976, before me, the undersigned Notary Public in and for said county and state, personally appeared SAMUEL E. LINDSLEY, THOMAS S. LINDSLEY and MURIEL J. LINDSLEY, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

(SEAL)


Notary Public in and for the
State of Idaho; Residing at
Grangeville, therein

No. 54704

**Articles of Incorporation
of**

LINDSLEY FARMS, INC.

Place of business Grangeville, Idaho
Existence Perpetual
Capital Stock \$50,000.00

**STATE OF IDAHO
Department of State
Boise, Idaho**

Approved, filed and admitted to the
records of articles of incorporation
of the State of Idaho and certificate
issued this 17th
day of December 1976
at 8:30 o'clock A. M.

FEES PAID

Filing	\$ <u>40.00</u>
Recording	<u>2.80</u>
Cert. Copy	<u>6.00</u>
Certificate	<u>37.50</u>
License Tax	<u> </u>

TOTAL \$ 86.30

Pete T. Cenarrusa

SECRETARY OF STATE

BY

Ann Fisk

CORPORATION CLERK

Filed by William J. Dee
P.O. Box 128
Grangeville, Idaho

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