

ARTICLES OF INCORPORATION

OF

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**FILED**

D & S SUPPLY, INC.

STATE OF IDAHO

WE, THE UNDERSIGNED, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

FIRST

The name of the corporation is and shall be D & S SUPPLY, INC.

SECOND

The purposes of the corporation are as follows:

To buy and sell, export, import, lease, exchange and generally deal in real and personal property of every class and description.

To engage in the business of acquiring and distributing bulk agricultural supplies, including fertilizer, fuel and seed and any other activity that is allowed by law.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trace, deal in and with goods, wares and merchandise.

To act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as for and on behalf of another, or otherwise for or on behalf of another.

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To manufacture, repair, replace or otherwise acquire, alter or repair merchandise of every class, nature and

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description, whether as principal or agent, whether now known or hereafter to be discovered or invented.

To deal in stocks, bonds, or other securities, investments, including the purchase and sale of the same, and in particular to purchase and sell, deal in or trade stocks issued by this corporation, and to acquire its own stock in such manner and upon such terms and conditions as the Board of Directors may determine to be in the best interests of the corporation.

To purchase, lease, mortgage, deal in or with all and every class and kind of real estate.

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

To likewise do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms or individuals, and to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any

subdivision or district thereof, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location and Post Office address of the registered office of the corporation in the State of Idaho is 1099 North 400 West, Rupert, ID 83350. The name of the Registered Agent is Dean F. Stevenson, whose address is 575 West 600 North, Rupert, ID 83350.

FIFTH

The total authorized number of shares is 10,000. The stock of the corporation is of but one class: Common. Shares are non-assessable by or on behalf of the corporation.

SIXTH

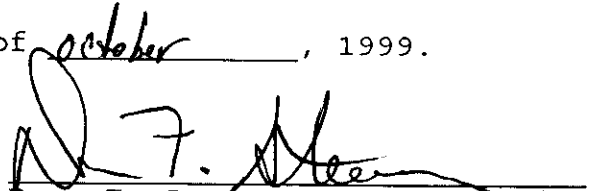
The names and Post Office addresses of the incorporators and initial directors of the corporation, and the number of shares of stock subscribed by each are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Dean F. Stevenson	575 West 600 North Rupert, ID 83350	500
Scott A. Stevenson	949 West 900 North Paul, ID 83347	500

SEVENTH

The power to repeal and amend By-Laws and adopt new By-Laws shall rest with the Board of Directors by a majority vote of the Directors.

IN WITNESS WHEREOF, the incorporators above named have signed their names this 28<sup>th</sup> day of October, 1999.

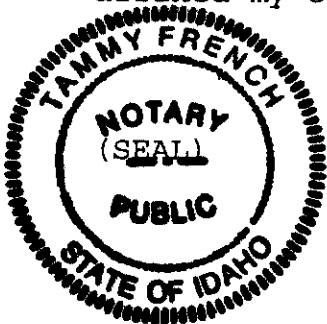
  
Dean F. Stevenson

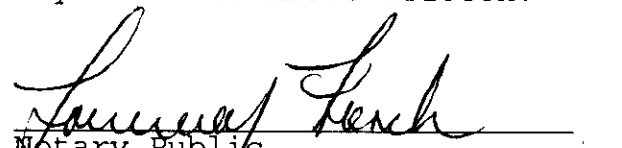
  
Scott A. Stevenson

STATE OF IDAHO                    )  
  ) ss.  
County of Minidoka                )

On this 28<sup>th</sup> day of October, 1999, before me the undersigned Notary Public in and for said State, personally appeared Dean F. Stevenson and Scott A. Stevenson, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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



  
Notary Public  
Residing at Rupert, Idaho  
My Commission Expires: 5-24-2001