

98241

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CLARK FARMS, 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: April 15, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl DeVries

RECEIVED
SEC. OF STATE

**ARTICLES OF INCORPORATION
OF
CLARK FARMS, INC.**

RECEIVED
SEC. OF STATE

92 APR 15 AM 8 30

92 APR 8 AM 10 37

We, the undersigned, being natural persons of full age, and citizens of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

**ARTICLE ONE
NAME OF CORPORATION**

The name of the corporation is CLARK FARMS, INC.

**ARTICLE TWO
PURPOSE OF INCORPORATION**

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the corporation are to farm and ranch, to sell and market farm produce and livestock; to be engaged in trucking of farm produce and livestock; to buy and sell farm and related equipment; to be engaged in other related business.

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

**ARTICLE THREE
DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of the corporation shall be Leland E. Clark, and the initial registered office shall be located at 102 S 5, Ashton, ID 83420

**ARTICLE FIVE
STOCK**

The total number of par value shares which the corporation shall have authority to issue is 5000 shares each having a par value of \$100.00. The aggregate par value of the

total authorized number of par value shares is \$500,000. There are no authorized shares without par value.

The stock of the corporation is divided into 5,000 shares of a single class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

ARTICLE SIX BOARD OF DIRECTORS & BY LAWS

The corporation shall have the power to established a Board of Directors and adopt appropriate By-Laws of the corporation. The Board of Directors shall have the authority to amend the By-Laws of the corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval of two-thirds (2/3) of the shareholders in the corporation. Each member of the Board of Directors need not be a shareholder of the corporation.

The original members of the Board of Directors who shall serve until the first regular meeting of the shareholders or until his successor shall qualify is:

Leland E. Clark, President
Stanley M. Clark, Director
David O. Clark, Secretary/Treasurer
Stanley Frank Clark, Vice-President

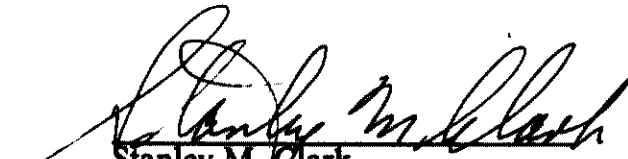
ARTICLE SEVEN INCORPORATION


The name and address of the incorporators are:

Leland E. Clark, President 454 N. 3400 E., Ashton, ID
Stanley M. Clark, Director 450 N. 3425 E.; Ashton, ID
David O. Clark, Secretary/Treasurer 102 S. 5; Ashton, ID
Stanley Frank Clark, Vice-President 450 N. 3425 E; Ashton, ID

Executed in duplicate this 2nd day of April,
1992.


Leland E. Clark
Incorporator

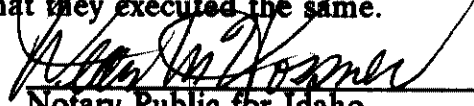

Stanley M. Clark
Incorporator


David O. Clark
Incorporator


Stanley Frank Clark
Incorporator

STATE OF IDAHO)
COUNTY OF ~~FRANKLIN~~ ^{FRANCIS} ss)

On this 2nd day of April, 1992, before me, a Notary Public in and for said State, personally appeared Leland E. Clark, Stanley M. Clark, David O. Clark and Stanley Frank Clark known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


Notary Public for Idaho
Residing at: Ashton
My Commission Expires: 4-1-94