



CERTIFICATE OF INCORPORATION  
OF

TRI-X ALCOHOL COMPANY, INC.

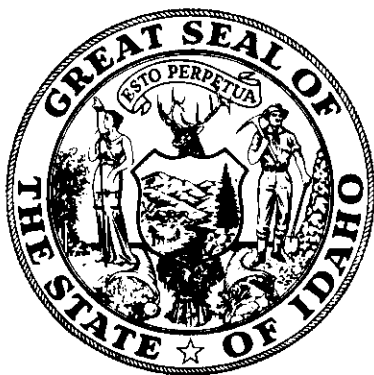
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

TRI-X ALCOHOL COMPANY, INC.

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 1 \_\_\_\_\_, 19 30 \_\_\_\_\_.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

TRI-X ALCOHOL COMPANY, INC.

WE, THE UNDERSIGNED, being two (2) natural persons of full age, all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under the laws of the state of Idaho, and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

TRI-X ALCOHOL COMPANY, INC.

ARTICLE II

The purposes and objectives of the corporation are:

(a) To establish, operate and otherwise conduct and engage in the general business of the manufacture and production of alcohol through a distillation of grain, grain products, and any and all other material from which alcohol may be distilled or otherwise manufactured, without specific specialization as to any particular grain, grain product, or other material, or by any particular method of distillation or manufacture of alcohol, together with related or connected advertising, promotion or sales of any and all goods and services as may be necessary parts to said business or incidental thereto;

(b) To acquire, own, manufacture, sell, convey, operate, rent, mortgage, pledge, lease and otherwise dispose of and deal in and with real and personal property, and services, of every nature and kind whatsoever, and any interest therein, including shares of stock of this and other corporations, so long as permitted by law to general business corporations organized and existing under the laws of the state of Idaho, as the same may be amended from time to time;

(c) To exercise all of the powers, and do all of the acts and things permitted to general business corporations for profit, to the maximum extent permitted or authorized by the laws of the state of Idaho now in effect, or as the same may be hereafter amended from time to time.

### ARTICLE III

The duration of this corporation is perpetual.

### ARTICLE IV

The total authorized capital of this corporation shall be One Hundred Thousand and No/100 Dollars (\$100,000.00) and the total authorized number of shares shall be One Thousand (1,000) shares of the par value of One Hundred and No/100 Dollars (\$100.00) per share. There are no pre-emptive rights.

### ARTICLE V

The stock of this corporation shall be of only one class, to be known as common stock, and each share shall have full voting rights in accordance with the laws of the state of Idaho.

### ARTICLE VI

The location and post office of the registered office of this corporation is 380 West State Street, Eagle, Idaho 83616.

*Clarence D. Scuter - Registered Agent*

### ARTICLE VII

The Board of Directors of this corporation shall consist of such number, not less than seven (7), as shall from time to time be fixed by the Bylaws of the corporation and vacancies upon said Board of Directors, including vacancies resulting from amendments to the Bylaws increasing the number of directors, may be filled until the next succeeding Annual Meeting of Shareholders by the vote of a simple majority of the directors holding office at the time of said vote. In addition to all of the powers and duties provided by law, the Board of Directors is expressly authorized and empowered:

- (a) To make, alter, amend and repeal the Bylaws, subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors;
- (b) To issue the common stock of the corporation from time to time in such amounts and for such consideration as it shall in its discretion deem in the best interests of the corporation; provided, that in no event shall such consideration be less than \$100.00 per share. Any consideration received for shares in excess of \$100.00 per share may be allocated by the Board of Directors of the

corporation, on the books of the corporation, to the Capital Stock Account or the Paid-In Surplus Account, or partly to each such account, as the Board shall from time to time determine;

- (c) To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage as security therefor, any real or personal property of the corporation, including after-acquired property;
- (d) To determine whether any, and if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to determine and direct other use and disposition of any such earned surplus;
- (e) To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;
- (f) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two (2) or more directors, which, to the extent permitted by law and authorized by the resolution or by Bylaws, shall have and exercise the powers of the Board;
- (g) To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid;
- (h) In addition to the powers and authority hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject nevertheless, to the provisions of the laws of the state of Idaho, of these Articles of Incorporation, and the Bylaws of the corporation.

#### ARTICLE VIII

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. Except as otherwise provided by law, more than one office may be

held by the same person. The duties and qualifications of the officers shall be prescribed in the Bylaws; provided, the President must also be a member of the Board of Directors.

#### ARTICLE IX

The incorporators and subscribers of this corporation shall adopt Bylaws at their first meeting, and such Bylaws so adopted may thereafter be amended by the shareholders as provided by law; further, the Board of Directors is expressly authorized to repeal and amend the Bylaws and to adopt new Bylaws from time to time.

#### ARTICLE X

The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations, and the shares of the corporation shall not be subject to assessment.

#### ARTICLE XI

No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity, shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interest director or directors is, or was necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the director's interest, be submitted for the approval or ratification of the stockholders.

#### ARTICLE XII

The names and post office addresses of each of the incorporators, are:

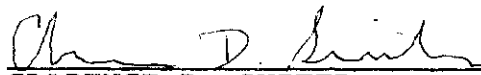
Clarence D. Suiter, Route 1, Eagle, ID 83616  
Bruce A. Healy, 1790 West State, Boise, ID

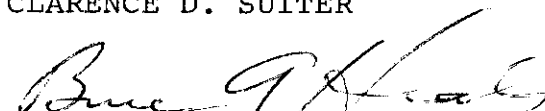
ARTICLE XIII

The names and addresses of the first Board of Directors are:

Clarence D. Suiter, Route 1, Eagle, ID 83616  
Nancy I. Suiter, Route 1, Eagle, ID 83616  
Bruce A. Healy, 1790 West State, Boise, ID  
Leslie Fifer, 1790 West State, Boise, ID  
W. Andrew Jean, 22821 N. 81st St., Peoria, AZ 85345  
Norma Jean, 22821 N. 81st St., Peoria, AZ 85345  
Lillian M. Jones, 8395 Midland, Boise, ID 83704

IN WITNESS WHEREOF, the undersigned incorporators of TRI-X ALCOHOL COMPANY, INC., have set their hands, this 25<sup>th</sup> day of June, 1980.

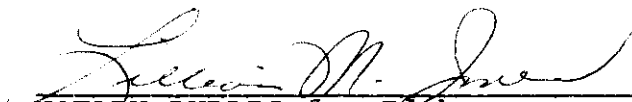
  
CLARENCE D. SUITER

  
BRUCE A. HEALY

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 25<sup>th</sup> day of June, 1980, before me, the undersigned, a Notary Public in and for said county and state, personally appeared CLARENCE D. SUITER and BRUCE A. HEALY, known to me to be the persons whose names are subscribed to the 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 the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho