



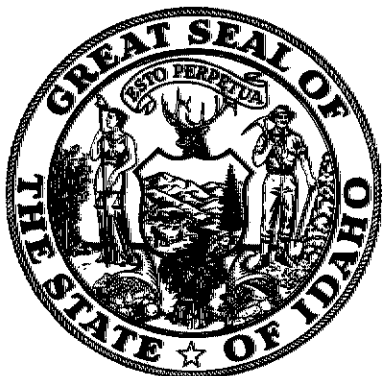
**CERTIFICATE OF INCORPORATION  
OF**

**BARNES' CELLAR CONSTRUCTION, 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: July 13, 1987



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Sandra M. Hawley*

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SEC. OF STATE  
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ARTICLES OF INCORPORATION  
OF  
BARNES' CELLAR CONSTRUCTION, INC.

The undersigned, acting as incorporator(s) of a corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be Barnes' Cellar Construction, Inc.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

- (1) The construction and repair of potato cellars and the sale of poles and logs and other transactions related to cellar construction.
- (2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 133 North Jefferson, Menan, Idaho, 83434. The name of the registered agent is Monte Raymond Barnes, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 100,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

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

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

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<u>NAME</u>	<u>ADDRESS</u>	<u>AMT. OF STOCK SUBSCRIBED</u>
Monte Raymond Barnes	P. O. Box 99 Menan, Idaho 83434	One (1)
Kitty Barnes	P. O. Box 99 Menan, Idaho 83434	One (1)

ARTICLE IX

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Monte Raymond Barnes	P. O. Box 99 Menan, Idaho 83434
Kitty Barnes	P. O. Box 99 Menan, Idaho 83434

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals this 10<sup>th</sup> day of July, 1987.

BARNES' CELLAR CONSTRUCTION, INC.

Monte Raymond Barnes  
Monte Raymond Barnes

Kitty Barnes  
Kitty Barnes


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STATE OF IDAHO            )  
                                  ) ss  
County of Jefferson )

On this 10<sup>th</sup> day of July, 1987, before me, the undersigned, a Notary Public in and for said state, personally appeared Monte Raymond Barnes and Kitty Barnes, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, 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 acknowledgement first above written.

(seal)

  
Notary Public for Idaho  
Residing at Rigby, Idaho  
Commission Expires: 7/3/93