



**CERTIFICATE OF INCORPORATION
OF**

FEED SUPPLY, 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: September 21, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zepala

ARTICLES OF INCORPORATION

OF

FEED SUPPLY, INC.

SEP 21 8 31 AM '89
SECRETARY OF STATE

We, the undersigned natural persons of the age of twenty-one (21) years or more, having this day voluntarily associated ourselves together acting as incorporators for the purpose of forming a corporation pursuant to the laws of the State of Idaho, do adopt the following articles of incorporation for such corporation.

ARTICLE I

NAME AND DURATION

The name of the corporation shall be FEED SUPPLY, INC. and its duration shall be perpetual.

ARTICLE II

PURPOSE

The principal purpose for which the corporation is organized is to engage parimarily in the business of operating a livestock feedmill and grain storage facility, including the marketing of various animal feedstuffs, supplements, and commodities. The corporation shall further be authorized to acquire, manage, mortgage, pledge or otherwise deal in real or personal property, to participate in general or limited partnerships to establish and franchise other similar businesses, and to carry on such other business as may be necessary, convenient, or desirable and to engage in all other activities and businesses not prohibited by law.

ARTICLE III

CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is 50,000 shares of common stock having a par value of \$1.00 each for a total capitalization of \$50,000.00. When finally paid, such stock shall be voting, nonassessable and not subject to call.

The corporation shall have the power to adopt by appropriate by-law a provision or provisions restricting the sale or transfer of shares of stock, provided the same shall be in accordance with applicable law, and this restriction on the right of each stockholder to sell his stock, if any is made, shall be shown on the stock certificate at the time it is issued, or if issued prior thereto, at the time said restriction is adopted. Provided, however, the authority contained in this article shall not be construed to contravene preemptive rights granted by law.

ARTICLE IV

COMMENCING BUSINESS

The corporation shall not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE V

MANAGEMENT OF CORPORATION

The regulation of the internal affairs and the activities and duties of the officers and directors are set forth in the by-laws. The by-laws may be adopted, amended or repealed by a

majority vote of the directors voting at a meeting attended by a majority of the directors or by a majority vote of the shareholders voting at a shareholders' meeting.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 135 North 10th Street, Montpelier, Idaho 83254. The name of the initial registered agent is STEPHAN PORTELA.

ARTICLE VII

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be not less than three (3), nor more than nine (9), as established from time to time by the by-laws of the corporation; provided, however, that the initial board of directors shall consist of five (5) directors, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
VAN NESS WALLENTINE	142 West 400 South Logan, Utah 84321
LAMAR CLEMENTS	5695 North Highway 23 Cache Junction, Utah 84304
GLENN STOCK	1274 Goddard Avenue Ogden, Utah
DOYLE PORTELA	670 Webster Street Montpelier, Idaho 83254
STEPHAN PORTELA	644 Grant Street Montpelier, Idaho 83254

ARTICLE VIII

INCORPORATORS

The name and address of each incorporator is:

NAME

ADDRESS

LAMAR CLEMENTS

5695 North Highway 23
Cache Junction, Utah 84304

MARK CLEMENTS

1192 North 120 West
Logan, Utah 84321

DALE G. SILER

175 East 100 North
Logan, Utah 84321

DATED:

September 20, 1989



LAMAR CLEMENTS



MARK CLEMENTS



DALE G. SILER

STATE OF UTAH)
 : ss.
County of Cache)

I, a notary public, hereby certify that on the 30th day of September, 1989, personally appeared before me LAMAR CLEMENTS, MARK CLEMENTS, and DALE G. SILER, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 20th day of September, 1989.

Glenn L. Petersen
NOTARY PUBLIC

Residing At: Newton, Utah

My Commission Expires:

January 14, 1991