



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO TRANSPLANT CENTER, 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 _____

IDAHO TRANSPLANT CENTER, 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 May 9, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

MAY 3 11 3 33

ARTICLES OF INCORPORATION
OF
IDAHO TRANSPLANT CENTER, INC.

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

FIRST: The name of the corporation is IDAHO TRANSPLANT CENTER, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are for cattle embryo transplants, cattle breeding, the buying, selling, feeding, and dealing in cattle and all forms of livestock, and any and all related purposes, and for transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 25,000 shares; the aggregate par value of the total authorized number of par value shares is \$25,000.00.

FIFTH: In case a stockholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

SIXTH: The address of the initial registered office of the corporation is: Route #8, Box 468, Caldwell, Idaho, 83605, and the name of its initial registered agent at such address is: Richard A. LaPointe.

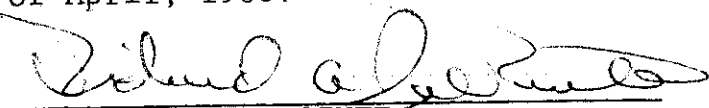
SEVENTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

<u>NAME:</u>	<u>ADDRESS:</u>
Richard A. LaPointe	Skyhill Road Harrison, Idaho 83833
A. H. Turner, Jr.	LaJolla Bank & Trust Bldg. Suite 555 1200 Prospects La Jolla, California
George Holzer	Route #8, Box 468 Caldwell, Idaho 83605

EIGHTH: The name and address of each incorporator is:

<u>NAME:</u>	<u>ADDRESS:</u>
Richard A. LaPointe	Skyhill Road Harrison, Idaho 83833
A. H. Turner, Jr.	LaJolla Bank & Trust Bldg. Suite 55 1200 Prospects LaJolla, California
George Holzer	Route #8, Box 468 Caldwell, Idaho 83605

DATED this 28th day of April, 1980.



RICHARD A. LAPOINTE



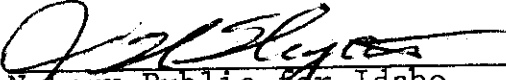
A. H. TURNER, JR.



GEORGE HOLZER

STATE OF IDAHO)
County of ~~Kootenai~~ ^{Ada}) ss.

On this 28th day of April, 1980, before me, the undersigned Notary Public in and for Idaho, personally appeared RICHARD A. LAPOINTE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.



Notary Public for Idaho
Residing at ~~Coeur d'Alene~~

Boise

STATE OF IDAHO)
County of ADA) ss.

On this 3rd day of MAY, 1980, before me, the undersigned Notary Public in and for Idaho, personally appeared A. H. TURNER, JR., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

J. Elshy
Notary Public for Idaho
Residing at Boise

Idaho
STATE OF ~~CALIFORNIA~~)
County of ADA) ss.

On this 3rd day of MAY, 1980, before me, the undersigned Notary Public in and for California, personally appeared GEORGE HOLZER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

J. Elshy
Notary Public for ~~California~~ Idaho
Residing at ADA - Boise