

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

E & M FARMS, INC.

was filed in the office of the Secretary of State on **April 5th**, 19 **78**
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Twin Falls, Idaho** in the county of **Twin Falls**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this **5th**
day of **April**, A.D., 19 **78**.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

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1 of all kinds, improved or unimproved, and any right or interest
2 therein. To purchase, breed, raise, produce, or otherwise
3 acquire, invest in, own, hold, use, mortgage, pledge, sell,
4 assign, transfer, or otherwise dispose of, trade, deal in and
5 deal with any and all kinds of animals and agricultural prod-
6 ucts, and manufacture, produce, purchase, or otherwise acquire,
7 invest in, own, mortgage, pledge, sell, assign, transfer, or
8 otherwise dispose of, deal in, and deal with any and all
9 articles or things manufactured, produced, resulting or derived
10 in whole or in part from animals or agricultural products of
11 any kind, whether to be used as food or in commerce, manufac-
12 ture, the sciences, the arts, or otherwise.

13 C. To manufacture, produce, buy, sell, trade and
14 deal in any and all types and kinds of goods, machinery, prod-
15 ucts, merchandise and personal property of every class and
16 description at wholesale or retail for and on the account of
17 the corporation or as manufacturer, broker, factor, or agent
18 for others.

19 D. To enter into, make, perform and carry out con-
20 tracts of every sort and kind with any person, firm or corpora-
21 tion or other legal entity and to acquire and take over the
22 good will, property, rights, franchises, options and assets of
23 every kind and the liabilities of any person, firm, associ-
24 ation, corporation or other legal entity either wholly or in
25 part, and to pay for the same in ~~cash~~, stocks, or bonds of the
26 corporation or otherwise.

27 E. To purchase or acquire property, business rights
28 or franchises or for any other object in or about its business
29 affairs, to incur debt and to borrow and secure the payment of
30 money in any lawful manner, including the issue and sale or
31 other disposition of bonds, debentures, notes or other evidence
32 of indebtedness, and to acquire by purchase, gift, or

1 otherwise, shares of its own corporate stock and cancel the
2 same or any part thereof, or hold all or any of such stock for
3 resale as treasury stock, or for the purpose of making stock
4 dividends to its shareholders and to restrict the transfer-
5 ability of its outstanding shares to the extent reasonably
6 necessary to protect the rights of the corporation and its
7 shareholders in any stock purchase, contracts, or options that
8 may be made between themselves or any of them.

9 F. To act as surety or creditor in any and all types
10 of engagement, including the power to execute, endorse and
11 deliver contracts and to guarantee the prompt and faithful
12 performance for payment of debts, notes, agreements, contracts
13 and undertakings of any other person, firm, partnership, or
14 corporation, and to act as accommodation co-maker or guarantor
15 on obligations either as primary or secondary obligor.

16 G. Without in any manner limiting any of the
17 objects, purposes or powers of the corporation, the business or
18 purposes of said corporation shall be from time to time to do
19 any one or more of all of the acts or things herein set forth.

20 H. The several subdivisions contained in this para-
21 graph of purposes shall be construed as both purposes and
22 powers and the enumeration thereof shall not be held to limit
23 or restrict in any manner the general powers, conferred on
24 business corporations by the laws of the State of Idaho, all of
25 which powers are hereby expressly claimed.

26 ARTICLE III.

27 Duration

28 Subject to dissolution in the manner provided by law,
29 the corporation shall be perpetual.

30 ARTICLE IV.

31 Registered Office

32 The registered office of said corporation in the

1 State of Idaho shall be located in Twin Falls, in the County of
2 Twin Falls; the post office address of the registered office of
3 said corporation in the State of Idaho, County of Twin Falls
4 shall be Post Office Box 1906, Twin Falls, Idaho 83301.

5 ARTICLE V.

6 Corporate Stock

7 A. The aggregate number of shares which the corpora-
8 tion shall have authority to issue is 25,000 of which 10,000
9 shares with a par value of \$1.00 per share shall be designated
10 "Class A Shares" and 15,000 shares with a par value of \$1.00
11 per share shall be designated "Class B Shares."

12 B. The relative rights, privileges, and limitations
13 of Class A Shares and Class B Shares shall be in all respects
14 identical, share for share, except the voting power for the
15 election of directors and for all other purposes shall be
16 vested exclusively in holders of the Class A Shares and, except
17 as otherwise required by law, the holders of the Class B Shares
18 shall not have any voting power or be entitled to receive any
19 notice of meetings of shareholder's.

20 C. Distributions of either Class A Shares or Class B
21 Shares may, in the discretion of the Board of Directors, be
22 made to the holders of either or both classes of shares.

23 ARTICLE VI.

24 Incorporators

25 The amount of capital stock of said corporation which
26 has been actually subscribed is four (4) shares and that the
27 following are the names and post office addresses of each of
28 the incorporators and the number of shares subscribed by each:

29 <u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u> <u>SUBSCRIBED</u>
30 Everett L. Norris	Route No. 1, Box 239 Hansen, Idaho 83334	1
31 Barbara B. Norris	Route No. 1, Box 239 Hansen, Idaho 83334	1

1 Marvin L. Norris

Route No. 1
Hansen, Idaho 83334

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3 Marcia K. Norris

Route No. 1
Hansen, Idaho 83334

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4 ARTICLE VII.

5 Management

6 A. The business of the corporation shall be managed
7 by its Board of Directors. The number of directors constitut-
8 ing the entire Board shall not be less than three; and subject
9 to such minimum may be increased or decreased from time to time
10 by amendment of the by-laws in a manner not prohibited by law.
11 Until so changed, the number shall be four.

12 B. The Incorporators listed in Article VI. above
13 shall serve as directors until the first annual meeting of
14 shareholders or until their successors are elected and qualify.

15 ARTICLE VIII.

16 By-Laws

17 The power to adopt, repeal and amend the By-Laws of
18 the corporation shall be in the stockholders and the By-Laws
19 may be amended, adopted, or repealed by a majority vote of the
20 stock issued and entitled to vote.

21 IN WITNESS WHEREOF, We have hereunto set our hands
22 this 4TH day of APRIL, 1978.

23 Everett L. Norris

24 Marvin L. Norris

25 Marcia K. Norris

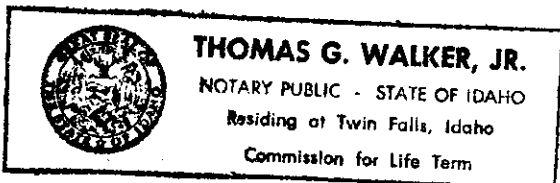
26 Richard L. Norris

29 STATE OF IDAHO)
30) ss.
31 County of Twin Falls)

32 On this 4TH day of APRIL, 1978, before me
the undersigned, a Notary Public in and for said County

1 State, personally appeared EVERETT L. NORRIS and BARBARA B.
2 NORRIS, husband and wife, known to me to be the persons whose
3 names are subscribed to the within instrument and acknowledged
4 to me that they executed the same.

5 IN WITNESS WHEREOF, I have hereunto set my hand and
6 affixed my official seal, the same day and year in this certi-
7 ficate first above written.

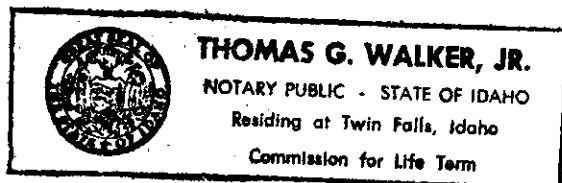


Thomas G. Walker Jr
10 NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho

11 STATE OF IDAHO)
12) ss.
County of Twin Falls)

13 On this 4th day of April, 1978, before me,
14 the undersigned, a Notary Public in and for said County and
15 State, personally appeared MARVIN L. NORRIS and MARCIA K.
16 NORRIS, husband and wife, known to me to be the persons whose
17 names are subscribed to the within instrument and acknowledged
18 to me that they executed the same.

19 IN WITNESS WHEREOF, I have hereunto set my hand and
20 affixed my official seal, the same day and year in this certi-
21 ficate first above written.



Thomas G. Walker Jr
24 NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho