



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

G. DAVID MCCLAIN, 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: March 4, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

C. DAVID McCLAIN, INC.

RECEIVED
SEC. OF STATE
91 MAR 4 PM 3 28

The undersigned, acting as incorporators of C. David McClain, Inc., a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is C. David McClain, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(A) To acquire farm property and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, vegetables, and all kinds of farm produce and products of the soil. In general, to conduct the business of farmers and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

(B) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the business.

(C) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements of property, real

ARTICLES OF INCORPORATION - 1

1 and personal, which may be requisite for the purposes or are
2 capable of being conveniently used in connection with any of the
3 objects of this corporation, and to enter into, make, perform and
4 carry out contracts of every sort and kind with any person, and to
5 acquire and take over the good will, property, rights, franchises
6 and assets of every kind and the liabilities of any person, firm,
7 association, or corporation, either wholly or in part, and to pay
8 for the same in cash, stocks or bonds of the corporation, or
9 otherwise.

10 (D) To transact any and all lawful business for which
11 corporations may be incorporated under the Idaho Business
12 Corporation Act.

13 FOURTH: The aggregate number of shares which the
14 corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	5,000 Shares	\$1.00	\$5,000.00

17 FIFTH: Provisions denying preemptive rights are: None.

18 SIXTH: Provisions for the regulation of the internal
19 affairs of the corporation are: As set forth in the Bylaws.

20 SEVENTH: The location and post office address of the
21 registered office of this corporation in the State of Idaho is
22 Route 4, 1850 East 4100 North, Buhl, Idaho, 83316, and the name
23 of the initial registered agent at such address is David McClain.

24 EIGHTH: The number of the directors constituting the
25 initial Board of Directors of the corporation is two (2). This

26 ARTICLES OF INCORPORATION - 2

number may be changed by the Bylaws of the corporation, 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>
C. David McClain, III	Rt. 4, 1850 E. 4100 N. Buhl, ID 83316
Pamela L. McClain	Rt. 4, 1850 E. 4100 N. Buhl, ID 83316

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
C. David McClain, III	Rt. 4, 1850 E. 4100 N. Buhl, ID 83316
Pamela L. McClain	Rt. 4, 1850 E. 4100 N. Buhl, ID 83316

DATED this 21st day of February, 1991.

C. DAVID McCLAIN, INC.

By 
C. DAVID McCLAIN, III, President

ATTEST:

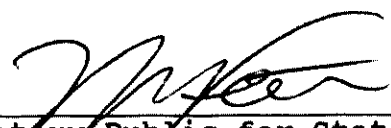

PAMELA L. McCLAIN, Secretary

ARTICLES OF INCORPORATION - 3

1 STATE OF IDAHO)
 : ss
2 County of Twin Falls)

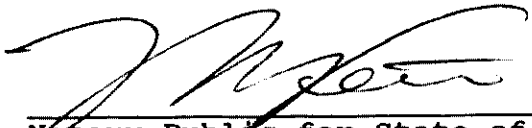
3 On this 21st day of February, 1991, before me, the
4 undersigned, a Notary Public in and for said County and State,
5 personally appeared C. DAVID McCLAIN, III and PAMELA L. McCLAIN,
6 known or identified to me to be the persons whose names are
7 subscribed to the foregoing instrument as President and Secretary
8 of C. David McClain, Inc., and acknowledged to me that they
9 executed the same.

10 IN WITNESS WHEREOF, I have hereunto set my hand and
11 affixed my official seal the day and year last above written.

12
13 
14 Notary Public for State of Idaho
15 Residing at Buhl, Idaho
16 My Commission Expires: 9-29-92

17 STATE OF IDAHO)
 : ss
18 County of Twin Falls)

19 I, a Notary Public, do hereby certify that on this 21st
20 day of February, 1991, personally appeared before me C. DAVID
21 McCLAIN, III, who, being by me first duly sworn, declared that he
22 is the President of C. David McClain, Inc., that he signed the
23 foregoing document as President of the corporation, and that the
24 statements therein contained are true.

25
26 
Notary Public for State of Idaho
Residing at Buhl, Idaho
My Commission Expires: 9-29-92

ARTICLES OF INCORPORATION - 4