



Department of State

**CERTIFICATE OF INCORPORATION
OF**

M.E.L., 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 _____

M.E.L., 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 _____ June 23 _____, 19 80 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

M.E.L., 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 M.E.L., Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To hold agricultural equipment, inclusive of but not limited to farm machinery, irrigation equipment, motor vehicles and dairy equipment for the purpose of leasing all such assets to farm operators, dairy operators, cattle feeders and all such business operators for profit.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is a total of 500 shares having no par value, which shares shall be divided into two classes of shares, 300 shares common and 200 shares preferred. The common shares shall have all rights and powers pertaining to common shares pursuant to the General Corporation Code of the State of Idaho. The preferred shares shall have the following rights:

(4.1) Six per cent dividend preference, non-cummulative;

(4.2) A redemption price either upon redemption or liquidation in the amount of \$104,304.13 or a pro-rated portion thereof in the event of partial redemption or liquidation, which amount shall be paid upon the dissolution, voluntary or involuntary, of the corporation or in the event of redemption by the corporation, in no more than three equal annual payments bearing six per cent per annum interest on the reducing balance;

(4.3) There shall be no sinking fund provision;

(4.4) Preferred shares shall not be convertible;

(4.5) Each share shall be entitled to one-half vote in all matters in which a shareholder would be entitled to vote under the By-Laws of the corporation and as authorized under the laws of the State of Idaho.

FIFTH: There shall be no provisions denying pre-emptive rights.

SIXTH: There shall be no provisions for the regulation of the internal affairs of the corporation set forth in the Articles.

SEVENTH: The address of the initial registered office of the corporation is M.E.L., Inc., Route 2, Jerome, Idaho 83338, and the name of its initial registered agent at such address is Thomas L. McCord.

EIGHTH: 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 the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

J. Lloyd McCord
Harriett McCord
Thomas L. McCord

Rt. 2, Jerome, Idaho 83338
Rt. 2, Jerome, Idaho 83338
Rt. 2, Jerome, Idaho 83338.

NINTH: The name and address of each incorporator is:

NAME

ADDRESS

J. Lloyd McCord

Rt. 2, Jerome, Idaho 83338.


DATED this 20th day of June, 1980.


J. LLOYD MCCORD, Incorporator


STATE OF IDAHO,)
(ss.
County of Twin Falls,)

J. Lloyd McCord, being first duly sworn on oath, deposes
and says:

That he is the incorporator in the above-entitled
Articles of Incorporation; that he has read the contents of the
above and foregoing Articles of Incorporation and knows the
contents thereof and that facts stated therein he believes to
be true.


J. LLOYD MCCORD

SUBSCRIBED and SWORN to before me this 20th day of June,
1980.


NOTARY PUBLIC
Residence: Twin Falls, IDAHO
83301

WEBB, BURTON, CARLSON, PEDERSEN & PAINE
ATTORNEYS AT LAW
155 SECOND AVENUE NORTH
BOX 1768
TWIN FALLS, IDAHO 83301
PHONE 734-4480