

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

FAIRVIEW FARMS, INC.

File number C 115337

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: June 12, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl D. Dwyer*

JUN 12 10 13 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
FAIRVIEW FARMS, INC

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME

The name of this Corporation is FAIRVIEW FARMS, INC.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The purposes of this corporation is to:

- a. Engage in any aspect of the business of agriculture.
- b. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person or association or corporation.

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c. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV

##### Stock

The aggregate number of shares which the Corporation shall have authority to issue is 50,000 shares of common stock, \$1.00 par value. All stock of the Corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid shares of this Corporation shall not be liable to any further call or assessment.

#### ARTICLE V

##### Amendment

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

#### ARTICLE VI

##### Preemptive Rights

The authorized shares of common stock of this Corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors of this Corporation shall determine; provided, however, that the

Shareholders shall have preemptive rights to acquire unissued shares of common stock of this Corporation.

#### ARTICLE VII

##### Voting of Shares

As to all actions to be voted on by the Shareholders, each holder of voting common stock of the Corporation shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation, and shall not be entitled to accumulate votes for the purpose of electing directors.

#### ARTICLE VIII

##### Commencing Business

This Corporation will not commence business until consideration of a value of at least \$1,000 in cash or property has been received for the issuance of shares.

#### ARTICLE IX

##### Bylaws

The Directors shall and the Shareholders may adopt Bylaws which are not inconsistent with law or these Articles of Incorporation for the regulation and management of the affairs of this Corporation. These Bylaws may be amended from time to time, or repealed, pursuant to law.

## ARTICLE X

### Registered Office and Agent

The address of the Corporation's initial registered office and the name of its original registered agent at such office are as follows:

Merle Friesen  
2467 Fairview Road  
American Falls, Idaho 83211

## ARTICLE XI

### Directors

The number of Directors constituting the initial Board of Directors of the Corporation is three. The names and addresses of the persons who are to serve as Director until the first annual meeting of Shareholders, or until the successors are elected and qualify are :

Merle Friesen  
2467 Fairview Road  
American Falls, Idaho 83211

Marsha Friesen  
2467 Fairview Road  
American Falls, Idaho 83211

Jared Friesen  
2467 Fairview Road  
American Falls, Idaho 83211

## ARTICLE XII

### Incorporators

The name and address of each Incorporator is:

Merle Friesen  
2467 Fairview Road  
American Falls, Idaho 83211

Marsha Friesen  
2467 Fairview Road  
American Falls, Idaho 83211

Jared Friesen  
2467 Fairview Road  
American Falls, Idaho 83211

#### ARTICLE XIII

##### Officer and Director Contracts

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors, or committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE XIV

##### Section 1244 Stock

Shares of stock of this Corporation authorized and issued pursuant to these Articles are, for the purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1986, as amended, and shall be known as Section 1244 Stock.

The undersigned hereby declare and verify, under penalties of perjury, that the foregoing statements are true.

DATED this 18 day of May, 1996.

Incorporators:

Merle Friesen  
MERLE FRIESEN

Marsha Friesen  
MARSHA FRIESEN

Jared Friesen  
JARED FRIESEN

The undersigned hereby agrees to serve as Registered Agent of the Corporation:

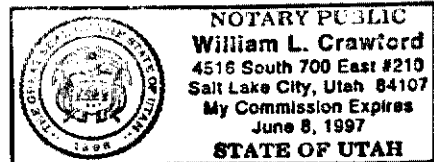
Merle Friesen  
Merle Friesen

STATE OF Utah )  
COUNTY Salt Lake ) :ss:

I, the undersigned Notary Public, hereby certify that the foregoing incorporators and registered agent personally appeared before me, and being duly sworn by me, declare that they are the persons who signed the foregoing instrument as incorporators and that the statements therein contained are true.

William L. Crawford  
Notary Public, residing at:  
County of

My Commission Expires:



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