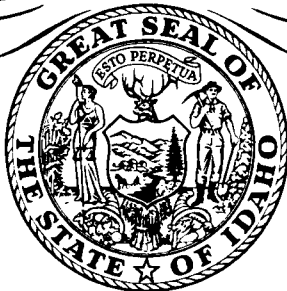


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ZOLLINGER FARMS, INC.

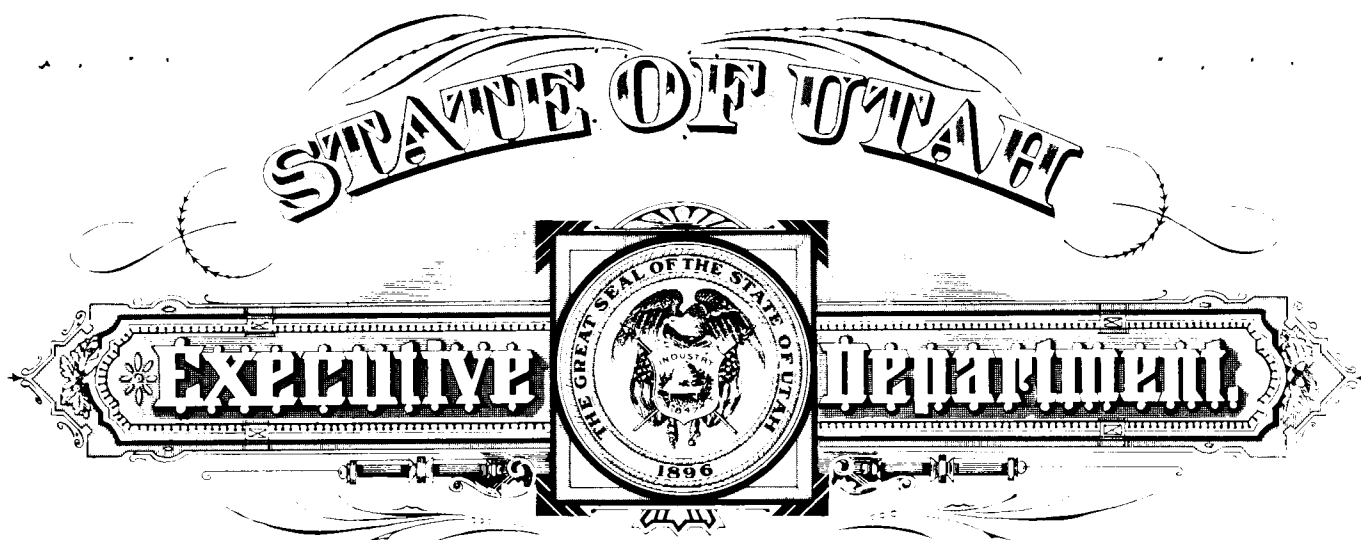
a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **22nd** day of **April** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **22nd** day of **April** 19 **65**, a designation of **Ray D. Zollinger** in the County of **Cassia** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **22nd** day of **April**, A.D. 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.



Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation of

ZOLLINGER FARMS, INC.

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS FIRST DAY OF

APRIL 1965

Clyde L. Miller
SECRETARY OF STATE

BY [Signature] DEPUTY

of the Secretary of
the State of Utah, on the

March AD 1965

FILED
in the
County of Salt Lake

43334

Feb 120

ARTICLES OF INCORPORATION

FILED 17 11 2 55

OF

ZOLLINGER FARMS, INC.

6
5-120⁰⁰
We, the undersigned, natural persons over the age of twenty one (21) years or more, acting as Incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation hereby created shall be:

"ZOLLINGER FARMS, INC."

ARTICLE II

DURATION: The corporation shall continue in existence perpetually unless dissolved according to law.

ARTICLE III

PURPOSES: The purposes for which the corporation is organized are:

(a) To purchase, own, improve, equip, operate, and manage farms and engage in any agricultural pursuit or undertaking.

(b) To engage in a general livestock, poultry and ranching business, both on its own account and as agent; to assist, feed, range, graze, manage, herd, control, brand, care for, purchase, process, distribute, market, and sell livestock and poultry of every kind, both on its own account and as agent for other persons or corporations; to buy, lease, cultivate, manage, operate, and sell ranch properties and products therefrom both on its own account and as agent for other persons or corporations.

(c) To buy, sell, and deal in all classes and description of livestock and poultry; to pack, cure, render, and refine, and to deal in meats and meat by-products, and to manufacture, produce, and generally deal in hides, oil, glue, animal fertilizers, and all other articles made from the carcasses of animals; and also in connection therewith to establish, buy, lease, or other-

wise acquire, own, maintain, operate, and dispose of real property, stockyards, slaughterhouses, packing houses, rendering, refining or curing plants and necessary buildings therefor, and all other facilities and structures necessary or expedient for such purposes.

(d) To buy, sell, receive, store, forward, and handle wheat and other cereals, and products thereof, and also farm products of every description; also flour, feed, and millstuffs, salt, fuel, implements, machinery, binder twine, lumber, and building material of all descriptions; buying, feeding, shipping, and selling of livestock and poultry.

(e) To acquire and retain for the purposes of investment, any and all types of real and personal property.

(f) To purchase, lease or otherwise acquire and to hold, sell, rent, or otherwise dispose of any and all kinds of property, real or personal, requisite for the use of the corporation or advantageous for it in connection with the carrying on of its business.

(g) To acquire by purchase, subscription, or otherwise, for investment purposes, and to hold or dispose of, stocks or bonds or other obligations of any corporation, and to sell and dispose of any such stocks, bonds or other corporate obligations, and to do any act or thing requisite for the preservation, protection or enhancement of the value thereof, and while owner, to exercise all rights, powers and privileges of ownership thereof, including voting power thereon.

(h) To loan corporate funds as an investment and to take and accept security for the payment thereof.

(i) To incur indebtedness and issue notes, bonds or other evidence thereof, and to mortgage, pledge, convey in trust, any and all property, rights and securities of the corporation as security for any indebtedness thereof.

(j) To engage in any other lawful business activity.

(k) To such extent as a corporation organized under the Utah Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the values of its properties; and in general

to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Utah Business Corporation Act or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE IV

CAPITALIZATION: The aggregate number of shares which the corporation shall have authority to issue is Twenty Thousand (20,000) shares of common stock having a par value of Ten Dollars (\$10.00) per share, making a total authorized capital of Two Hundred Thousand Dollars (\$200,000.00). Said shares shall be fully paid and nonassessable and with identical rights and privileges.

ARTICLE V

PAID IN CAPITAL: The corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of its stock.

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS

(a) OFFICERS. The officers of this corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer and such other officers, agents and committees as the Board of Directors may designate, elect and appoint. The same person may hold any two, or more, of the foregoing offices, except that the President shall not also be the Secretary.

(b) ELECTION OF OFFICERS. Officers shall be elected at the First Meeting of the Directors by ballot of a majority of the Directors. Other officers shall be elected by ballot of a majority of the Directors at such other time as any vacancy occurs. Each officer shall serve until his successor is duly elected by the Board of Directors.

(c) SHAREHOLDER'S MEETINGS. Meetings of the shareholders may be called by the President or by any two directors or by any number of shareholders owning not less than one-third (1/3) of the outstanding shares entitled to vote at such meeting. Notice of shareholder's meetings shall be given, in writing, by mailing such notice to the address of each shareholder, at the last known address of such shareholder, at least ten (10) days prior to the date and hour of said meeting. Publication of notice of shareholder's meetings

LAW OFFICES
MABEY, RONNOW, MADSEN & MARSDEN
874 EAST 2ND SOUTH
SALT LAKE CITY, UTAH 84102

is not required for any purpose. Any notice required to be given to any shareholder of this corporation may be waived by written instrument signed by such shareholder.

ARTICLE VII

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the corporation is RFD No. 2, Box 59, Tremonton, Utah, and the name of its initial registered agent at such address is Lyman M. Zollinger.

ARTICLE VIII

DIRECTORS: The number of directors constituting the initial Board of Directors of the corporation is five (5), 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 duly elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Lyman M. Zollinger	RFD #2, Box 59, Tremonton, Utah
Ruth R. Zollinger	RFD #2, Box 59, Tremonton, Utah
Robert L. Zollinger	RFD #2, Box 59, Tremonton, Utah
H. Clair Zollinger	RFD #2, Box 59, Tremonton, Utah
L. Douglas Zollinger	RFD #2, Box 59, Tremonton, Utah

Except as to the number constituting the initial Board of Directors, as fixed above, the number of Directors shall be fixed by the By-Laws. Directors shall be elected by ballot of the common voting stock at a meeting of shareholders and the persons receiving the highest number of votes for the number of Directors provided by the By-Laws shall be declared duly elected.

Cumulative voting shall not be permitted. Directors shall hold office at the pleasure of the shareholders and until their successors are duly elected and qualified.

A majority of Directors shall be necessary to constitute a quorum and the affirmative vote of a majority of the quorum shall be required in order to transact the business and exercise the corporate powers of the corporation. Meetings of Directors for the transaction of any business of the corporation may be held at its registered office or at any other place within or outside of the State of Utah as a majority of the Directors may, by resolution or By-Laws, provide.

A majority of the Directors may establish stated meetings to be held at such times and at such places as they may determine from time to time. After the establishment of the time and place of such stated meetings, no further notice need be given. Special meetings of the Board of Directors may be called by any two (2) Directors upon notice of such meeting being given to all directors in person or in writing by mailing notice to each director at his last known address at least five (5) days prior to the date and hour of such meeting. Any notice required to be given any director of this corporation may be waived by written instrument signed by such Director.

ARTICLE IX

INCORPORATORS: The name and address of each of the incorporators is:

<u>Name</u>	<u>Address</u>
Lyman M. Zollinger	RFD#2, Box 59, Tremonton, Utah
Ruth R. Zollinger	RFD#2, Box 59, Tremonton, Utah
Robert L. Zollinger	RFD#2, Box 59, Tremonton, Utah
H. Clair Zollinger	RFD#2, Box 59, Tremonton, Utah
L. Douglas Zollinger	RFD#2, Box 59, Tremonton, Utah

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SALT LAKE CITY, UTAH 84102

ARTICLE X

BY-LAWS: A majority of the Directors may adopt By-Laws for the corporation which are not inconsistent with these Articles or the laws of the State of Utah, and may amend and repeal from time to time any By-Laws.

DATED this 16th day of March, 1965.

Lyman M. Zollinger

Ruth R. Zollinger

Robert L. Zollinger

H. Clair Zollinger

L. Douglas Zollinger

STATE OF UTAH)
) SS
COUNTY OF BOX ELDER)

I, Notary Public, a Notary Public hereby certify that on the 16th day of March, 1965, personally appeared before me LYMAN M. ZOLLINGER, RUTH R. ZOLLINGER, ROBERT L. ZOLLINGER, H. CLAIR ZOLLINGER, and L. DOUGLAS ZOLLINGER, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of March, 1965.

Notary Public

Residing at 1616

My Commission expires:

1966

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