

FILED

99 MAR 26 AM 9:05

ARTICLES OF INCORPORATION

for

TREASURE VALLEY MIXER FEEDERS INC.

99 APR -1 AM 8:31

STATE OF IDAHO

STATE OF IDAHO

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, being of full legal age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

FIRST: That the name of said corporation shall be **TREASURE VALLEY MIXER FEEDERS INC.**

SECOND: That the purposes for which said corporation is formed are as follows:

(A) For the sale of all types of feeding equipment for dairies and feed lots;

(B) For the sale of all types of mixer - feeder component parts for equipment of any type or nature which are in any way related to the feeding business;

(C) For the service and repair of any and all types of mixer feeders;

(D) For any and all related business which in any way appertains to the sales, repair and maintenance of any and all types of mixer feeders, spreaders and/or trucks.

(E) To purchase or otherwise acquire, own hold, sell, lease exchange, assign, transfer, mortgage, pledge or dispose of, to guarantee, and to invest, trade and describe any and every type personal property of every kind and description.

IDAHO SECRETARY OF STATE

IDAHO SECRETARY OF STATE

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(F) To enter into any kind of an agreement or contract, cooperative or profit sharing plan, with its officers or employees that the corporation may deem advantageous or expedient or otherwise, to reward by paying such persons for their services as the directors may deem fit.

(G) To purchase, lease, or otherwise acquire in part or in whole, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets of or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in stocks or bonds of this company or otherwise; to hold or in any manner dispose of the whole or any part of the property or business so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(H) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects of this corporation, for any of the objects or purposes of this corporation and to mortgage, pledge, hypothecate, and/or convey in trust, any of all of its property, to secure the payment thereof.

(I) To discount and negotiate promissory notes, drafts, bills of exchange and other evidences of debt; to enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm,

association, corporation, municipality, state or government, or any subdivision, district or department thereof.

(J) To do any and all such acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of obtaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(K) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall in no wise be limited or restricted, by reference to or inference from the terms of any clause, but shall be regarded as independent purposes and powers; and no recitation, expression, declaration, or specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The initial location and post office address of the registered office of the Corporation in the State of Idaho, shall be as follows:

203 N 21ST CALDWELL ID 83605

FIFTH: That this corporation is authorized to issue only one class of shares of common stock, the total number of which said shares is TWO HUNDRED FIFTY (250) SHARES, and that said shares shall have a par value ONE HUNDRED (\$100.00) DOLLARS per share, for a total capitalization of TWENTY-FIVE THOUSAND (\$25,000.00) DOLLARS, and such stock may be issued from time to time by the corporation Directors thereof for such consideration as may be fixed by said corporation Directors.

SIXTH: In case a stockholder desires to sell his shares of stock he must first offer them for sale to the existing directors, it being the intention hereof to give stockholders preference in the purchase of stock, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of the sale, and such terms shall include a purchase stating the terms of sale, and such terms shall include a purchase price equal to the fair market value of such stock, if such can be established; or if there is no fair market value, then equal to the true stock value of each stock. Unless his terms are accepted by within thirty (30) days thereafter, the corporation shall be deemed to have waived its privileges of purchase and the stockholder shall be at liberty to sell to anyone else.

SEVENTH: In the event of the death of any of the stockholders, the corporation shall have the right to purchase the stock of the deceased, on the same terms as provided in paragraph Sixth of these articles. If the corporation does not elect to

purchase the shares of the deceased, then the executor or personal representative of the deceased may sell the said shares to any other person.

EIGHTH: The name and address of each of the incorporators and the first directors, being of full age and citizens of the United States, and a statement of the number of shares subscribed to by each is as follows:

KENNETH L. STONE, PRESIDENT & DIRECTOR and PROCESS SERVING AGENT:

100 SHARES
203 N 21ST AVE, CALDWELL ID 83605

TAFFY STONE, Vice-President, SEC.-TREAS & DIRECTOR;
100 SHARES
203 N 21ST AVE, CALDWELL ID 83605

FIFTY (50) SHARES remain in said Corporation as treasury stock.

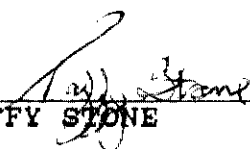
Meetings of the Board of Directors and Shareholders of this corporation may be held within or without the State of Idaho, pursuant to the laws of the State of Idaho; the annual meeting of the corporation shall be held on the 15th day of February of each year, if not a legal holiday, and if a legal holiday, on the first secular day preceding or such next available date, as agreed upon by the Board of Directors.

TENTH: The Board of Directors shall have the power and authorize to formulate repeal and amend By-Laws, and subject to the restriction provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, the persons herein named as the incorporators and the first Directors have hereunto set their hands this 19 day of March, 1999.


KENNETH L. STONE

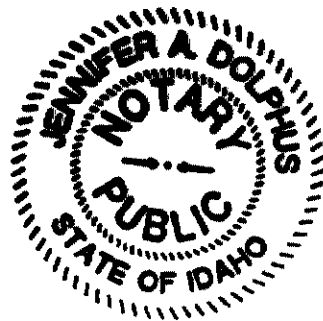
203 N 21ST
CALDWELL ID 83605



TAFFY STONE

203 N 21ST
CALDWELL ID 83605

STATE OF IDAHO)
) ss.
County of Canyon)

On this 19 day of March, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH L. STONE and TAFFY STONE, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.




Notary Public for Idaho
Residing at: Nampa
Commission Expires: 11-12-2004

KENNETH F. WHITE
CHARTERED
Attorney at Law
703 - 2nd Street South
P.O. Box 1099
Nampa, Idaho 83653-1099
Telephone (208) 466-3100
Facsimile (208) 466-3498

APR -1 AM 8:31

March 31, 1999

CLERK OF STATE
STATE OF IDAHO

ATTN: NATALIE LAMB
SECRETARY OF STATE'S OFFICE
STATE OF IDAHO
P O BOX 83720
BOISE ID 83720-0080

RE: TREASURE VALLEY MIXER-FEEDERS

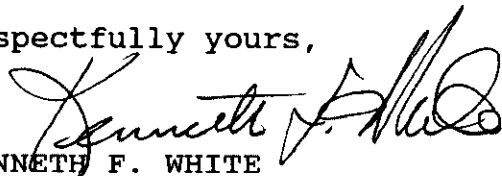
Dear Ms. Lamb:

As per our telephone conversation of this day, please be advised that TREASURE VALLEY MIXER-FEEDERS LLC wishes to dissolve their LLC and convert to an "S" Corporation.

I am re-submitting to you the Articles of Incorporation, along with the filing fee.

Please contact my office if there are any further questions. Thank you.

Respectfully yours,



KENNETH F. WHITE
KFW:cs

enc: Original ARTICLES OF INCORPORATION
1 COPY
CHECK # 1632
Copy of letter from Secretary of State's office