

CERTIFICATE OF INCORPORATION  
OF

*B & C FARMS, INC.*

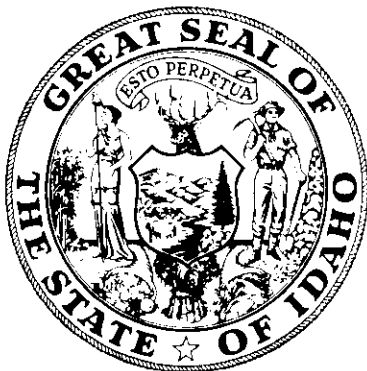
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*B & C FARMS, 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: **April 6, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

## ARTICLES OF INCORPORATION

of

B & C FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and State of Idaho, and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

### ARTICLE I.

#### NAME OF CORPORATION

The name of this corporation shall be and is: B & C Farms, Inc.

### ARTICLE II.

#### PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To purchase, lease as lessee or otherwise acquire, own, improve, equip, operate, farm, till, manage and lease as lessor farming lands and properties and to engage in any agricultural pursuit or undertaking.

Section 2. To engage in the business of farming and the producing, storing, merchandising and selling of all kinds of farm products and of the planting, growing, harvesting, cultivating, shipping, buying and selling at wholesale and retail of all kinds of produce and farm products.

Section 3. To engage in a general livestock and ranching business and to raise, feed, range, manage, buy, sell and care for livestock and poultry of every kind and to buy, lease, manage, operate and sell ranch properties and products therefrom.

Section 4. To purchase, acquire, own and operate farm machinery, farm equipment and automotive vehicles of all kinds and nature and to lease, operate for custom work, sell, dispose of and generally deal in farm equipment, farm machinery and automotive vehicles of all types and nature.

Section 5. In general to conduct in all or several departments and phases all aspects of farming, ranching and agriculture, and to do everything necessary or conducive to the furtherance of the objects and purposes herein set forth, and to transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

Section 6. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 7. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 8. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 9. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 10. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

### ARTICLE III.

#### CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

### ARTICLE IV.

#### PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is Route 1, Box 175, Hansen, Idaho 83334 the corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The Post Office address of the registered offices shall be Route 1, Box 175, Hansen, Idaho 83334.

Section 2. The operation and business of this corporation shall be carried out in the County of Twin Falls, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

Section 3. The initial registered agent for the corporation shall be Cecil Stanger, whose address is Route 1, Box 175, Hansen, Idaho 83334.

#### ARTICLE V.

##### CAPITAL STOCK

Section 1. This company is a stock company chartered under the laws of the State of Idaho.

Section 2. The amount of capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000.00) authorized capital to consist of Ten Thousand (10,000) shares of common capital stock of the par value of Ten Dollars (\$10.00) each.

#### ARTICLE VI.

##### MANAGEMENT

Section 1. The management of this corporation shall be vested in a Board of Directors of not less than three (3) nor more than nine (9). The Directors shall be elected at the annual meeting of the Stockholders and the number of Directors to serve shall be elected and decided at the annual meeting of Stockholders as provided in the Bylaws and in the manner and method therein provided.

Section 2. The number of Directors constituting the initial Board of Directors of the corporation shall be five (5) who are to serve as Directors until the first annual meeting of Stockholders or until their successors shall have been elected and qualified and who are named as follows:

Cecil Stanger  
Route 1, Box 175  
Hansen, Idaho 83334

Ruth Stanger  
Route 1, Box 175  
Hansen, Idaho 83334

Byron Stanger  
Route 1,  
Hansen, Idaho 83334

Shauna Stanger  
Route 1,  
Hansen, Idaho 83334

Craig Stanger  
Route 1, Box 175  
Hansen, Idaho 83334

Section 3. The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

Section 4. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

#### ARTICLE VII.

##### INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

Cecil Stanger - 1 share  
Route 1, Box 175  
Hansen, Idaho 83334

Ruth Stanger - 1 share  
Route 1, Box 175  
Hansen, Idaho 83334

Byron Stanger - 1 share  
Route 1,  
Hansen, Idaho 83334

Shauna Stanger - 1 share  
Route 1,  
Hansen, Idaho 83334

Craig Stanger - 1 share  
Route 1, Box 175  
Hansen, Idaho 83334

All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the State of Idaho.

ARTICLE VIII.

AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 1<sup>st</sup> day of April, 1983.

Cecil Stanger  
Ruth Stanger  
Byron Stanger  
Shauna Stanger  
Craig Stanger

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

On this 1<sup>st</sup> day of April, 1983, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Cecil Stanger, Ruth Stanger, Byron Stanger, Shauna Stanger and Craig Stanger, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation and acknowledged to me that they executed the same.

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

Lorraine Morales  
Notary Public for Idaho  
Residing at Hansen, Idaho