

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SOUTH IDAHO GRAIN AND SEED COMPANY

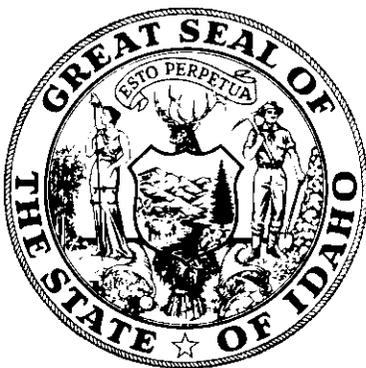
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SOUTH IDAHO GRAIN AND SEED COMPANY

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: December 15, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gursa*

ARTICLES OF INCORPORATION
OF
SOUTH IDAHO GRAIN AND SEED COMPANY

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is SOUTH IDAHO GRAIN AND SEED COMPANY.

ARTICLE II.

The purpose or purposes for which the corporation is primarily organized is to carry on a business as a dealer, commission merchant and/or broker of farm produce; but, the corporation shall also have the unlimited purpose and power to transact any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is FIFTEEN THOUSAND (15,000) shares of common stock with no par value.

ARTICLE V.

There shall be no provisions denying pre-emptive rights of shareholders.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are:

1. All decisions of the shareholders or the Board of Directors shall be by majority of a valid quorum as defined in the bylaws.

2. Only shareholders may serve on the Board of Directors and only shareholders may be appointed to corporate office meaning the office of president, vice president, secretary and/or treasurer, and only a shareholder may exercise the proxy of another shareholder at any shareholders' meeting.

3. The Board of Directors shall serve without compensation; however, this shall not prevent members of the Board of Directors to be reimbursed for reasonable and necessary expense expended on behalf of the corporation which were either approved in advance by the Board of Directors, or ratified by the Board of Directors, after the fact. However, this shall not be construed so as to prevent the corporation from hiring a member of the Board of Directors as an employee and compensating him for such services.

ARTICLE VII.

The address of the initial registered office of the corporation is: c/o George E. Gibson, Box 598, Paul, Idaho 83347; and the name of its initial registered agent at such address is George E. Gibson.

ARTICLE VIII.

The number of the directors constituting the initial Board of Directors of the corporation is four (4), and the names and the 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:

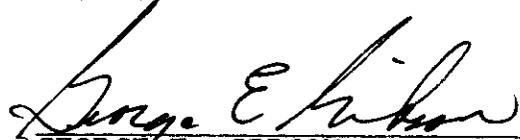
| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| George E. Gibson | 1052 East 21st Street Burley, Idaho 83318 |
| Galen A. Parr | 368 Diana Drive Heyburn, Idaho 83336 |
| Nancy L. Gibson | 1052 East 21st Street Burley, Idaho 83318 |
| Debra A. Parr | 368 Diana Drive Heyburn, Idaho 83336 |

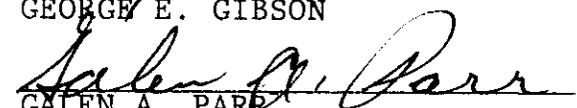
ARTICLE IX.

The names and addresses of the incorporators are:

George E. Gibson
Galen A. Parr

DATED this 11 day of December 1981.



GEORGE E. GIBSON


GALEN A. PARR