

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

L & D FARMS, INC.

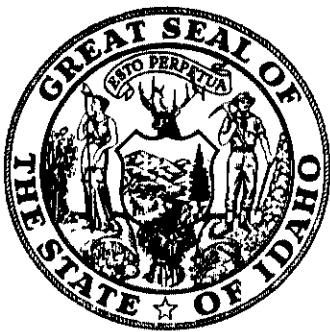
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and 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: February 3, 1994

Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seikel*



RECEIVED
SEC. OF STATE
ARTICLES OF INCORPORATION
94 FEB 3 AM 8 34 FOR
L & D FARMS, INC.

10940203 0900 52836 4
19940203 315 1942 100.00
CUST #: CORP
C

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

ARTICLE I.

Name

The name of the corporation is **L & D Farms, Inc.**

ARTICLE II.

Duration

The period of duration of this corporation is perpetual.

ARTICLE III.

Purposes

The purpose or purposes for which this corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

Capital Stock

The total authorized capital stock of the corporation shall be divided into 100,000 shares of no par value stock and all of such capital stock shall be common stock. Each share shall have equal voting power with each share entitling the holder to one vote.

ARTICLE V.

Preemptive Rights

The shareholders of this corporation shall have the first right to purchase unissued or treasury shares in proportion to their share ownership. This preemptive right shall apply to shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of 50% percent of the shares entitled to vote thereon. Likewise, this preemptive right shall apply to shares to be issued for consideration other than cash.

ARTICLE VI.

Special Provisions for Regulation of Corporate Affairs

The statutory provisions for regulation of the corporation's internal affairs are modified in the following regards:

- A. The initial By-laws of the corporation adopted by the directors of the corporation can be later amended only by the affirmative vote of the holders of 60% percent of the total shares of the corporation.
- B. The Articles of Incorporation can be amended only upon the affirmative vote of the holders of 66 2/3rd% percent of the total shares of the corporation.
- C. In all cases where a quorum of shareholders is required by statute or By-law, the holders of 50% percent of the total shares of the corporation must be present to constitute a quorum.

ARTICLE VII.

Initial Registered Office and Agent

The initial registered office of the corporation is: 501 Park Avenue, (P.O. Box 50050) Idaho Falls, Idaho 83402. The name of the initial registered agent at that office is Gregory P. Meacham.

ARTICLE VIII.

Board of Directors

The following named directors shall constitute the original Board of Directors of the Corporation, and shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify:

<u>Name</u>	<u>Address</u>
Lorin Reed Sauer	HC 63 Box 2104, Montevieu, Idaho 83435
Diane Sauer	HC 63 Box 2104, Montevieu, Idaho 83435

ARTICLE IX.

Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Lorin Reed Sauer	HC 63 Box 2104, Montevieu, Idaho 83435

IN WITNESS WHEREOF I have hereunto set my hand this 31 day of January, 1994.

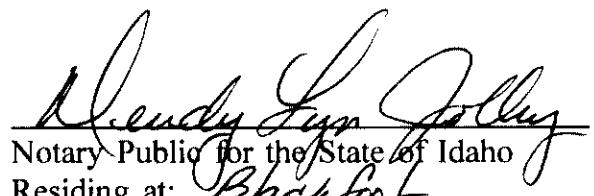


Lorin Reed Sauer
Lorin Reed Sauer

STATE OF IDAHO)
: ss.
County of Bonneville)

On this 31st day of January, 1994, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Lorin Reed Sauer, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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



Notary Public for the State of Idaho
Residing at: Blackfoot
My Commission Expires: 9/12/97

D:\CLIENTS\GPM\SAUER\LORIARTI