

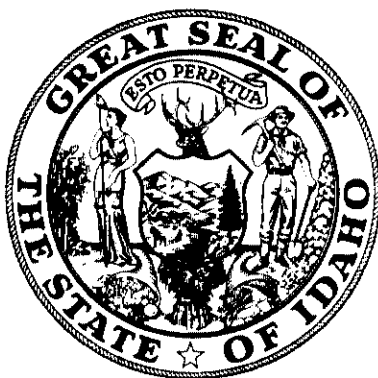
CERTIFICATE OF INCORPORATION
OF

BCD CORPORATION

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: January 3, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *M. J. Jinsman*

ARTICLES OF INCORPORATION

OF

BCD CORPORATION

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens and residents of the United States of America, and over the age of eighteen years, do by these presents form a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I

NAME

This Corporation shall be known as "BCD CORPORATION".

ARTICLE II

DURATION

The term and existence of this Corporation shall be perpetual.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which this Corporation is formed are as follows:

(a) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

(b) Without limiting the purposes for which this Corporation is formed, it shall included storage and marketing

of agricultural produce and all activities appropriate thereto.

(c) To engage in any commercial, industrial, or agricultural enterprise, calculated or designed to be profitable to this Corporation, and in conformity with the laws of the State of Idaho, or such other place or places and states in which the Corporation may, from time to time, conduct its business.

(d) Purchase, lease, own, sell, mortgagee, sublease, and otherwise acquire lands, buildings, easements, or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of this Corporation, and to enter into, make, perform, and carry out contracts of every sort and kind, with any person, or entity, including the right to become a partner or acquire an interest in a joint venture, and to acquire and take over the good will, property, rights, franchises, and assets of every kind, and liabilities of any person, firm, association or corporation, either wholly or in part, and to pay for the same in cash, stocks, bonds of the corporation or otherwise.

(e) To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or of any foreign country, a corporation, or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which this corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(f) To do all and every thing necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms, or individuals, and to do every other act, or acts, thing, or things, incidental or pertinent to or growing out of, or connected with the foregoing objects or purposes, or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

(g) The Provisions of these Articles shall be construed as purposes and powers, and each as an independent purpose and power in furtherance of, and not in limitation of, the powers which the corporation may have under the present or

future laws of the State of Idaho, and in such states as the corporation may, from time to time, do business.

(h) To have and to exercise all rights and powers from time to time granted to a corporation by law.

ARTICLE IV

LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this Corporation is 1329 Albion Avenue, Burley, Idaho; the post office address is 1329 Albion Avenue, Burley, Idaho 83318; the registered agent of this corporation shall be Donald E. Westfall, 1329 Albion Avenue, Burley, Idaho 83318.

ARTICLE V

CORPORATE STOCK

The total number of shares which the corporation is authorized to issue is 10,000 shares of stock at no par value per share.

<u>TYPE</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Common	10,000	No par value

All stock, when fully paid, shall be non-assessable.

The corporation may purchase its own stock.

ARTICLE VI

INCORPORATORS

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald E. Westfall	12 Granada Place, Burley, Idaho 83318

1
2 Bruce B. Turner Water Canyon #13, Declo, Idaho 83323
3 Curtis H. Biggs 850 East 500 South, Declo, Idaho 83323

4 ARTICLE VII

5 BOARD OF DIRECTORS

6 The initial directors of the corporation who shall
7 serve until the first election of directors is as follows:

8 <u>NAME</u>	<u>ADDRESS</u>
9 Donald E. Westfall	12 Granada Place, Burley, Idaho 83318
10 Bruce B. Turner	Water Canyon #13, Declo, Idaho 83323
11 Curtis H. Biggs	850 East 500 South, Declo, Idaho 83323

12 The Board of Directors shall consist of one or more
13 members as fixed by, or in the manner provided in, the By-Laws
14 of the corporation. The number of directors may be increased
15 or decreased from time to time as provided in the corporate By-
16 Laws.

17 A majority of the Board of Directors shall constitute
18 a quorum for transacting business, and the act of the majority
19 of said quorum of said Board of Directors shall be the act of
20 the Board.

21 The directors need not be stockholders of the
22 corporation.

23 ARTICLE VIII

24 DIRECTOR LIABILITY

25 No director of this corporation shall be personally
26 liable to the corporation or the corporate stockholders for

monetary damages resulting from a breach of fiduciary duty as a director of this corporation, provided that such provision shall not eliminate or limit the liability of a director:

(a) For any breach of the director's duty of loyalty to the corporation or its stockholders.

(b) For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law.

(c) For any of those liabilities provide under 30-1-48 of the Idaho Code.

(d) For any transaction from which the director derived and improper personal benefit.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho, then in full force and effect; the power to make, repeal and amend the By-Laws, and adopt new By-Laws, is hereby conferred upon the Directors as well as the shareholders.

ARTICLE X

No contract or other transaction between this corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, nor the fact that the capital stock of one corporation may be owned, in part, by the other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in

any contract or transaction and may vote thereon with like force and effect as if he were not interested.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of December, 1988.

Donald E. Westfall
Donald E. Westfall

Bruce B. Turner
Bruce B. Turner

Curtis H. Biggs
Curtis H. Biggs

STATE OF IDAHO)
County of Cassia) ss

On this 30th day of December, in the year 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared DONALD E. WESTFALL, BRUCE B. TURNER, AND CURTIS H. BIGGS, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Maura Kelley
Notary Public for Idaho
Residing at Butt Lake
My commission expires on 5-20-94