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CERTIFICATE OF INCORPORATION
OF

NEW ENTERPRISES, 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 12, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION

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OF

NEW ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is NEW ENTERPRISES, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized is to purchase and sell farms and to engage in the business of farming, and/or producing, merchandising, preserving all kinds of farm, fruit, vegetable, and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping, buying, and selling, at wholesale and retail, all kinds of fruit, vegetable, farm, and garden products, and to carry on all other business incident thereto, or connected therewith; and to do a general commission and broker's business in any or all of the foregoing produce; and to do such other things as are incidental and necessary to the carrying on of such business together with the transaction of all other lawful business for which corporations may be incorporated under the Idaho Business

Corporation Act, Section 30-1-3 or any subsequent Idaho Statute relating thereto.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of no par value common stock.

FIFTH

Shareholders shall have full pre-emptive rights.

SIXTH

Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, including provision for restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-23(a).

SEVENTH

The address of the initial registered office of the corporation is 1935 Hepworth Lane, Blackfoot, Idaho 83221, and the name of its initial registered agent at such address is Shirley Anne Wells.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of person who is to serve as director until the first annual meeting of the shareholders, or until their successors are elected and shall qualify is:

NAME

Shirley Anne Wells

ADDRESS

1935 Hepworth Lane
Blackfoot, Idaho 83221

NINTH

The name and address of each incorporator is:

NAME

ADDRESS

Shirley Anne Wells

1935 Hepworth Lane
Blackfoot, Idaho 83221

TENTH

The officers of this corporation shall include a President, one or more Vice-Presidents, Secretary, and Treasurer. All of the offices of the corporation can be held by one person. Offices shall be elected by the Board of Directors and need not be elected from members of the Board.

ELEVENTH

Shares of stock of this corporation shall be issued and fully paid and shall be non-assessable for any purposes. The private property of the shareholders shall not be liable for the debts, obligations, or liabilities of this corporation.

TWELFTH

Any person made apart to or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that he is or his testator or intestate is or was director, officer, or employee of the corporation, or of any corporation which he, the testator, or intestate serves at such request of the corporation, shall be indemnified by the corporation against expenses reasonably incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to

matters as to which it is adjudged in such action, suit, or proceeding that such officer, director, or employee was liable to the corporation, or to such other corporation, for negligence or misconduct in the performance of his duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money including, without limitation, attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit, or proceeding, except amounts paid to the corporation or such other corporation by him. A judgment or conviction, whether based on plea of guilty or nolo-contendre or its equivalent or after trial, shall not to itself be deemed an adjudication that such director, officer, or employee is liable to the corporation, or such other corporation, for negligence or misconduct in the performance of his duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the By-Laws or by any of the following procedures:

- (a) Order of the court or administrative body or agency, having jurisdiction of the action, suit, or proceedings.
- (b) Resolution signed by a majority of the quorum of Board of Directors of the corporation without counting in such majority a quorum any directors

who have incurred expenses in connection with such action, suit or proceeding.

- (c) If there is no quorum of directors who have not incurred expenses in connection with such suit, action or proceeding, then by resolution adopted by a majority of the committee of stockholders and directors by the Board of Directors.
- (d) Resolution adopted by a majority of the quorum of the directors entitled to vote at any meeting; or
- (e) Order of any court having jurisdiction over the corporation, Any such determination that a payment by way of indemnity should be binding upon the corporation; such right of indemnification shall not be exclusive of any other right which such directors, officers, and employees of the corporation and other persons above-mentioned may have or hereafter acquired and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Laws, agreement, votes of stockholders, provisions of law, or otherwise, as well as their rights under this Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though such person had been a director, officer, or employee of the corporation.

ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss.
County of Bingham)

SHIRLEY ANNE WELLS, being first duly
sworn, deposes and says:

That he/she is the incorporator
in the above-entitled matter; that he/she has read the
foregoing ARTICLES OF INCORPORATION,
knows the contents thereof, and believes the same to be true
and correct to the best of his/her knowledge.

DATED and signed this 9th day of February, 1990.

Shirley Anne Wells

STATE OF IDAHO)
) ss.
County of Bingham)

On this 9th day of February, 1990, before me, the
undersigned, a notary public in and for said state, personally
appeared SHIRLEY ANNE WELLS, known to me to be the person whose
name is subscribed to the within instrument and acknowledged to
me that she 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.

Laurie Anderson
Notary Public for State of Idaho
Residing at Blackfoot, Idaho

My com exprs: 2-24-94