

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

L. C. BOOTS FARMS CORP.

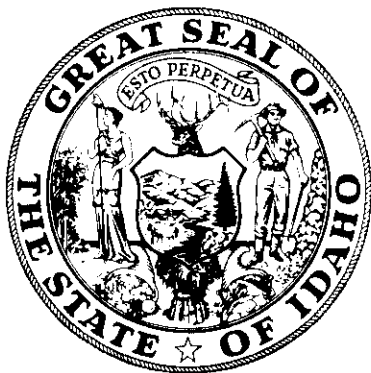
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

L. C. BOOTS FARMS, CORP.

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: **November 14, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF ^{Farms}
L. C. BOOTS CORP.

Nov 10 3 24 PM '03

ARTICLE I

The name of the corporation is L. C. BOOTS ^{Farms} CORP. This will be perpetual.

ARTICLE II

The corporation's registered office in the State of Idaho will be located at Route 5 Box 42, Rupert, Idaho 83350, County of Minidoka. The corporation's registered agent in the State of Idaho will be Leslie C. Boots, Route 5 Box 42, Rupert, Idaho 83350.

ARTICLE III

The corporation's purposes are:

(a) Primarily to engage in the specific business of farming and marketing all types of agricultural products.

(b) To engage in any or all lawful businesses for which corporation's may be incorporated under this act whether they be related or unrelated to that described in Clause (a) and from time to time authorized or approved by the board of directors of this corporation.

(c) To act as partner or joint venturer in any other legal capacity in any transaction;

(d) To do business anywhere in the world; and

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

The above purpose clauses shall not be limited by reference to or inference from one another, but each such clause shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

ARTICLE IV

- (a) The number of directors of the corporation is three (3).
- (b) The names and addresses of the persons who are appointed to act as the first directors are:

LESLIE CHARLES BOOTS

Route 5 Box 42
Rupert, Idaho 83350

DOROTHY AGNES BOOTS

Route 5 Box 42
Rupert, Idaho 83350

LARRY CHARLES BOOTS

Route 2 Box 2468
Paul, Idaho 83347

ARTICLE V

(a) The total number of shares which the corporation is authorized to issue is 22,500 shares, consisting of 2,500 shares of Class A common stock, of a par value of \$10.00 per share, and a total par value of \$25,000.00, and 20,000 shares of Class B common stock without par value. The total par value of all shares having a par value is \$25,000.00.

(b) The rights, privileges and limitations of the Class A common stock and the Class B common stock shall be the same in all respects except that the Class A common stock shall be voting stock, and the Class B common stock shall be non-voting stock.

(c) All of the issued stock of all classes shall be subject to the following restrictions on transfer:

1. Each stockholder shall offer to the corporation or to other stockholders of the corporation a sixty (60) day "first refusal" option to purchase his stock should he elect to sell his stock.
2. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering".

IN WITNESS WHEREOF, the undersigned and above-named incorporators
and first directors of this corporation have executed these Articles of
Incorporation on November 11th, 1983.

Leslie C. Boots
Dorothy A. Boots
Larry C. Boots

STATE OF IDAHO)
) ss.
COUNTY OF MINIDOKA)

On November 11th, 1983, before me, ALLAN R. NIELSON, a Notary Public
in and for said County and State, personally appeared LESLIE CHARLES BOOTS,
DOROTHY AGNES BOOTS and LARRY CHARLES BOOTS, known to me to be the persons
whose names are subscribed to the foregoing Articles of Incorporation, and
acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Allan R. Nielson
ALLAN R. NIELSON
Notary Public, State of Idaho