



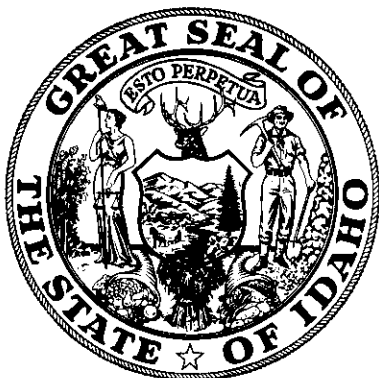
CERTIFICATE OF INCORPORATION  
OF

AG MANAGERS, 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: March 17, 1986



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
Ag MANAGERS, INC.

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STATE OF IDAHO        )  
                          : ss.  
County of Madison    )

TO THE SECRETARY OF STATE OF THE STATE OF IDAHO:

We, the undersigned incorporators:

|                      |   |
|----------------------|---|
| THOMAS J. WINTERS    | 5215 E. 72st St., Suite 1200<br>Tulsa, Oklahoma 74136 |
| SUE BATEMAN          | 5215 E. 71st St., Suite 1200<br>Tulsa, Oklahoma 74136 |
| REBECCA D. RODRIGUEZ | 5215 E. 71st St., Suite 1200<br>Tulsa, Oklahoma 74136 |

being persons legally competent to enter into contracts for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is: Ag MANAGERS, INC.

ARTICLE TWO

The address of its registered office in the State of IDAHO is 49 Professional Plaza, City of Rexburg, State of Idaho, 83440 and the name of its registered agent is BRENT EAMES.

ARTICLE THREE

The duration of the corporation is perpetual.

#### ARTICLE FOUR

The purposes for which this corporation is formed are:

To engage in any and all activities related to swine production;

To serve as a trustee for a business trust which may engage in swine production;

To make, enter into and perform every sort of contract;

To acquire by lease, purchase, contract, or otherwise, and to own, develop, exploit, improve, subdivide, sell, lease, rent and otherwise deal in real estate in incorporated cities and towns or elsewhere as may be permitted by the laws in effect where such real estate is located;

To purchase, construct, own and operate dwelling and other houses, apartments, commercial buildings and other improvements on real estate, to rent or otherwise use the same, and to sell, dispose of or otherwise turn the same to account;

To buy, acquire, hold, sell and deal in stocks, bonds, certificates of participation, securities and other interests;

To acquire, hold and sell real estate necessary for and incident to the operation of the business of the corporation and to transact any and all business connected with said business;

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects;

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of the objectives or the furtherance of any powers hereinabove set forth; to engage in and conduct any lawful business for profit at such places and in such manner as its directors shall determine, and in so doing enter into any general, special or limited partnership as a general, special or limited partner or enter into any association or arrangement for sharing profits, union of interest, reciprocal concessions or transactions capable of being conducted so as to benefit directly or indirectly the corporation;

To raise or procure funds from other individuals, firms, associations or corporations to be invested in any business in which this corporation might engage, for and on behalf of the parties investing such funds as individual owners or in one or more joint ventures, general partnerships, limited partnerships, syndicates or other associations or other corporations, whether the corporation is or is not a co-owner, joint venturer, associate, partner or stockholder in the business in which such funds are levied;

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

#### ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to allot is ONE MILLION (1,000,000) divided into one (1) class. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

| Class  | Series | Number of Shares | Par Value         |
|--------|--------|------------------|-------------------|
| Common | Voting | 1,000,000        | \$ 1.00 per share |
|        |        | Total            | \$ 1,000,000.00   |

#### ARTICLE SIX

The amount of stated capital with which it will begin business is \$1,000.00, which has been fully paid in.

#### ARTICLE SEVEN

The number and class of shares to be allotted by the corporation before it shall begin business and the consideration to be received by the corporation therefore, are:

| Class of Shares | Number of Shares | Consideration to be Received Therefore |
|-----------------|------------------|--|
| Common          | 1,000            | \$1,000.00                             |

#### ARTICLE EIGHT

The number of directors to be elected at the first meeting of the common shareholders is three (3).

#### ARTICLE NINE

The holders of the common stock shall have pre-emptive rights to subscribe any additional shares of any class, or to subscribe any obligations which may be convertible into any class or classes of shares, which shares or obligations are to be allotted or issued by the corporation.

#### ARTICLE TEN

At all times each holder of common stock of the Corporation shall be entitled to one vote for each share of

such stock standing in his name on the books of the Corporation. At all elections of directors of the Corporation the stockholders shall have and exercise noncumulative voting.

#### ARTICLE ELEVEN

The provisions of this ARTICLE ELEVEN and ARTICLE NINE and ARTICLE TEN of these Articles of Incorporation shall not be amended except by the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding common shares of the corporation.

#### ARTICLE TWELVE

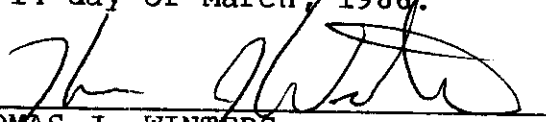
The initial Board of Directors shall serve until their successors have been duly qualified and elected. Said members of the Board of Directors are:

Christopher D. Grisel  
7170 S. Braden, Suite 110  
Tulsa, OK 74136

Harold W. Davidson  
708 S. Hall  
Ennis, TX 75119

John H. Bundy  
335 Rodney St.  
Rexburg, ID 83440

Subscribed and sworn to this 14 day of March, 1986.

  
THOMAS J. WINTERS

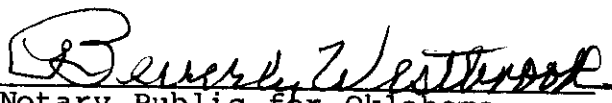
  
SUE BATEMAN

  
REBECCA D. RODRIGUEZ

STATE OF OKLAHOMA       )  
                                      : ss.  
County of Tulsa        )

Before me, a Notary Public in and for said State of Oklahoma, on this 14 day of March, 1986, personally appeared THOMAS J. WINTERS, SUE BATEMAN and REBECCA D. RODRIGUEA, to me known to be the identical persons who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

  
Notary Public for Oklahoma

My commission expires: \_\_\_\_\_  
MY COMMISSION EXPIRES OCTOBER 5, 1989