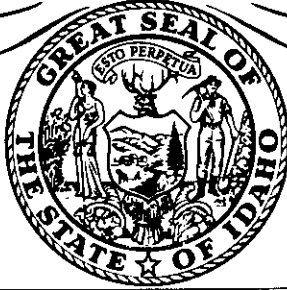


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MILLHORN FARMS, INC.

was filed in the office of the Secretary of State on the **8th** day of **July** A.D., One Thousand Nine Hundred **seventy-four** and ~~will be~~ ~~duly recorded on Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at in the County of **Kootenai**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **July**, A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
MILLHORN FARMS, INC.

THESE PRESENTS WITNESS that we, HERBERT W. MILLHORN, S. M. "LEE" UTGAARD and WESLEY A. NUXOLL, each of being of legal age and citizens of the United States of America, and being desirous of forming a Corporation for the purposes hereinafter specified and in conformity with the laws of the State of Idaho, do hereby make and subscribe to the following written Articles of Incorporation in triplicate:

I.

The name of this Corporation shall be MILLHORN FARMS, INC.

II.

The purposes of this Corporation shall be:

(1) To carry on the business of farming, producing, merchandising, manufacturing and preserving of all kinds of farm products; and, to carry on the business of breeding and raising, feeding, buying and selling, trucking, marketing and merchandising of dairy, beef and/or show cattle;

(2) To seed, plant, raise, harvest, thresh, sell, truck, market, merchandise and otherwise deal in any and all grains, peas and/or other agricultural products;

(3) To erect, maintain and operate workshops and suitable plants to repair, and/or build, or rebuild, all such machinery, tools, vehicles and equipment as shall be owned and utilized by this Corporation in the furtherance of its objectives as herein set

forth, and to sell, purchase, trade or otherwise deal in all machinery, tools, vehicles, parts and equipment;

(4) To maintain, own, rent, or operate storage warehouses for all agricultural products;

(5) To acquire, own, control, lease, sell or otherwise deal with all real and personal properties;

(6) To carry on advertising to solicit the sale of its goods;

(7) To issue bonds, notes or other evidences of indebtedness, and to secure the payment of the same by deed of trust, mortgage, pledge or otherwise;

(8) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects or advancement of any of the powers hereinabove set forth, either along or in association with other Corporations, firms or individuals; and

(9) To do every other act or acts, thing or things incidental or appurtenant to, or connected with the aforementioned businesses or powers, provided the same shall not be inconsistent with the law under which this Corporation is organized or the law of any other State, Nation, Dominion or Country in which this Corporation shall be qualified to do business.

III.

This Corporation shall be of perpetual duration.

IV.

The authorized and aggregate number of shares which this Corporation shall have the authority to issue, shall be 50,000 shares, which shares shall have a par value of \$1.00 per share.

Said shares shall be divided into two classes as follows:

- (1) 5,000 shares of Class 'A' Common Stock;
- (2) 45,000 shares of Class 'B' Common Stock.

The limitations and relative rights in respect of each such class of shares shall be as follows:

- (1) Class 'A' Common Stock shall possess all voting rights;
- (2) Class 'B' Common Stock shall not possess voting rights.

In all other respects the rights of said shares shall be identical.

V.

The location and Postoffice address of this Corporation's Registered Office in the State of Washington is:

RFD #1
Rockford, Washington 99030

VI.

The name and the initial Registered Agent of the Corporation at the address above set forth is: HERBERT W. MILLHORN.

VII.

The names, addresses and number of shares of each Incorporator are as follows:

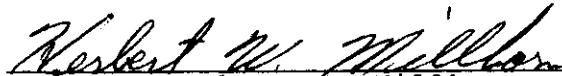
| <u>Name</u> | <u>Address</u> | <u>No. of Shares</u> |
|---------------------|---|----------------------|
| Herbert W. Millhorn | RFD #1 Rockford, Washington 99030 | 498 |
| S. M. "Lee" Utgaard | 619 Southview Colfax, Washington 99111 | 1 |
| Wesley A. Nuxoll | 707 Crestview Drive Colfax, Washington 99111 | 1 |

VIII.

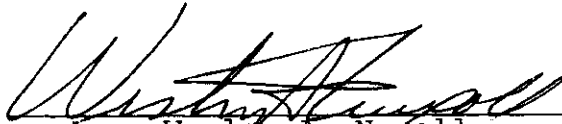
The first Directors of this Corporation who shall hold office until the first annual meeting of Shareholders, or until their successors be elected and qualified, shall be as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|--------------------------------------|
| Herbert W. Millhorn | RFD #1 Rockford, Washington 99030 |
| Addie Millhorn | RFD #1 Rockford, Washington 99030 |
| Maureen St. John | Farmington, Washington 99128 |

IN WITNESS WHEREOF, the Incorporators have hereunto set
 their hands and seals this 8th day of July, 1974, A. D.


 Herbert W. Millhorn

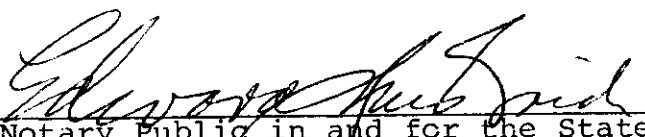

 S. M. "Lee" Utgaard


 Wesley A. Nuxoll

STATE OF WASHINGTON)
 : ss.
County of Whitman)

THIS IS TO CERTIFY that on the 8th day of July, 1974, there personally appeared before me HERBERT W. MILLHORN, S. M. "LEE" UTGAARD and WESLEY A. NUXOLL, to me known to be the individuals described in and who executed the foregoing Articles of Incorporation, and they did acknowledge and declare to me that they executed the same as their free and voluntary act, for the uses and purposes therein mentioned.

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



Notary Public in and for the State
of Washington, residing at Colfax.

SAVAGE, NUXOLL & McBRIDE

ATTORNEYS AT LAW

SOUTH 214 MAIN STREET

P.O. BOX 619

COLFAX, WASHINGTON 99111

HENRY E. SAVAGE
WESLEY A. NUXOLL
EDWARD J. McBRIDE

JUL 18 1974 AM 8 31

Phone (509) 397-4345

SECRETARY OF
STATE

Secretary of State
State of Idaho
Boise, Idaho 837__

Re: MILLHORN FARMS, INC.

Dear Sir:

I am enclosing herewith triplicate originals of Articles of Incorporation for the above-cited Corporation, together with our office account check for an amount not exceeding \$100.00 to cover the filing and licensing fees for the above-cited Corporation.

Would you kindly have these Articles appropriately filed, recorded and have duplicate originals returned to our office for disposition.

Very truly yours,


WESLEY A. NUXOLL

WAN/kjk
Enclosures (4)

P.S. We would state that the principal office of the Corporation while setting forth in RFD #1, Rockford, Washington address is actually located inside the State of Idaho since the Post-office is immediately adjacent to the Idaho State Line and the address of the agent at that office is inside the State of Idaho.

WAN

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