



CERTIFICATE OF INCORPORATION
OF

CARNE 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: August 02, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION

OF

CARNE INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation of such corporation.

FIRST

The name of the corporation is: CARNE INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized is to do all acts and exercise all powers, rights and responsibilities available to corporations under the laws of the State of Idaho.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED FIFTY (150) shares at One Dollar (\$1.00) par value per share. Said stock shall be subject to transfer restrictions and first right of refusal as set forth in the Articles and the Bylaws of the Corporation.

FIFTH

Provisions denying preemptive rights are: none.

SIXTH

The address of the initial registered office of the corporation is Route 3 P.O. Box 3314, Burley, Idaho, 83318 and the name of its initial registered agent at such address is Reed W. Gibby.

SEVENTH

The number of directors constituting the initial board of directors of the Corporation is six (6), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Evard C. Gibby
Route 3 Box 3354
Burley, Idaho 83318

Von F. Gibby
Route 3 Box 3358
Burley, Idaho 83318

Junia M. Gibby
Route 3 Box 3354
Burley, Idaho 83318,

Debra C. Gibby
Route 3 Box 3358
Burley, Idaho 83318

Reed W. Gibby
Route 3 Box 3314
Burley, Idaho 83318

Andrea S. Gibby
Route 3 Box 3314
Burley, Idaho 83318

EIGHTH

The name and address of each incorporator is:

Reed W. Gibby
Route 3 Box 3314
Burley, Idaho 83318

Von F. Gibby
Route 3 Box 3358
Burley, Idaho 83318

NINTH

No stock of this corporation shall be pledged, hypothicated, transferred, assigned, given as security or otherwise encumbered by any person who is a holder thereof, except with the consent of the Board of Directors, evidenced by a resolution duly passed at a regular meeting of the board or a special meeting of the board called for the purpose.

Any stockholder of this corporation who desires to sell or part with his shares of stock herein shall first offer the same to the corporation upon the terms and conditions as set forth in the Minutes of the corporation relating to the death or withdrawal of a stockholder, which corporation shall have ninety (90) days within which to determine whether or not the corporation will purchase and acquire such shares for the price and terms offered.

If the corporation rejects the offer or fails to accept the same within said ninety-day period after the offer is made, the shareholder desiring to sell or part with his shares, or his estate, shall offer the same, at the same price and terms to the other stockholders of the corporation who shall have ninety (90) days from the date thereof to determine whether they or any of them desire to purchase said shares.

In the event any of the stockholders desire to purchase the shares so offered, said shares shall be acquired by accepting stockholders in proportion to their respective holdings in the corporation. In the event all the stockholders reject the offer

or fail to accept the same within said ninety-day period after the offer is made, the person offering the stock for sale may then sell the same on the open market; provided, however, no share may be sold on the open market at a selling price less than the price offered or upon different terms than those offered by the selling stockholder to the corporation or to any stockholder thereof.

This corporation shall have a first and prior lien on any and all its outstanding shares of capital stock and upon any dividends earned thereon for any indebtedness owing by the owner of any of such stock. Such lien shall cover any indebtedness, whether due or to become due, whether now existing or which may hereafter be created, whether contingent or fixed, and whether primary or secondary.

DATED this 28th day of July, 1989.



Von F. Gibby



Reed W. Gibby

STATE OF IDAHO)

SS

County of Cassia)

On this 28th day of July, 1989, before me, the undersigned, a notary public in and for said state, personally appeared Von F. Gibby and Reed W. Gibby, known to me to be the persons whose names are subscribed to the foregoing document and who acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year in this certificate first written.



Notary Public for Idaho

Residing at Burley, Idaho

Commission Expires: 9/11/93