

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

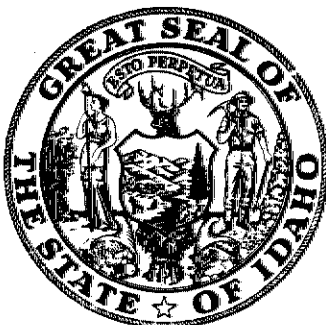
ELMER TIEGS FARMS, INC.

File number C 117684

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: January 2, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION
OF
ELMER TIEGS FARMS, INC.

SECRETARY OF STATE
STATE OF IDAHO
DATE 07/02/1997
FILE # 66475
CORP

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THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is ELMER TIEGS FARMS, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock with a par value of \$1.00 per share.

FIFTH

Shareholders shall have preemptive rights to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the corporation is 12997 W. Stagecoach Road, Nampa, Idaho 83686. The name of its initial registered agent at such address is Barbara Craven.

SEVENTH

The number of directors constituting the initial Board of Directors is three (3). The names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Name**Address**

Barbara Craven

12997 W. Stagecoach Road
Nampa ID 83686

Mark Clements

12997 W. Stagecoach Road
Nampa ID 83686

Matthew Clements

12997 W. Stagecoach Road
Nampa ID 83686**EIGHTH**

The name and address of the incorporator is as follows:

Richard A. Riley
P.O. Box 1368
Boise ID 83701-1368

NINTH

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided, that no such amendment, alteration, change or repeal shall be effective, in the case of Article Tenth, except upon approval by the holders of three-fourths (3/4)) of each class of outstanding stock. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the corporation's common stock.

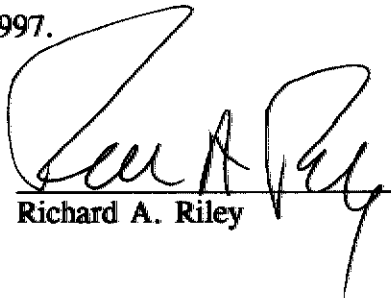
TENTH

At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Any amendment to the Articles of Incorporation which limits or removes an existing right of a shareholder to cumulate his votes shall be adopted upon receiving the affirmative vote of the holders of at least three-fourths (3/4) of the shares of each class entitled to vote thereon as a class and of the total shares entitled to vote thereon.

ELEVENTH

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 2nd day of January 1997.



Richard A. Riley