



CERTIFICATE OF AUTHORITY
OF

E & P RESEARCH, LTD.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of **E & P RESEARCH, LTD.**

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified 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
Authority to **E & P RESEARCH, LTD.**

to transact business in this State under the name **E & P RESEARCH, LTD.**

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **February 24, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is E & P Research, Ltd.
2. *The name which it shall use in Idaho is E & P Research, Ltd.
3. It is incorporated under the laws of Arizona
4. The date of its incorporation is December 31, 1975 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 3048 North 33rd Drive, Phoenix, Arizona
6. The street address of its proposed registered office in Idaho is 3019 Autumn Way,
Meridian, Idaho, and the name of its proposed registered agent in Idaho at that address is Edward C. Schwerd
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Research of meat combinations, additives and other lawful business
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Edward C. Schwerd</u>	<u>President</u>	<u>3019 Autumn Way, Meridian, ID 83642</u>
<u>Patricia G. Schwerd</u>	<u>Secretary/Treasurer</u>	<u>" " " " " "</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>800</u>	<u>common</u>	<u>\$10.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
800	Common	\$10.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 10, 19 83.

E & P RESEARCH, LTD.

By Edward C. Schwerd
Edward C. Schwerd

Its _____ President

and Patricia G. Schwerd
Patricia G. Schwerd

Its _____ Secretary

STATE OF IDAHO)
)ss:
COUNTY OF Ada)

I, DONNA M. SCHEUERER, a notary public, do hereby certify that on this 10th day of February, 19 83, personally appeared before me EDWARD AND PATRICIA SCHWERD, who being by me first duly sworn, declared that he are
/s/ the ~~President and Secretary~~ of E & P RESEARCH, LTD.

they
that he signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.

Donna M. Scheuerer
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

ARTICLES OF INCORPORATION

OF

RED STEER MEATS, INC.

STATE OF ARIZONA

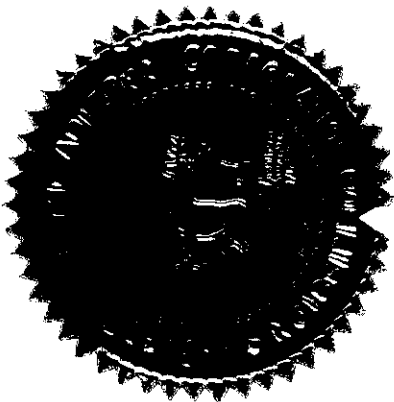
I hereby certify the annexed is a
true and complete copy of the
08 page document on file in
this Office.

DATED: NOVEMBER 8, 19 82

Timothy G. Barrett
Executive Secretary

BY: LISA R. SMITH

This Certification Stamp Replaces
Our Previous Certification System.



ARTICLES OF INCORPORATION
OF
RED STEER MEATS, INC.

RECEIVED
ARIZONA CORP. COMMISSION
INCORPORATING DIVISION

DEC 24 1975

ARTICLE I. NAME. The name of the corporation is RED STEER MEATS, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS. The principal place of business of the corporation shall be 3812 West Clarendon, Phoenix, Maricopa County, Arizona, but other places of business may be established and maintained within and without the State of Arizona, at such places as the Board of Directors may designate and meetings of stockholders and directors may be conducted and held and the books of the corporation maintained at such places.

ARTICLE III. INCORPORATORS. The names, residences and post office addresses of the incorporators are:

Edward C. Schwerd, 4028 West Luke, Phoenix, Arizona 85019
Patricia G. Schwerd, 4028 West Luke, Phoenix, Arizona 85019
Charles E. Schwerd, 2837 North 57th Drive, Phoenix, Arizona 85035

ARTICLE IV. DURATION. The time of commencement of the corporation shall be the date the Corporation Commission issues a Certificate of Incorporation and the termination thereof shall be twenty-five years thereafter with the privilege of renewal as provided by law

ARTICLE V. PURPOSES. The purposes for which this corporation is organized are:

(a) To engage in the food processing business, including the buying, selling, processing, packaging and preparation of meats and foodstuffs of all types and descriptions.

(b) To carry on such other business as may be necessary, convenient or desirable to accomplish the above purposes, and to do all of the things incidental thereto which are not forbidden by law or by the Articles of Incorporation.

ARTICLE VI. POWERS. The powers of the corporation shall be those granted by Tit. 10, Ch. 1, of the Arizona Revised Statutes under which this corporation is formed. In addition, the corporation shall have the following specific powers: To engage in the general and specialty contracting business, including the designing, constructing, enlarging, repairing and remodeling of buildings, roads, sidewalks, highway and bridges; to manufacture, buy, sell, deal in and conduct the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description; to engage in the business of buying, selling and dealing with both for itself and as agent for others, of residential, commercial and industrial properties; to engage in buying, selling, hypothecating, mortgaging and otherwise dealing in mortgages, sales, contracts, securities, commercial papers, choses in action and each and every type or kind of security and legal instrument applicable to realty and personalty; to borrow money and loan money and issue its notes, bonds, debentures and other evidences of indebtedness and to secure the sum by mortgage or otherwise upon any of its real, mixed and personal property; to lend money upon such security as it shall determine or without security; to carry on business through wholly or partially owned corporate subsidiaries, to act in fiduciary

capacities and as agent for any individual, association, partnership, corporation and other legal entity; to own, buy and sell stocks, bonds or other interest in or obligations of individuals, associations, partnerships, corporations or governments; to make gifts or contributions to the public welfare or for charitable, scientific or educational purposes and in time of war, to make donations in aid of war activities; to do any and all acts and things to exercise any and all other powers which a partnership or natural person could do and as may be permitted by law.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE VII. CAPITAL STOCK.

Section 1. Authorized Shares. The total number of shares which this corporation is authorized to issue is one hundred thousand (100,000), all of one class and of the par value of Ten Dollars (\$10.00) each.

Section 2. Consideration for Shares. The stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. No shares of capital stock shall be issued until fully paid for and thereafter shall be non-assessable.

Section 3. Dividends. The dividends are payable on the stock, when and as declared, out of the unreserved earned surplus. Dividends may be in the form of cash, property or shares of stock.

Section 4. Voting Rights of Stockholders. Each stockholder shall be entitled to one vote for each share of common stock standing in his name on the books of the corporation. At each election of Directors, each stockholder shall have as many votes as the number of shares owned by him multiplied by the number of directors to be elected. These votes may be divided among the total number of directors to be elected, or distributed among any lesser number, in such proportion as the holder may desire.

Section 5. Stockholders' Liability. The private property of the shareholders, directors and officers of the corporation shall be forever exempt from the debts and obligations of the corporation.

ARTICLE VIII. MANAGEMENT. The affairs of the corporation shall be conducted by the Board of Directors and they shall be elected at the annual meeting of stockholders to be held on the first Monday of December of each year. For the management of the business, and for the conduct of the affairs of the corporation and for the further definition, limitation and regulation of the powers of the corporation and its directors, and stockholders, it is further provided:

Section 1. Size of Board. The number of directors shall be as specified in the By-Laws of the corporation and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of

directors be less than two nor more than nine. Directors need not be stockholders.

Section 2. Powers of Board. In full exercise and not in limitation of the powers conferred by the Laws of the State of Arizona, the Board of Directors is expressly authorized and empowered:

(a) To elect or appoint a President, Vice-President, Secretary and Treasurer and such other officers as the directors deem appropriate or convenient to the operation of the affairs of the corporation.

(b) To make, alter, amend and repeal the By-Laws, subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors.

(c) To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the corporation, including after acquired property.

(d) To fix, from time to time, the amounts of the profits of the corporation to be reserved as working capital or for any other lawful purpose.

(e) To provide for the reasonable compensation of the directors, officers and employees of the corporation and to establish bonus, profit sharing, stock option, or other types of incentive compensation plans for such persons and to fix the amount of profits to be shared

or distributed and to determine the persons to participate in any such plans and the amount of their respective participation.

(f) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject nevertheless, to the provisions of the laws of the State of Arizona, of these Articles of Incorporation and of the By-Laws of the corporation.

ARTICLE IX. LIMITATION ON INDEBTEDNESS. The highest amount of indebtedness or liability, direct or contingent to which this corporation shall at any time subject itself, is Six Hundred Sixty-Six Thousand Dollars (\$666,000.00) provided however, that such limitation shall not apply to indebtedness hereafter authorized by a vote of the holders of three-fourths (3/4) of all the capital stock of the corporation issued and approved by the Corporation Commission of the State of Arizona.

ARTICLE X. FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of May and end on the last day of April each year.

ARTICLE IX. STATUTORY AGENT. Gerald D. Tupper, 5901 West Indian School Road, Phoenix, Arizona 85033, having been a bona fide resident of the State of Arizona for at least three years is hereby appointed and made the lawful agent for and on behalf of this corporation for the State of Arizona to accept and acknowledge service of and upon whom may be served all necessary process or

processes in any action, suit or proceeding that may be had or brought against the said corporation in any of the Courts of the State of Arizona.

IN WITNESS WHEREOF, we hereunto affix our signatures this 20th day of November, 1975.

Edward C. Schwerd
Patricia G. Schwerd
Charles E. Schwerd

STATE OF ARIZONA)
County of Maricopa)

This instrument was acknowledged before me this 20th day of November, 1975, by EDWARD C. SCHWERD, PATRICIA G. SCHWERD and CHARLES E. SCHWERD, known to me to be the persons whose signatures are subscribed to the foregoing Articles of Incorporation, who personally appeared before me and acknowledged that they executed the same for the purpose therein expressed.

Given under my hand and seal of office the day and year in this Certification above written.

James S. Smith
Notary Public

My Commission Expires:

August 31, 1978

103392
ARIZONA CORPORATION COMMISSION
INVESTIGATION DIVISION
1975

10 10

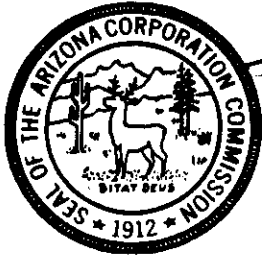
DEC 31 1975

Request of
Supp. Whitaker & Connors, Atty.
of 5001 N. 1st Ave. Apt. 11
Phoenix, AZ 85018
by Kathy A. Pigeon
SECRETARY
Erica R. Concina
R-43196

Marcelo
Jucal 4/30

PAID & ORDER

STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

RED STEER MEATS, INC.

NAME CHANGED TO:

E & P RESEARCH, LTD.

STATE OF ARIZONA

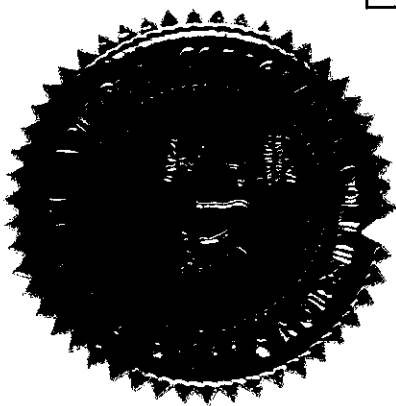
I hereby certify the annexed is a
true and complete copy of the
04 page document on file in
this Office.

DATED: NOVEMBER 8, 1982


Executive Secretary

BY: LISA R. SMITH

This Certification Stamp Replaces
Our Previous Certification System.



INC-0045

4
163392
AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
RED STEER MEATS, INC.

Pursuant to the provisions of Section 10-961, Arizona Revised Statutes, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

I.

The name of the corporation is:

RED STEER MEATS, INC.

II.

The document attached hereto as Exhibit "A" sets forth Amendments to the Articles of Incorporation which were adopted by the stockholders of the corporation on the 13th day of January, 1981, in the manner prescribed by the Arizona Revised Statutes.

III.

The number of shares of the corporation outstanding at the time of such adoption was eight hundred (800) and the number of shares entitled to vote thereon was eight hundred (800).

IV.

The designation and number of outstanding shares of each class or series entitled to vote thereon as a class or series was as follows:

Common - 800 shares

V.

The number of shares of each class or series entitled to vote thereon as a class or series voted for or against such amendment, respectively, was:

<u>Class or Series</u>	<u>Number of Shares For</u>	<u>Number of Shares Against</u>
Common	800	-0-

DATED as of this 13th day of January, 1982.

Edward C. Schwerd
 EDWARD C. SCHWERD, PRESIDENT

Patricia E. Schwerd
 PATRICIA E. SCHWERD, SECRETARY

EXHIBIT "A"
CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
RED STEER MEATS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That at a special meeting of the Board of Directors and Stockholders of RED STEER MEATS, INC., held on the 13th day of January, 1982, at the offices of the corporation, at which all of the Stockholders and Directors were present, all notices required by law having been expressly waived, the following resolution was adopted:

RESOLVED, that Articles I, IV and VIII of the Articles of Incorporation of this corporation is hereby amended as follows:

"ARTICLE I"

Name. The name of the corporation is E & P Research, Ltd. *dl*

"ARTICLE IV"

The succession of this corporation shall be perpetual.

"ARTICLE VIII"

Section 1. The number of directors shall be as specified in the Bylaws of the corporation and such number may from time to time be increased or decreased in such manner as prescribed by the Bylaws. In no event shall the number of directors be less than one nor more than nine. Directors need not be stockholders.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 12th
day of February, 1962

RED STEER MEATS, INC.

By: Edward C. Schwerd
EDWARD C. SCHWERD, President

ATTEST:

By: Patricia E. Schwerd
PATRICIA E. SCHWERD, Secretary

STATE OF ARIZONA)
County of Maricopa) ss.

Before me, the undersigned Notary Public, this 12th day of
February, 1962, personally appeared EDWARD C. SCHWERD and
PATRICIA E. SCHWERD, who acknowledged themselves to be the President and
Secretary, respectively, of RED STEER MEATS, INC., and that they, as such officers,
being authorized so to do, executed the foregoing instrument for the purposes therein
contained by signing the name of the corporation by themselves as such officers.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Elizabeth J. Cardona
Notary Public

My Commission Expires:

August 15, 1965

1389