



CERTIFICATE OF INCORPORATION
OF

AGRICARE INDUSTRIES, 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: **October 27, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *W. J. Clark*

ARTICLES OF INCORPORATION

OF

AGRICARE INDUSTRIES, INC.

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SECRETARY OF STATE

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

FIRST: The name of the corporation is Agricare Industries, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes and objects for which this Corporation is formed, and the general powers which this Corporation may exercise are:

(a) To carry on and conduct a manufacturing and sales business; and

(b) To carry on any other kind of business or business activities that the shareholders may from time to time deem to be advisable or proper.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities

of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

(d) In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, debentures, notes and other evidences of indebtedness.

(e) Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things and business in any way connected therewith or auxiliary thereto.

(f) To transact any and all lawful business for which a corporation may be incorporated in the State of Idaho.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one million shares, all of which are to be without par value.

FIFTH: The address of the initial registered office of the corporation is P.O. Box Z, ^{500 Main Street} Filer, ID, 83328, and the name of the registered agent at such address is Jim Herrett.

SIXTH: The number of directors constituting the initial board of directors of the corporation is four, 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:

<u>NAME</u>	<u>ADDRESS</u>
Jim Herrett	P.O. Box Z Filer, ID 83328
Bill Herrett	P.O. Box Z Filer, ID 83328
Jack Pretti	P.O. Box Z Filer, ID 83328
Bill McDowell	P.O. Box Z Filer, ID 83328

SEVENTH: The name and address of each incorporator is:

Jim Herrett	P.O. Box Z Filer, ID 83328
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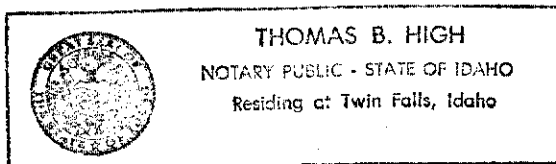
DATED this 26 day of October, 1988.

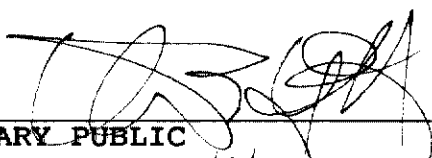


Incorporator

STATE OF IDAHO)
) ss.
County of Twin Falls)

I, THOMAS B. HIGH, a Notary Public, do hereby certify that on this 26th day of October, 1988, personally appeared before me, Jim Herrett, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.





NOTARY PUBLIC
Com. Expires 2/9/94

ARTICLES OF INCORPORATION\3