

State of Idaho

Department of State

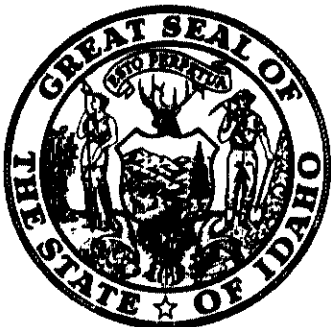
CERTIFICATE OF INCORPORATION OF

C & L FARMS, INC.
File number C 106263

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: May 9, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

OF

C & L FARMS, INC.

MAY 9 2 27 PM '94

SECRETARY OF STATE

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

FIRST: The name of the corporation is C & L FARMS, INC.

SECOND: The period of the corporation's duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FORTH: The aggregate number shares which the corporation shall have authority to issue is 10,000 shares of common stock, each having a par value of \$1.00 per share.

FIFTH: The address of the initial registered office of the corporation is Route 1, Box 60, Culdesac, Idaho, and the name of its initial registered agent at such address is Larry Boyer.

SIXTH: The number of Directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as the Directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Larry Boyer	Route 1, Box 60 Culdesac, Idaho 83524
Casey J. Gibbins	Route 1, Box 27 Lapwai, Idaho 83540

SEVENTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Larry Boyer	Route 1 Culdesac, Idaho 83524

IDAHO SECRETARY OF STATE

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CX #: 20666 CUST# 37074

CORP 10 100.00= 100.00

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DATED this 15th day of April, 1994.


LARRY BOYER

STATE OF IDAHO }
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County of Nez Perce }

On this 15th day of April, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared LARRY BOYER, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on th day and year in this certificate first above written.


Notary Public in and for the
State of Idaho, residing at
LAPWAH, therein.

My Commission Expires: NOV 1997