

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____

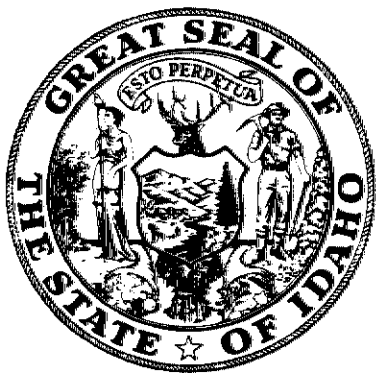
A & B BEAN & GRAIN, INC., an Idaho corporation

into HANBY SEED COMPANY, a Delaware corporation,

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
merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated September 16, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER OF
A & B BEAN & GRAIN, INC.

INTO

HANEY SEED COMPANY

23 SEP 13 1973 8 30

Pursuant to the provisions of Section 30-1-73 of the Idaho Business Corporations Act, KLEIN BROS., LTD. by and through its general partner, DICK KLEIN, they being all of the stockholders of A & B BEAN & GRAIN, INC., A & B BEAN & GRAIN, INC. and HANEY SEED COMPANY adopt the following Articles of Merger for the purpose of merging A & B BEAN & GRAIN, INC., a domestic corporation, into HANEY SEED COMPANY, a Delaware Corporation, as the surviving corporation:

FIRST: The undersigned foreign corporation is incorporated under the laws of Delaware, and the laws of such jurisdiction permit such a merger.

SECOND: The following plan of merger was adopted by the undersigned corporation in the manner prescribed by the laws of the jurisdiction under which it is organized. See Plan of Merger attached hereto and incorporated herein by reference as Exhibit A-1 through A-14.

THIRD: The number of outstanding shares of each class of the domestic corporation is as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	DESIGNATION OF CLASS	OWNERSHIP
A & B BEAN & GRAIN, INC.	5,449	Common No Par	KLEIN BROS. LTD

FOURTH: Number of outstanding shares of each class of the foreign corporation, and the stockholding therein are as follows:

HANEY SEED COMPANY	21,500	Class A Preferred Non-Voting	A & B BEAN & GRAIN, INC.
	16,500	Class B Common Voting	A & B BEAN & GRAIN, INC.
	9,664	Class C Common Voting	A & B BEAN & GRAIN, INC.

FIFTH: All HANEY SEED COMPANY Class A stock is non-voting and has a par value of \$10.00 per share; Class B voting common stock has a par value of \$1.00; Class C voting common stock has a par value of \$1.00.

SIXTH: KLEIN BROS., LTD., a limited partnership represented by DICK KLEIN, general partner, being all of the shareholders of A & B BEAN & GRAIN, INC. were present at a meeting called on June 30, 1986 at 1:30 for the purpose of receiving the terms and conditions of the Plan of Merger set forth in Article Second. Copies of the said plan were distributed to KLEIN BROS., LTD., DICK KLEIN, general partner, and all officers and directors of the named corporations. A vote was duly called for the adoption of the Plan of Merger which plan was unanimously adopted by the vote of KLEIN BROS., LTD., acting through its general partner, DICK KLEIN, being all of the shares of A & B BEAN & GRAIN, INC. Thereafter, at a meeting called the same day for the same purpose, A & B BEAN & GRAIN, INC. unanimously adopted the Plan of Merger hereinbefore identified, A & B BEAN & GRAIN, INC. being the sole shareholders of all of the shares of HANEY SEED COMPANY.

SEVENTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of the above mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporations Act with respect to the rights of the dissenting shareholders.

DATED this 25th day of August, 1986.

KLEIN BROS., LTD

By Dick Klein
DICK KLEIN, General Partner

A & B BEAN & GRAIN, INC.

By H. Pringle
HOMER PRINGLE, President

HANEY SEED COMPANY

By 
HOMER PRINGLE, President

By 
JOHN MUNDY, Secretary

VERIFICATION

STATE OF IDAHO)
 : ss
County of Twin Falls)

I, JAMES D. GLENN, JR., a notary public, do hereby certify that on this 25th day of August, 1986, personally appeared before me DICK KLEIN, general partner of KLEIN BROS., LTD., HOMER PRINGLE and JOHN MUNDY who, being by me first duly sworn, declare that they are respectively DICK KLEIN, general partner of KLEIN BROS., LTD., HOMER PRINGLE, President of A & B BEAN & GRAIN, INC. and HANEY SEED COMPANY and JOHN P. MUNDY, Secretary of HANEY SEED COMPANY and the same did sign the foregoing documents as respectively DICK KLEIN, general partner of KLEIN BROS., LTD., HOMER PRINGLE, President of A & B BEAN & GRAIN, INC. and HANEY SEED COMPANY and JOHN MUNDY, Secretary of HANEY SEED COMPANY, the latter two being named officers of the corporations named herein, and that the statements therein contained are true and correct.


JAMES D. GLENN, JR., NOTARY PUBLIC
IN AND FOR THE STATE OF IDAHO
Residing at: Twin Falls, Idaho

My commission expires February 25, 1991.

PLAN AND AGREEMENT OF MERGER BETWEEN

HANEY SEED COMPANY, a Delaware Corporation
(Surviving Corporation)

AND

A & B BEAN & GRAIN, INC., an Idaho Corporation
(the Merging Corporation)

PLAN AND AGREEMENT OF MERGER, dated this 10th day of July, 1986 between HANEY SEED COMPANY, a Delaware Corporation (hereinafter referred to as "HANEY", and sometimes referred to as the "Surviving Corporation"), and A & B BEAN & GRAIN, INC., an Idaho Corporation (hereinafter referred to as "A & B" or the "Merging Corporation"), which two corporations are hereinafter sometimes referred to as the "Constituent Corporations".

FIRST RECITALS

HANEY SEED COMPANY is validly organized, existing and in good standing under the laws of the State of Delaware, and is authorized to do business in the State of Idaho. The merging corporation is validly organized, existing and in good standing under the laws of the State of Idaho. HANEY SEED COMPANY has authorized capital in the total amount of 280,000 shares in the following classifications:

CLASS A	CLASS B	CLASS C
NON VOTING PREFERRED	VOTING COMMON	NON VOTING COMMON
PAR VALUE	PAR VALUE	PAR VALUE
\$10.00	\$1.00	\$1.00
80,000 SHARES	100,000 SHARES	100,000 SHARES

The Merging Corporation has an authorized capital of 10,000 shares, all one class, no par value, of which, on the date of execution of this Agreement, 5,449 shares were issued and outstanding, 1,350 shares were held in its treasury, and no shares were subject to stock options of any kind.

The Boards of Directors and shareholders of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that the Merging Corporation merge with and into HANEY SEED COMPANY in accordance with the provisions of applicable statutes of both the State of Delaware and the State of Idaho, and have entered into this Agreement of Merger in connection with the merger.

The issued shares of A & B are held entirely by KLEIN

BROS., LTD. in certificates 8, 10, 12 and 14. The shares of HANEY SEED COMPANY are held entirely by A & B BEAN & GRAIN, INC. by reason of assignments from the Idaho First National Bank dated December 31, 1985, assigning certificates number 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13, representing all of the issued shares of HANEY SEED COMPANY.

SECOND

AGREEMENT OF MERGER

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single corporation which shall be HANEY SEED COMPANY, the Surviving Corporation, whose names shall be unchanged and whose Articles of Incorporation shall be amended in other respects as provided herein. Pursuant to the laws of both the State of Delaware and the State of Idaho, and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation as herein set forth:

On the effective date of the merger, July 1, 1986, the Merging Corporation shall be merged with and into HANEY SEED COMPANY, and a separate existence of the Merging Corporation shall cease; the Constituent Corporations shall become a single corporation named HANEY SEED COMPANY, a Delaware Corporation, which shall be the Surviving Corporation.

THIRD

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of HANEY SEED COMPANY are set forth as Exhibit A, to this Agreement, and are not amended, but shall continue without modification. Said Articles of Incorporation shall continue to be the Articles of Incorporation of the Surviving Corporation until further amended in accordance with the corporation laws of the States of Delaware as approved by the State of Idaho.

Such Articles of Incorporation, as thus set forth, may be certified separate from this Agreement as the Articles of Incorporation of the Surviving Corporation.

FOURTH

BY-LAWS OF SURVIVING CORPORATION

The By-Laws of HANEY SEED COMPANY in effect immediately prior to the effective date of the merger shall continue to be the By-Laws of the Surviving Corporation, until altered or

repealed in the manner provided by law and under the terms of such By-Laws.

FIFTH

DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of HANEY SEED COMPANY shall be as follows:

Directors

Richard "Dick" Klein
Robert Corkern
Homer L. Pringle
Steve Klein
John P. Mundy

Officers

President--Homer Pringle
Vice-President--Dick Klein
Treasurer--Robert Corkern
Secretary--John Mundy

The Directors and Officers set forth herein above have served immediately prior to the effective date of the merger, and shall continue to be the Directors of the Surviving Corporation, and shall hold office for the terms specified in the By-Laws of the Surviving Corporation, and until their respective successors are duly elected and qualified.

SIXTH

MANNER AND BASIS OF CONVERSION OF SHARES

The treatment of the shares of HANEY SEED COMPANY, and the manner of converting the shares of the Merging Corporation shall be as follows:

1. All shares of A & B BEAN & GRAIN, INC. shall be retired, and the books of the corporation shall reflect the retirement of share Certificate #8 in the amount of 2,272 shares, Certificate #10 in the amount of 427 shares, Certificate #12 in the amount of 2600 shares, and Certificate #14 in the amount of 150 shares, and the issuance of new and different shares in Surviving Corporation in favor of the sole shareholder, KLEIN BROS., LTD. a limited partnership.

2. All Class A Preferred shares of Surviving Corporation, Certificates #10 and 13 shall be retired. All Class C Non Voting shares, Certificate #12, shall be retired. Class B Voting Common, Certificates #4, 5, 6, 7, 8 and 9 shall be retired. Of Certificate #11, 4,000 shares shall be conveyed to the sole shareholder of Merging Corporation, KLEIN BROS., LTD. The remainder of Certificate #11 in the amount of 4,362.5 shares shall be retired on the books of Surviving Corporation.

3. Each share of the Merging Corporation's Common Stock, which is issued and outstanding immediately prior to the

effective date of the merger, shall, by virtue of the merger, be converted into and become, without action on the part of the holder of the Common Stock, 4,000 fully paid and nonassessable shares of the Common Stock of the Surviving Corporation. The diverse stock classifications of the Surviving Corporation shall, by virtue of this Agreement, become 4,000 shares of Voting Common Stock having no par value. No fractional shares shall be issued. KLEIN BROS., LTD. shall be the sole shareholder receiving 4,000 shares of the Common Stock of Surviving Corporation as herein before stated.

Upon issue, all other outstanding Certificates for Voting Common Stock, Common Stock, and/or Preferred Stock, shall thereupon be deemed for all purposes to be revoked, save and except for 4,000 shares of Voting Common Stock of Surviving Corporation, into which all previous shares of Merging Corporation and Surviving Corporation shall have been converted at the rates set forth above.

The holders of all such certificates shall surrender the same for exchange as set forth hereinafter. No dividend shall be paid during the period of transition. Upon completion of exchange, any amount representing dividends payable during the said period shall be paid along with the new issue of shares to the stockholder.

4. As soon as practicable after the effective date of the merger, the holder of outstanding certificates for Common Stock heretofore issued by both corporations shall surrender the same to the general counsel of the Surviving Corporation, the law offices of Glenn & Henrie, P.O. Box 1538, Twin Falls, Idaho 83303-1538, which certificates shall then be cancelled on the books of the corporations, and said general counsel is duly constituted the agent of the Surviving Corporation to issue the shares of its stock in the amount of 4,000 shares to KLEIN BROS., LTD.

5. On the effective date of the merger, all shares of Common Stock of the Merging Corporation held in its treasury are hereby cancelled and retired without further action, and no shares of Common Stock of the Surviving Corporation shall be issued in respect thereof.

6. That there are no dissenting shareholders. Should any dissenting shareholders make any claim whatever to the Surviving Corporation, Surviving Corporation agrees that it will promptly pay to the dissenting shareholders, if any, of the Merging Corporation, the amount, if any, to which they shall be entitled under the provisions of the Corporations Laws of the State of Idaho with respect to the rights of dissenting shareholders.

SEVENTH

EFFECT OF MERGER

On the effective date of the merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of a public, as well as a private nature, of each of the Constituent Corporations, and shall become subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations and all of the singular rights, privileges, powers and franchises of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, sets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective it shall appear to the Surviving Corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the Surviving Corporation of the title to any of the property or rights of the Merging Corporation, those persons who were proper officers and directors of the Merging Corporation as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such purposes the capacity and authority of the Merging Corporation and its officers shall be deemed to be continuing.

The Surviving Corporation agrees that it may be served with process in the State of Idaho and irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process, in any proceeding for the enforcement of any obligation of the Merging Corporation arising in the State of Idaho prior to the effective date of the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation against the Surviving Corporation.

EIGHTH

ACCOUNTING AND STATED CAPITAL

When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, (a) the assets and liabilities of the Constituent Corporations shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they shall be carried at that time in the accounting records of the Constituent Corporations, (b) the amount of stated capital with which the Surviving Corporation shall begin business immediately after the effective date of the merger is \$100,000.00.

NINTH

ABANDONMENT

This plan and Agreement of Merger has been approved by the shareholders of the Merging Corporation, which is also the stockholder of the Surviving Corporation prior to the time of merger. The stockholders have unanimously approved the merger.

TENTH

REPRESENTATIONS AND WARRANTIES

Surviving Corporation and the Merging Corporation each represents and warrants to the other that between the date hereof and the time when the merger becomes effective they will not enter into any employment contracts, grant any stock options or issue any stock or securities, except upon the exercise of presently outstanding restricted stock option,s or declare or pay any dividends in stock or cash or make any other distribution on or with respect to their outstanding stock.

ELEVENTH

EFFECTIVE DATE

The effective date of the merger provided for by this Agreement shall be the first day of July, 1986, subject only to the filing of all necessary documents under the respective laws of the State of Idaho and the State of Delaware.

IN WITNESS WHEREOF, the undersigned officers have signed their names here to and have caused their respective corporate seals of the Constituent Corporations to be affixed hereto the _____ day of July, 1986.

HANEY SEED COMPANY, a Delaware
Corporation

By 
HOMER PRINGLE, President

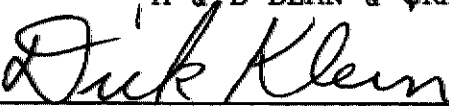
ATTEST:


JOHN MUNDY, Secretary

A & B BEAN & GRAIN, INC.

By 
HOMER PRINGLE, President

ATTEST: KLEIN BROS., LTD., sole shareholders
A & B BEAN & GRAIN, INC.

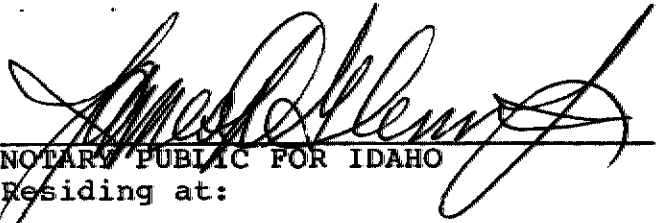


DICK KLEIN, Secretary for A & B BEAN & GRAIN, INC. and in his capacity
as general partner for KLEIN BROS., LTD.

STATE OF IDAHO)
 : ss
County of Twin Falls)

On this 25th day of August, 1986, before me, the
undersigned, a Notary Public in and for said State, personally
appeared HOMER L. PRINGLE, known to me to be the President of
HANEY SEED COMPANY, a Delaware Corporation, said corporation
being one of the corporations that executed the above and
foregoing instrument, and acknowledged to me that the seal
affixed to said instrument is the corporate seal of said corpora-
tion and that said instrument was signed and sealed in behalf of
said corporation by authority of its Board of Directors, and said
HOMER PRINGLE acknowledged said instrument to be the free act
and deed of said corporation.

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


NOTARY PUBLIC FOR IDAHO
Residing at:

STATE OF IDAHO)

County of Twin Falls)

On this 25th day of August, before me, the undersigned, a Notary Public in and for said State, personally appeared HOMER PRINGLE, known to me to be the President of A & B BEAN & GRAIN, INC., an Idaho Corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said HOMER PRINGLE acknowledged said instrument to be the free act and deed of said corporation.

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

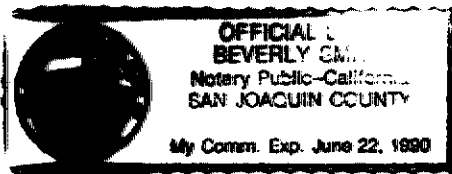

NOTARY PUBLIC FOR IDAHO
Residing at:

STATE OF CALIFORNIA)

County of San Joaquin)

On this 2nd day of August, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN MUNDY, known to me to be the Secretary of HANEY SEED COMPANY, a Delaware Corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said DICK KLEIN acknowledged said instrument to be the free act and deed of said corporation.

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

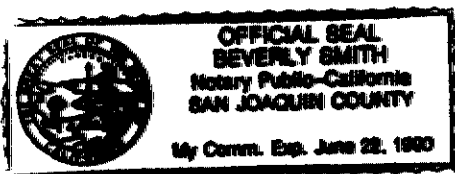


Beverly Smith
NOTARY PUBLIC FOR CALIFORNIA
Residing at:

STATE OF CALIFORNIA)
County of San Joaquin) : ss

On this 2nd day of August, before me, the undersigned, a Notary Public in and for said State, personally appeared DICK KLEIN, known to me to be the Secretary of A & B BEAN & GRAIN, INC., an Idaho Corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said DICK KLEIN acknowledged said instrument to be the free act and deed of said corporation.

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



Beverly Smith
NOTARY PUBLIC FOR ~~IDaho~~ CALIFORNIA
Residing at:

Jim--correct the Haney Class C to show as being non voting

DEC 13 1980

PLEASE RETURN TO
THE CORPORATION TRUST COMPANY

CERTIFICATE OF INCORPORATION

OF

Heavy Load Company

20

RECEIVED FOR RECORD

DEC 15 1980

LEO J. DUGAN, Jr., Recorder

FILED

DEC 15 1980 10 A.M.

William C. Keaton
SECRETARY OF STATE

EXHIBIT A-1

EXHIBIT A-10

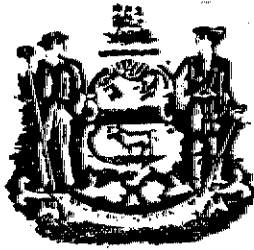


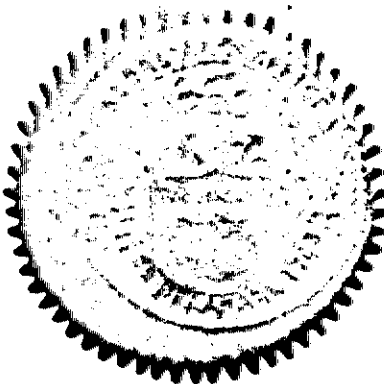
EXHIBIT Y134 PAGE 117

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "Haney Seed Company", as received and filed in
this office the fifteenth day of December, A.D. 1980, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this fifteenth *day*
of December *in the year of our Lord*
one thousand nine hundred and eighty.



RECEIVED FOR RECORD

DEC 15 1980

LEO J. DUGAN, Jr. Recorder

Glenn C. Kenton
Glenn C. Kenton, Secretary of State

EXHIBIT A-2

EXHIBIT A-11

CERTIFICATE OF INCORPORATION

OF

HANEY SEED COMPANY

VOL 134 PAGE 114

1. The name of the corporation is Haney Seed Company.
2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is two hundred and eighty thousand shares (280,000) of which eighty thousand (80,000) shares shall be Class A Non-Voting Preferred stock of a par value of Ten Dollars (\$10.00) each, one hundred thousand (100,000) shares of Class B Voting Common stock of a par value of One Dollar (\$1.00) each and one hundred thousand (100,000) shares of Class C Non-Voting Common stock of a par value of One Dollar (\$1.00) each and all amounting in the aggregate to a total authorized capital of One Million Dollars (\$1,000,000).

The Non-Voting Preferred stock shall be entitled to dividends at the rate of 10% on such dates and by such method as may be determined by the Board of Directors and shall be redeemable at \$100.00 per share on 60 days notice by such method as may be determined by the Board of Directors.

The number of authorized shares of any class or classes of stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

The holders of Class B Voting Common shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares, or securities in proportion to their respective holdings of Class B Voting Common, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

EXHIBIT A-3

EXHIBIT A-12

STATE OF DELAWARE
 DEPARTMENT OF REVENUE
 CERTIFICATE OF INCORPORATION

FILE NO. 110

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street Wilmington, Delaware 19801

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Richard J. Cook	P.O. Box 502, Twin Falls, Idaho 83301
Mary Cook	P.O. Box 502, Twin Falls, Idaho 83301
William H. Cook	P.O. Box 502, Twin Falls, Idaho 83301
James W. Latham	P.O. Box 502, Twin Falls, Idaho 83301
Paul Montgomery	P.O. Box 502, Twin Falls, Idaho 83301

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

EXHIBIT A-4

EXHIBIT A-13

WE THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 15th day of December 1980.

K. L. Husfelt

K. L. Husfelt

B. A. Schuman

B. A. Schuman

E. L. Kinsler

E. L. Kinsler

EXHIBIT A-5

EXHIBIT A-14