State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ARNDEL CORPORATION

was filed in the office of the Secretary of State on the **3rd** day of **December** A.D. One Thousand Nine Hundred **Fifty-seven** and duly recorded on Film No. **101** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **fifty years** from the date hereof, with its registered office in this State located at **Castleford** in the County of **Twin Falls**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **December**, A.D., 19**57**.

Secretary of State.

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ARTICLES OF INCORPORATION

of

ARNDEL CORPORATION

KNOW ALL MEN BY THESE PRESENTS That we, W.B. Arness, Vera D. Arness, residents of Castleford, Twin Falls County, State of Idaho, and Ann A. Drover, resident of Oakland, County of Alameda, State of California, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit, under the laws of the State of Idaho and we do hereby certify and state:

ARTICLE I.

That the name of said corporation shall be

ARNDEL CORPORATION

ARTICLE II.

That the purposes for which said corporation is formed are:

(a) To engage in the business of farming, the reclamation, irrigation, drainage and development of farms and farm lands and to produce and develop, buy, sell and otherwise acquire and exchange any and all types of agricultural crops, the grading, sorting, preserving, processing and marketing thereof, either at wholesale or retail.

(b) To own, hold, buy, sell and otherwise acquire or exchange, breed, develop and handle sheep, cattle, horses, hogs and other livestock and to engage in the livestock business generally and to buy, sell, store and otherwise acquire the by-products of such livestock business.

(c) To engage in a general engineering business and in the general practice of engineering in all its branches, and in that capacity to make, conduct and supervise research, surveys and investigations into all matters and things in the field of science and otherwise.

(d) In connection with the purposes hereinabove enumerated to take, purchase, lease, hire or otherwise acquire; to hold, own, occupy, use and enjoy; to build, erect, construct, alter, repair, renew and equip; to manage, improve, develop, operate and work; and to grant, sell, let, demise, exchange and otherwise dispose of buildings, structures and improvements of every kind and

description, and every right, interest or estate therein, without limit as to the cost, amount or value thereof and wheresoever the same may be situated, as well outside as within the State of Idaho; and to make, enter into or assume any and every kind of contract, agreement and obligation by or with any person, firm or corporation for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management, operation or control, in whole or in part, of such buildings, structures or improvements, facilities, or any of them.

(e) To take, purchase, lease, hire or otherwise acquire; to hold, own, occupy, use and enjoy; to manage, improve, develop, subdivide and operate; and to grant, sell, let, demise, exchange and otherwise dispose of real estate and every right, interest or estate therein, wheresoever the same may be situated as well within as without the State of Idaho.

(f) To purchase or otherwise acquire; to hold, own, enforce and otherwise enjoy; and to sell, assign, exchange or otherwise transfer or dispose of leases of lands, buildings, improvements and other structures, and of any estate or interest therein, and to assume, keep and perform all covenants, conditions or other obligations in or in respect of said leases, whether to prevent the forfeiture thereof or the impairment of any right, privilege, interest or estate thereunder or therein.

(g) To purchase, lease, hire or otherwise acquire; to own, hold, use and enjoy; to sell, let, hire, assign, transfer, deal in and deal with, personal property of every kind and description, at wholesale or retail, particularly including, without limiting the generality of the foregoing description, automobiles, trucks, tractors, aeroplanes, boats, road and highway equipment, farm implements and farm equipment, electrical appliances, machinery, parts, hardware, lumber, machinery and building materials, without limit as to the amount, cost or value thereof and wheresoever the same may be situated, as well outside as within the State of Idaho.

(h) To apply for, purchase, take assignments of or otherwise acquire, accept, receive, hold, develop, use control, transfer and dispose of distributing agencies, dealerships, franchises, franchise rights, privileges, licenses, contracts, permits which may be necessary, useful, convenient for or auxiliary or incidental to the purposes of the corporation herein set forth;

(i) To apply for, purchase, acquire, hold, use, develop, license and dispose of and otherwise deal in inventions, improvements, patents, processes, trade marks and copyrights which may be necessary, useful, convenient for or incidental or auxiliary to the purposes of the corporation herein set forth;

(j) To lend and advance money or give credit upon, with or without interest, and with or without security for the repayment thereof, and on such terms as may seem expedient, and to give guaranties or become surety for any person, firm or corporation;

(k) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, own, hold, sell, assign, transfer, exchange, distribute and otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets and property of

of every kind, or any part thereof, of any other corporation or corporations, association or associations, and also shares, rights, units or interest in or in respect of any trust estate now or hereafter existing, whether created by or underthe laws of the State of Idaho, or of any other state, territory or country; and to operate, manage and control such properties or any of them, either in the name of such other corporations, associations and trust estates, or the trustees thereof, or in the name of this corporation, and while the owner thereof to exercise all the rights, powers and privileges of ownership thereof of every kind respecting the same, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do;

(l) To issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed or trust or otherwise.

(m) To guarantee the payment of dividends or interest upon and of the par amount or principal of any shares of stock, debentures, bonds, promissory notes, or other securities or evidences of indebtedness, contracts and obligations of this corporation or of any other corporation, firm or person, or of the trustee or trustees of any trust estate;

(n) To transact and carry on any other lawful business and to do any and all other acts and things and to exercise any and all other powers, that a copartnership or a natural person may transact, carry on, do or exercise, and that now or hereafter may be authorized by law;

(o) To pay to the directors, as remuneration or compensation for their services as such officers, such sums as may be authorized by the by-laws, the same to be divided among them in such proportions and in such manner, as the directors may determine;

(p) To engage in joint ventures and to enter into contracts of partnership with other corporations, associations or with individuals, for the carrying on of any business or the performance of any act herein authorized, or any business or act incidental thereto;

(q) To purchase and cancel upon its books and restore to the status of authorized but unissued shares, any of its outstanding shares, from surplus available for cash dividends and when authorized by vote or written consent of the holders of two-thirds of the shares outstanding, exclusive of the shares to be purchased;

(r) Without in any particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, to do any one or more or all of the acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated, directly or indirectly, to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights as such a corporation may lawfully do; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers that a natural

person or an association of individuals could do or exercise, and which now or hereafter might be authorized by law, and either as or by or through principals, agents, contractors, factors, lessors, lessees, or otherwise, and either alone or in conjunction with others, and in any part of the world; and in addition to have and exercise all of the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers on the part of the stockholders of the corporation wherever herein so expressed or implied, as well as on the part of the corporation, and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III.

That the term for which this corporation shall exist is fifty years.

ARTICLE IV.

That the location and postoffice address of the registered office of the corporation in this state shall be Castleford, Twin Falls County, Idaho.

ARTICLE V.

That the total number of shares which may be issued is Five Thousand (5,000) and the par value of each is Five ($5.00) Dollars; that the aggregate par value of all shares is Twenty-five Thousand ($25,000.00) Dollars.

ARTICLE VI.

That the total number of shares actually subscribed is three shares; that the names of the subscribers and the number of shares, respectively, for which they have subscribed and the amounts to be paid by them respectively for such shares are as follows:

Name of Subscriber and Postoffice address	Number of Shares	Amount of be paid
W.B. Arness Castleford, Idaho.	1	$5.00
Vera D. Arness, Castleford, Idaho.	1	$5.00
Ann A. Drover Oakland, California.	1	$5.00

ARTICLE VII.

That the number of its directors is three, and the names and residences of the persons who are appointed to act until the first meeting of shareholders or until the selection and qualification of their successors are as follows:

W.B. Arness, Castleford, Idaho.

Vera D. Arness, Castleford, Idaho.

Ann A. Drover, Oakland, California.

ARTICLE VIII.

The shares of the capital stock of this corporation shall only be assessable when authorized by the vote of the holders of two-thirds of the issued and outstanding shares.

IN WITNESS WHEREOF, We have hereunto subscribed our names this 19th day of November, 1957.

W.B. Arness

Vera D. Arness

Ann A. Drover

STATE OF ~~Idaho~~ Arizona)
: ss
County of ~~Twin Falls~~ Maricopa)

On this 21st day of November, 1957, before me, the undersigned, a Notary Public in and for said County and State, personally appeared W. B. ARNESS and VERA D. ARNESS, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)

Notary Public for the State of ~~Idaho~~,
Residing at ~~Twin Falls, Idaho~~. Ariz.
Phoenix, Arizona

STATE OF CALIFORNIA)
: ss
County of Alameda)

On this 9th day of November, 1957, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ANN A. DROVER, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

(SEAL)

Notary Public for the State of California,
Residing at 2345 Shackelford
~~Oakland~~ California.

My commission expires
Sept 11, 1958