



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

V.A.E., INC.

was filed in the office of the Secretary of State on the 24th day of October A.D., One Thousand Nine Hundred seventy-five and will be duly recorded on ~~Film No.~~ microfilm 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 *Perpetual Existence* from the date hereof, with its registered office in this State located at Nampa, Idaho in the County of Canyon

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 24th day of October, A.D., 19 75 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ELAM, BURKE, JEPPESEN, EVANS & BOYD
ATTORNEYS AT LAW
1010 BANK OF IDAHO BUILDING
P. O. BOX 1559
BOISE, IDAHO 83701

ARTICLES OF INCORPORATION

OF

V.A.E., INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the under-
signed, all being citizens of the United States of legal age,
this day having voluntarily associated ourselves together for
the purpose of forming a corporation under and pursuant to the
laws of the State of Idaho, do hereby certify:

ARTICLE I.

Name

The name of the corporation shall be V.A.E., INC.

ARTICLE II.

Purposes

(a) To engage in the transportation for hire of
agricultural livestock and dairy products or any by-products
thereof, to receive and load all varieties of agricultural,
livestock and dairy or by-product freight on board highway
motor vehicles; transport such freight to various destinations
within and without the State of Idaho; to buy, sell, and
otherwise deal in and with all methods of commercial trans-
portation, and to maintain and repair the same.

(b) To conduct and carry on the business of buying,
selling, and dealing in all kinds of grain, hay, or other
agricultural produce and farm products, livestock, by-products
of such livestock, dairy, by-products of such dairy, and all
other kinds of goods, wares, and merchandise.

(c) to purchase, own, hold, lease (either as lessor
or as lessee), exchange, subdivide, mortgage, sell and generally
operate and deal in any and all types of real property within or
without the State of Idaho, necessary, suitable or useful in con-
nection with the operation of the business of this corporation.

(d) To purchase, hold, sell and transfer the shares of
its own capital stock; provided it shall not use its funds or
property for the purchase of its own shares of capital stock when
such use would cause any impairment of its capital; and provided
further that the shares of its own capital stock owned by it shall
not be voted upon directly or indirectly.

(e) To enter into, make, perform and carry out con-
tracts of every sort and kind which may be necessary or desirable
for the furtherance of the business of this corporation, with any
persons, firms, corporations, associations, any state, territory
or municipality of the United States or any foreign country,
government or body politic.

(f) To acquire and hold all or any part of the capital
stock, assets or good will of any business, of any person, firm,
association or corporation engaged in any business in whole or in
part similar to that of this corporation, consistent with the
objects and purposes of this corporation, and to hold, utilize
and in any manner dispose of the whole or any part of the stock,
assets, good will and rights so acquired and to conduct in any

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1 lawful manner, in whole or in part, any business so acquired, and
2 to undertake or assume the whole or any part of the obligations
or liabilities of any person, firm, association or corporation
engaged in the business so acquired.

3
4 (g) To borrow money for any purpose of this corpora-
tion, without limit as to amount, and to issue bonds, debentures,
notes or other evidences of indebtedness, secured or unsecured,
5 of this corporation for the moneys so borrowed, or in payment for
property acquired, or for any other objects or purposes of this
6 corporation, or in connection with its business; to secure payment
of such debentures, notes or other obligations by mortgages or
7 deeds of trust or pledges or other liens upon any or all of the
property of this corporation wheresoever situated.

8
9 (h) To carry out all or any part of the foregoing ob-
jects or purposes as principal or agent, or otherwise, either
alone or in conjunction with any person, association or other
10 corporation and in any part of the world; and in carrying on its
business and for the purpose of attaining or furthering any of
11 its objects or purposes, to make and perform such contracts of
any kind and description, to do such acts and such things and to
12 exercise any and all such powers as a natural person could law-
fully make, perform, do or exercise, provided that the same be
13 not inconsistent with the objects or purposes of this corpora-
tion, or the statutes of the State of Idaho.

14
15 (i) To conduct its business in all or any of its
branches in the State of Idaho and in any and all other states,
territories, possessions, colonies and dependencies of the United
16 States of America, and in the District of Columbia, and in any or
all foreign countries, and to have one or more offices within or
17 outside the State of Idaho.

18
19 (j) The objects as specified herein shall, except as
otherwise expressed, be in no way limited or restricted by refer-
ence to or inference from the terms of any other clause or para-
graph of these Articles. The objects, purposes and powers speci-
20 fied in each of the clauses or paragraphs of these Articles shall
be regarded as independent objects, purposes and powers.

21
22 The foregoing shall be construed as objects and powers
and the enumeration thereof shall not be held to limit or re-
23 strain in any manner the general powers now or hereafter con-
ferred on this corporation by the statutes of the State of
Idaho.

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25 ARTICLE III.
Duration

26 The period of existence and the duration of the life
of this corporation shall be perpetual.

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28 ARTICLE IV.
Place of Business

29 The location and post office address of the registered
office of this corporation in the State of Idaho shall be at
30 112 12th Avenue Road, Nampa, Canyon County, State of Idaho.

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32 ARTICLE V.
Stock

This corporation is authorized to issue one class of

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shares of its capital stock to be designated as common stock. The total number of shares of common stock which this corporation shall be authorized to issue is 500. The aggregate par value of the common capital stock of this corporation shall be \$50,000.00 and the par value of each share of the common capital stock shall be \$100.00.

ARTICLE VI.
Incorporators

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of these incorporators are as follows:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
Edward H. DeBoer	112 12th Avenue Road Nampa, Idaho 83651	One
Alida DeBoer	112 12th Avenue Road Nampa, Idaho 83651	One
Tony Przybylski	219 North 17th Boise, Idaho 83706	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years and is a citizen of the United States of America.

ARTICLE VII.
Capital Stock

The capital stock of this corporation shall be non-assessable, and the private property of the shareholders of this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VIII.

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 21 day of October, 1975.

Edward H. DeBoer
Edward H. DeBoer

Alida DeBoer
Alida DeBoer

Tony Przybylski
Tony Przybylski

1 STATE OF IDAHO)
2) ss.
3 County of Ada)

4 On this 21 day of October, 1975, before me, the
5 undersigned, a Notary Public in and for said State, personally
6 appeared EDWARD H. DeBOER, ALIDA DeBOER and TONY PRYZBYLSKI,
7 known to me to be the persons whose names are subscribed to the
8 within instrument and acknowledged to me that they executed the
9 same, and I further certify that each of said persons acknowledged
10 to me that they were each over the age of twenty-one years and
11 were each citizens of the United States of America.

12 IN WITNESS WHEREOF, I have hereunto set my hand and af-
13 fixed my official seal the day and year in this certificate first
14 above written.

15 Garianne Ewren
16 Notary Public for Idaho
17 Residing at Boise, Idaho
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