



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.

ARTICLES OF INCORPORATION

OF

V.A.E., INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, 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 transportation, 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 connection 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 contracts 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

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
3 or liabilities of any person, firm, association or corporation
4 engaged in the business so acquired.

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

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

25 (i) To conduct its business in all or any of its
26 branches in the State of Idaho and in any and all other states,
27 territories, possessions, colonies and dependencies of the United
28 States of America, and in the District of Columbia, and in any or
29 all foreign countries, and to have one or more offices within or
30 outside the State of Idaho.

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

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

42 ARTICLE III.

43 Duration

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

46 ARTICLE IV.

47 Place of Business

48 The location and post office address of the registered
49 office of this corporation in the State of Idaho shall be at
50 112 12th Avenue Road, Nampa, Canyon County, State of Idaho.

51 ARTICLE V.

52 Stock

53 This corporation is authorized to issue one class of

1 shares of its capital stock to be designated as common stock.
2 The total number of shares of common stock which this corpora-
3 tion shall be authorized to issue is 500. The aggregate par
4 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.

5
6 ARTICLE VI.
7 Incorporators

8 The names and post office addresses of each of the in-
9 corporators of this corporation and the number of shares of said
10 common capital stock subscribed by each of these incorporators
11 are as follows:

9 NAME	10 POST OFFICE ADDRESS	11 SHARES SUBSCRIBED
12 Edward H. DeBoer	112 12th Avenue Road 13 Nampa, Idaho 83651	14 One
15 Alida DeBoer	112 12th Avenue Road 16 Nampa, Idaho 83651	17 One
18 Tony Przybylski	219 North 17th 19 Boise, Idaho 83706	20 One

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

24 ARTICLE VII.
25 Capital Stock

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

30 ARTICLE VIII.

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

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

37 
38 Edward H. DeBoer

39 
40 Alida DeBoer

41 
42 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.

Garanne Evans
15 Notary Public for Idaho
16 Residing at Boise, Idaho

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