

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

DeWAYNE FARMS, INC.

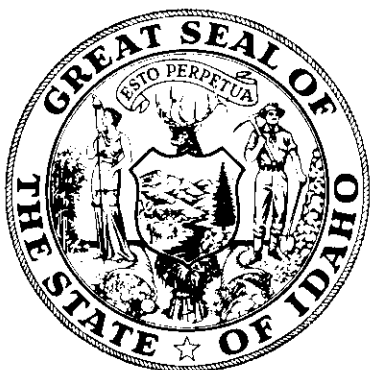
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

DeWAYNE FARMS, INC.

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: **August 2, 1982**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

SECRETARY OF STATE SECRETARY OF STATE  
ARTICLES OF INCORPORATION

Aug. 2 6 55 AM '82  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, natural persons of full age, citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be:

DeWayne Farms, Inc.

ARTICLE II.

The Corporation is formed for the following purposes:

For dairy and row crop farming, including, but not limited to, the production of milk from cows and its sale, the raising of crops for human or animal consumption and utilization, the raising and sale of livestock, and all matters incident thereto.

For the transaction of any or all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act, Idaho Code §30-1-1, et seq.

ARTICLE III.

The duration of the Corporation shall be perpetual.

ARTICLE IV.

The Corporation is authorized to issue one class of shares, in a total amount of 100 shares, each share of stock bearing a par value of \$60.00. Shares of stock of this Corporation shall not be transferred or sold until said

sale shall be approved by the Board of Directors of this Corporation, in accordance with the duly adopted By-laws of this Corporation.

The Capital stock of this Corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

#### ARTICLE V.

The initial registered address of the Corporation shall be:

Robert E. Williams III (Registered Agent)  
P.O. Box 168, 117 South Adams Street  
Jerome, Idaho, 83338

#### ARTICLE VI.

The names and addresses of those persons who shall serve as directors of the Corporation until the first annual meeting of shareholders are:

Dean W. Payne  
1840 North 1450 East  
Provo, Utah 84604

Wayne Smith  
1317 North 1500 East  
Provo, Utah 84604

#### ARTICLE VII.

The names and addresses of the incorporators of this Corporation are:

Dean W. Payne  
1840 North 1450 East  
Provo, Utah 84604

Wayne Smith  
1317 North 1500 East  
Provo, Utah 84604

#### ARTICLE VIII.

No private property of the stockholders of the Corporation shall be subject to or liable for the payment of

corporate debts.

ARTICLE IX.

By-laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these ARTICLES OF INCORPORATION in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, We, the incorporators of DeWayne Farms, Inc., have set our hands this 15<sup>th</sup> day of June, 1982.

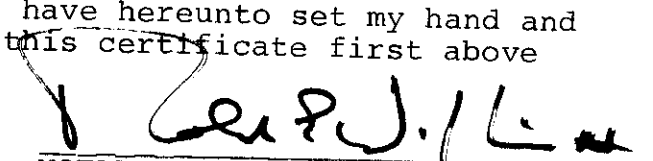
  
DEAN W. PAYNE

  
WAYNE SMITH

STATE OF IDAHO            )  
                                  ) SS.  
County of Jerome        )

On this 15<sup>th</sup> day of June, 1982, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DEAN W. PAYNE and WAYNE SMITH, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

  
NOTARY PUBLIC for Idaho