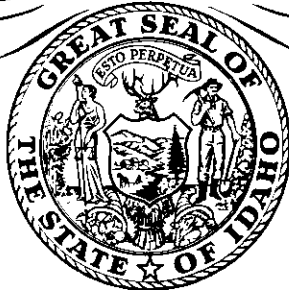


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

#### **HAYES LIVESTOCK TRANSPORT, INC.**

was filed in the office of the Secretary of State on the **Thirty-first** day of **December** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** 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,** 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 **31st** day of **December,** A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
HAYES LIVESTOCK TRANSPORT, INC.

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I

The name of the corporation is Hayes Livestock Transport, Inc.

II

The purposes for which this corporation is formed are:

(a) To operate a trucking business for hauling livestock and exempt commodities for hire, and for hauling livestock feed and supplies for corporate wholesale business. To carry on and operate in connection therewith necessary facilities for feeding, watering or otherwise maintaining stock or products in the care, custody or control of said corporation wheresoever the same may be situated. To do any and all things or engage in any business consistent with or germane to the general livestock and exempt commodities hauling business.

(b) To purchase, lease and otherwise acquire, hold, operate, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in the State of Idaho and in all other states; territories and dependancies of the United States; to purchase the good will, business and all other property of any individual, firm or corporation as a going concern and to assume all its debts, contracts and obligations providing said business is authorized by the powers herein conferred.

(c) To own, acquire, build, construct or repair buildings for rental and business purposes and to operate, handle and conduct the same as and for rental and business purposes, To own, acquire or purchase any and all kinds of real or personal property of whatsoever kind or nature to be used in connection with or for any of the purposes of this corporation.

(d) To lend, or advance money or to invest money in any corporation, business, association or individual wherever situated or located, with or without security as directed or authorized by the Board of Directors of this corporation.

(e) To borrow money in the purchase or acquisition of property, business, rights or franchises or for additional working capital or for any other object in or about its business or affairs and without limit or amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

(f) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body, politic, country, territory, state, government or colony or dependency thereof and without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments or evidences of indebtedness, whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

(g) To endorse, guarantee and secure the payment and satisfaction of the bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness and shares of capital stock of other corporations and also to guarantee the payment or satisfaction of the dividends on shares of the capital stock of other corporations as far as and to the extent that the same may be permissible under the laws relating to domestic corporations of the State of Idaho.

(h) To purchase and otherwise acquire any and all letters patent and similar rights guaranteed by the United States or any other country or government, licenses and the like, or any other interests therein or any inventions which may seem capable of being used for or in connection with any of the objects or purposes of said corporation and to use, develop, sell and grant licenses in respect to or other interest in the same and otherwise turn the same to account.

(i) To purchase, sell, acquire or otherwise become interested in any stocks, bonds, mortgages, debentures, notes, commercial papers, subscription warrants, voting trust certificates and other securities, choses in action, evidences of indebtedness or other obligations of any nature, whether of domestic or foreign corporations, bodies politic, associations, firms, syndicates or individuals, and whether by purchase, investment, underwriting, by original subscription, participation in syndicates with others or otherwise and irrespective of whether or not such securities are fully paid or subject to further payment whether with a view to investment or for resale or for any other legal and lawful purpose.

(j) To organize or cause to be organized under the laws of the State of Idaho, or any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(k) To do each and all things herein set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho, or in any other state, country or place.

(l) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the laws of the State of Idaho, upon business corporation, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

(m) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

(n) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties. And the performing of all other acts which may be incidental to the proper carrying on of said business.

(o) Subject to the provisions of law, the corporation may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

III

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

IV

The location and post office address of the registered office of this corporation in the State of Idaho, shall be Post Office Box 244, Nampa, Canyon County, Idaho.

V

This corporation is authorized to issue one class of shares of capital stock, to be designated as common stock.

The total number of shares of said common stock which this corporation shall be authorized to issue is one hundred (100). The aggregate par value of the said shares of common stock shall be Ten thousand Dollars (\$10,000.00); the par value of each of the share of common stock shall be One Hundred Dollars (\$100.00).

VI

The names and post office addresses of each of the incorporators of this corporation, each of whom is a full age citizen of the United States, and the number of shares of common stock subscribed by each, are as follows:

<u>Name</u>	<u>P. O. Address</u>	<u>Shares</u>
Joseph D. Hayes	28 Lone Star Road Nampa, Idaho	12
M. E. Painter	615 13th Ave. So. Nampa, Idaho	12
Delwin W. Hobza	204 West Washington Nampa, Idaho	12

VII

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

VIII

The number of Directors of this corporation shall be at least three (3) and such additional number of directors as may be determined from time to time by the By-laws of the corporation.

IX

The Board of Directors of this corporation shall have the power to repeal, amend or adopt new By-laws of this corporation but such actions shall be subject to the approval by the stockholders at their next annual meeting.

X

Thirty Six (36) shares of the stock of this corporation have been paid for by the transfer of property, the description of which and the fair cash value of each, subject to mortgage interests, is as follows:

<u>Property</u>	<u>Value</u>
1960 Mack Truck	\$13,500.00
1960 Trailmobile Trailer	9,500.00
1963 Fleetwood Trailer house	4,200.00

All of said property so conveyed to and received and accepted by this corporation from said subscribers is hereby declared to be of the reasonable market value of Thirty Six Hundred Dollars (\$3,600.00), being the value for which the same is received and accepted by this corporation.

This corporation shall have the power to hold meetings within or without the State of Idaho as may be determined from time to time by its By-laws.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the Business Corporation Act of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 31st day of December, 1962.

Joseph D. Hayes  
Joseph D. Hayes

M. E. Painter  
M. E. Painter

Delwin W. Hobza  
Delwin W. Hobza

STATE OF IDAHO     )  
                              : SS  
County of Canyon )

On this 31st day of December, 1962, before me, A. Elwyn Larson, a Notary Public in and for said state, personally appeared Joseph D. Hayes, M. E. Painter, Delwin W. Hobza, 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 first above written.

A. Elwyn Larson  
Notary Public, State of Idaho  
Residing at Nampa, Idaho