

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

CHATTIN AND CO., INC.

was filed in the office of the Secretary of State on the **26th** day
of **February** A.D. One Thousand Nine Hundred **Fifty-eight** 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

perpetual existence from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

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 **26th** day of **February** ,
A.D., 19 **58** .

Secretary of State.

ARTICLES OF INCORPORATION OF
CHATTIN AND CO., INC.

* * *

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, being natural persons of full age and citizens of the
United States, in order to form a corporation for the purposes
hereinafter stated, under and pursuant to the provisions of the
general corporation laws of the State of Idaho and the acts amenda-
tory thereof, and supplemental thereto, do hereby certify as
follows:

ARTICLE I

The name of this corporation is CHATTIN AND CO., INC..

ARTICLE II

The objects and purposes for which the corporation is
formed are:

As principal, agent or otherwise to do, in any part of
the world, any and every of the things herein set forth to the
same extent as natural persons might or could do. In furtherance
and not in limitation of the general powers conferred by the laws
of the State of Idaho, we do expressly provide that the corpora-
tion shall have power:

(a) To conduct and carry on the business of buying,
selling and dealing in all kinds of grain, feed, hay and other
farm produce and farm products and all other kinds of goods, wares
and merchandise generally used or sold in agricultural endeavors
of every kind and nature, including livestock provisions and
provisions and equipment used in the operation of fur farms and

1 fish hatcheries;

2 (b) To buy, sell, lease, let, mortgage, pledge, exchange
3 or otherwise acquire or dispose of lands, lots, houses, buildings,
4 real property, hereditaments, appurtenances and personal property
5 of all classes and description and wheresoever situated, and any
6 rights and interests therein, to the same extent as natural per-
7 sons might or could do and without limit as to amount;

8 (c) To acquire by purchase, subscription or otherwise
9 and to own, hold, sell, negotiate, assign, deal in, exchange,
10 transfer, mortgage, pledge or otherwise dispose of any shares of
11 capital stock, scrip, bonds, mortgages, securities or evidences of
12 indebtedness issued or created by any other corporation, joint
13 stock company or association, public or private, or by whomsoever
14 issued, and while the owner or holder thereof to possess and exer-
15 cise in respect thereto any and all rights, powers and privileges
16 of ownership, including the right to vote thereon;

17 (d) To make, perform and carry out contracts of every
18 kind and description made for any lawful purpose, without limit as
19 to amount, with any person, firm, association or corporation,
20 either public or private, or with any territory or government, or
21 any agent thereof;

22 (e) To borrow money, to draw, make, accept, endorse,
23 transfer, assign, execute and issue bonds, debentures, promissory
24 notes, and other evidences of indebtedness, and for the purpose of
25 securing any of its obligations or contracts to convey, transfer,
26 assign, deliver, mortgage and/or pledge all or any part of the
27 property or assets, real or personal, at any time owned or held
28 by this corporation, upon such terms and conditions as the Board

1 of Directors shall authorize and as may be permitted by law;

2 (f) To acquire, hold, sell, reissue or cancel any
3 shares of its own capital stock; provided, however, that this cor-
4 poration may not use any of its funds or property for the purchase
5 of its own common stock when such use would cause any impairment
6 of the capital of this corporation; and provided, further, that
7 the shares of its own capital stock belonging to this corporation
8 shall not be voted directly or indirectly;

9 (g) To purchase or otherwise acquire the whole or any
10 part of the property, assets, business and good will of any other
11 person, firm, corporation or association, and to conduct in any
12 lawful manner the business so acquired, and to exercise all the
13 powers necessary or convenient in and about the conduct, manage-
14 ment and carrying on of such business;

15 (h) To organize, incorporate and reorganize subsidiary
16 corporations and joint stock companies and associations for any
17 purpose permitted by law;

18 (i) To have and to exercise any and all powers and
19 privileges now or hereafter conferred by the laws of the State of
20 Idaho upon corporations formed under the general corporation laws
21 of said state, or under any act amendatory thereof or supplemental
22 thereto or substituted therefor;

23 (j) To have one or more offices to carry on all or any
24 part of its operations and business, and to do all and every thing
25 necessary, suitable, convenient or proper for the accomplishment
26 of any of the purposes, or the attainment of any one or more of the
27 objects herein named, or which shall at any time appear conducive
28 or expedient for the protection or benefit of the corporation, and

GIVENS, O'LEARY, DOANE & GIVENS
ATTORNEYS AT LAW
1530 IDAHO STREET - P.O. BOX 954
BOISE, IDAHO

1 which now or hereafter may be authorized by law, and this to the
2 same extent and as fully as natural persons might or could do, as
3 principals, agents, contractors, trustees, or otherwise, and either
4 abne or in connection with any person, firm, corporation or asso-
5 ciation.

6 ARTICLE III

7 The corporation shall have perpetual existence.

8 ARTICLE IV

9 The location and postoffice address of the registered
10 office of the corporation is Boise, Ada County, Idaho.

11 ARTICLE V

12 The capital stock of this corporation shall be 100 shares
13 of common stock, which shall have no nominal or par value. With-
14 out action by the stockholders, the shares of stock without par
15 value may be issued by the corporation from time to time for such
16 consideration as may be fixed from time to time by the Board of
17 Directors thereof, and any of such shares so issued, the full con-
18 sideration of which has been paid or delivered, shall be deemed
19 fully paid stock and not liable for any further call or assessment
20 thereon, and the holder of such shares shall not be liable for
21 any further payment thereon.

22 ARTICLE VI

23 The names and postoffice addresses of the incorporators
24 and the number of shares subscribed by each are as follows:

25	<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
26	Kenneth Chattin	4803 Hillcrest, Boise, Idaho	1
27	Elizabeth D. Chattin	4803 Hillcrest, Boise, Idaho	1
28	David Doane	1530 Idaho St., Boise, Idaho	1

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the additional directors may be elected by the directors then in office and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

ARTICLE IX

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ARTICLE X

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise


1 interested in any contract or transaction of the corporation, pro-
2 vided the fact that he or such firm is so interested shall be dis-
3 closed or shall have been known to the Board of Directors or a
4 majority thereof; and any director of the corporation who is also
5 a director or officer of such other corporation, or who is so
6 interested may be counted in determining the existence of a quorum
7 at any meeting of the Board of Directors of the corporation which
8 shall authorize any such contract or transaction and may vote
9 thereat to authorize any such contract or transaction with like
10 force and effect as if he were not such director or officer of
11 such other corporation or not so interested.

12 ARTICLE XI

13 The Board of Directors is expressly authorized to repeal
14 and amend the By-Laws of the corporation and to adopt new By-Laws,
15 and the corporation reserves the right to amend, alter, change or
16 repeal any provision contained in these Articles of Incorporation
17 in the manner now or hereafter prescribed by law, by a majority
18 vote of the shareholders, represented in person or by proxy, at
19 any annual meeting of the shareholders or at any meeting duly
20 called for that purpose, except where the laws of the State of
21 Idaho otherwise provide.

22 IN WITNESS WHEREOF, We have hereunto set our hands and
23 seals this 26 day of February, 1958.

24 
25 Kenneth Chattin

26 
27 Elizabeth D. Chattin

28 
David Doane

INCORPORATORS

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

4 On this 26 day of February, 1958, before me, the
5 undersigned, a Notary Public in and for said State, personally ap-
6 peared KENNETH CHATTIN, ELIZABETH D. CHATTIN and DAVID DOANE, known
7 to me to be the persons whose names are subscribed to the within
8 instrument, and acknowledged to me that they executed the same.

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

12 *Leurly Heybright*
13 Notary Public in and for the State
14 of Idaho, Residing at Boise, Idaho
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