

## 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

**LEWIS-CLARK TERMINAL ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **15th** day of **September** A.D. One Thousand Nine Hundred **sixty-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 **P.O. Box 467, Lewiston,** in the County of **Nez Perce.**

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 **15th** day of **September**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

LEWIS-CLARK TERMINAL ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, **FORREST W. DURBIN, JOE LUX, WALTER NELSON, LEWIS I. PHILLIPS, and JACK STEGNER**, each being a natural person of full age, and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

FIRST

That the corporate name of this corporation shall be:

**LEWIS-CLARK TERMINAL ASSOCIATION, INC.**

SECOND

That the purposes and objects for which said corporation is formed are as follows:

- (a) To engage in and transact a warehousing and storage business for the storage, handling and forwarding of all kinds of grain and other agricultural produce.
- (b) To engage in and transact business of transporting, receiving, handling and loading of all kinds of grains and other agricultural produce.
- (c) To issue warehouse receipts and certificates and commercial paper secured by goods, wares, merchandise and property and to make loans and advances of money upon the security thereof or otherwise.
- (d) To construct, establish, purchase, lease, acquire, own, hold, equip, maintain, improve, use, manage and operate warehouses, storehouses, terminals and other facilities, buildings, structures, works and properties suitable, necessary or convenient to any of the business of the corporation.

- (e) To purchase, lease or otherwise acquire in whole or in part, the business, assets, good will, rights, franchises and property of every kind and to take over the whole or any part of such assets and/or the liabilities of any firm, person, association or corporation engaged in or having authority to engage in the same general type of business, authorized to be conducted by this corporation, or owning property, either real or personal, necessary or suitable for its purposes, and to pay for the same in cash, or in the stocks and bonds of this corporation, or otherwise; and to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the carrying on of such business.
- (f) To acquire, buy, own, hold, sell, exchange, let or lease such personal property and real property as may be necessary or incidental to the carrying on of the business of the corporation.
- (g) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of capital stock of this corporation.
- (h) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient or to otherwise reward to pay such persons for their services as the directors of the corporation may deem fit.
- (i) To borrow money for the purposes of this corporation, and to issue bonds, notes, or debentures or other evidences of the indebtedness therefor and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property, executed in trust or otherwise.
- (j) To exercise generally the powers customarily exercised by business corporations and particularly the powers provided by the laws of the State of Idaho, referring especially to §30-114, Idaho Code.
- (k) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes.

The foregoing clauses, by reason of the specific enumeration of the powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

RANDALL & BENGSTON  
LAWYERS  
FIRST SECURITY BANK BUILDING  
LEWISTON, IDAHO

THIRD

That this corporation shall have perpetual existence.

FOURTH

That the number of directors of this corporation shall be five (5), and that it shall not be necessary that any or all of said directors be a shareholder in this corporation.

FIFTH

That the location and post office address of the registered office of this corporation in the State of Idaho and its principal place of business shall be Post Office Box 467, Lewiston, Nez Perce County, Idaho.

SIXTH

That the capital stock of this corporation shall consist of 50,000 shares of common stock having a par value of \$1.00 per share and an aggregate par value of \$50,000.00; each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist only of one class, that being common stock; each share of stock shall be entitled to one (1) vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall be in all respects equal to every other share.

SEVENTH

That the name and post office address of each of the incorporators and the number of shares of the capital stock of this corporation described in the preceding paragraphs subscribed to by each is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Lewis I. Phillips	P.O. Box 467, Lewiston, Idaho	1
Forrest W. Durbin	Genesee, Idaho	1
Jack Stegner	Craigmont, Idaho	1
Joe Lux	Nezperce, Idaho	1
Walter Nelson	Johnson, Washington	1

EIGHTH

That the name and post office address of each of the remaining subscribers to the capital stock of this corporation described in Paragraph Sixth hereof and the number of shares subscribed to by each is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Cottonwood Elevator Co.	Cottonwood, Idaho	100
Genesee Union Warehouse Co.	Genesee, Idaho	100
Johnson Union Warehouse Co.	Johnson, Wash.	100
Latah County Grain Growers, Inc.	Moscow, Idaho	100
Lewiston Grain Growers, Inc.	Lewiston, Idaho	100
Nezperce Rochdale Co.	Nezperce, Idaho	100
Pullman Grain Growers, Inc.	Pullman, Wash.	100
Uniontown Co-operative Assn.	Uniontown, Wash.	100
Union Warehouse & Merchantile Co.	Craigmont, Idaho	100
Union Warehouse & Supply Co.	Grangeville, Idaho	100
Nezperce Storage Co.	Nezperce, Idaho	100
Stegner Grain & Seed Co.	Grangeville, Idaho	100
Lenore Grain & Seed Growers, Inc.	Lenore, Idaho	100
Craigmont Grain Co.	Craigmont, Idaho	100

NINTH

That the right and power to repeal, alter, rescind and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided in §30-132 (7) Idaho Code.

WITNESS our hands this 13<sup>th</sup> day of September, 1965.

Forrest W. Durbin

Joe Lux

Walter Nelson

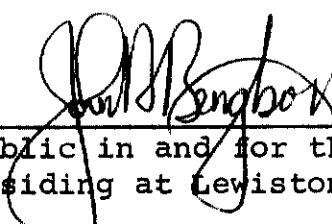
Jack Stegner

Lewis I. Phillips

STATE OF **I D A H O** )  
 ) ss.  
County of Nez Perce )

On this 13<sup>th</sup> day of September, 1965, before me,  
the undersigned, a Notary Public in and for the State of Idaho,  
personally appeared **LEWIS I. PHILLIPS, FORREST W. DURBIN, JACK**  
**STEGNER, JOE LUX and WALTER NELSON**, known to me to be the persons  
whose names are subscribed to the foregoing instrument and acknow-  
ledged 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 in this certificate first above  
written.

  
Notary Public in and for the State of  
Idaho, residing at Lewiston, therein.