



## Department of State.

### CERTIFICATE OF INCORPORATION

**EDSON H. DEAL**  
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

**KAWAI RANCHES, INC.**

was filed in the office of the Secretary of State on the **thirtieth** day  
of **January** A.D. One Thousand Nine Hundred **sixty-seven** and  
~~will be~~  
fully 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  
**Marsing** in the County of **Owyhee**

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 **30th** day of **January**,  
A.D., 19 **67**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KAWAI RANCHES, 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.

The name of this corporation shall be "KAWAI RANCHES, INC."

ARTICLE II.

Purposes

The purposes for which this corporation is formed are:

(a) To engage in a general farming and farm operation business.

(b) To acquire, own and operate farms and farming properties of every kind and nature and wherever situated, and to conduct all phases of farming operations.

(c) To conduct the business of purchasing, raising, feeding and selling livestock and animals of any type and description.

(d) To carry on the business of slaughtering livestock, and animals of every type and description for the purpose of food, and to dispose of the products thereof; and to purchase, sell and deal in meats, provisions and all classes of produce and packing house products.

(e) To purchase, acquire, own, sell, market (either as principal or agent) or dispose of farm crops, farm produce, dairy products, poultry products, fruit, vegetables, livestock and meat of every kind and description.

(f) To establish and operate warehouses for the storage of any commodity and all types of goods, wares and merchandise, including cold storage, refrigeration and food preservation and processing facilities.

(g) To establish, maintain and conduct merchandising activities of every kind or nature through which goods, wares and merchandise of every kind and description are bartered, exchanged, sold or dealt in.

(h) To purchase, acquire, own, hold, lease (either as Lessor or as lessee), to sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind

1 or description, within or without the State of Idaho, necessary,  
2 suitable or useful in connection with any of the objects or pur-  
poses herein set forth.

3 (i) To construct and erect buildings or structures upon  
4 and to improve and maintain any and all real property owned, leased  
5 or held by this corporation; and to equip, improve and generally  
6 operate any and all personal property owned by this corporation.

7 (j) To purchase, hold, sell and transfer the shares of  
8 its own capital stock; provided, it shall not use its funds or pro-  
9 perty for the purchase of its own shares of capital stock when such  
10 use would cause any impairment of its capital; and provided further  
11 that the shares of its own capital stock owned by it shall not be  
12 voted upon directly or indirectly.

13 (k) To enter into, make, perform and carry out contracts  
14 of every sort and kind which may be necessary or desirable for the  
15 furtherance of the business of this corporation, with any persons,  
16 firms, corporations, associations, any state, territory, or munic-  
17 ipality of the United States or any foreign country, government or  
18 body politic.

19 (l) To acquire, and hold all or any part of the capital  
20 stock, assets or good will of any business, of any person, firm,  
21 association or corporation engaged in any business in whole or in  
22 part similar to that of this corporation, consistent with the ob-  
23 jects and purposes of this corporation, and to hold, utilize and  
24 in any manner dispose of the whole or any part of the stock, assets,  
25 good will and rights so acquired and to conduct in any lawful manner  
26 in whole or in part any business so acquired, and to undertake or  
27 assume the whole or any part of the obligations or liabilities of  
28 any person, firm, association or corporation engaged in the business  
29 so acquired.

30 (m) To adopt, apply for and register, purchase, lease  
31 or otherwise acquire and to use, maintain and protect and to sell,  
32 assign or grant licenses or other rights in respect of any trade  
marks, trade names, patents, patent rights, copyrights, inventions,  
formulas, processes and rights analogous thereto.

(n) To borrow money for any purpose of this corporation,  
without limit as to amount, and to issue bonds, debentures, notes  
or other evidences of indebtedness, secured or unsecured, of this  
corporation for the moneys so borrowed, or in payment for property  
acquired, or for any other objects or purposes of this corporation,  
or in connection with its business; to secure payment of such deb-  
entures, notes or other obligations by Mortgages or Deeds of Trust  
or pledges or other liens upon any or all of the property of this  
corporation wheresoever situated.

(o) To carry out all or any part of the foregoing objects,  
or purposes as principal or agent, or otherwise, either alone or in  
conjunction with any person, association or other corporation and  
in any part of the world; and in carrying on its business and for  
the purpose of attaining or furthering any of its objects or pur-  
poses, to make and perform such contracts of any kind and descrip-  
tion, to do such acts and such things and to exercise any and all  
such powers as a natural person could lawfully make, perform, do  
or exercise, provided that the same be not inconsistent with the  
objects or purposes of this corporation, or the statutes of the  
State of Idaho.

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

(q) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE III.

Duration

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

ARTICLE IV.

Place of Business

The location and post office address of the registered office of this corporation in the State of Idaho shall be Marsing in the County of Owyhee, State of Idaho.

ARTICLE V.

Stock

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this corporation shall be authorized to issue is 100. The aggregate par value of the capital stock of this corporation shall be \$10,000.00; and the par value of each of said shares of common stock shall be \$100.00.

ARTICLE VI.

Incorporators

The names and post office addresses of each of the incorporators of this corporation, and the number of shares of said common stock subscribed by each of those incorporators are as follows:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
George S. Kawai	Route #1 Marsing, Idaho	One
William J. Kawai	Route #1 Marsing, Idaho	One
Misao Kawai	1924 Walnut Street Caldwell, Idaho	One
Ayako Kawai	Route #1 Marsing, Idaho	One

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

ARTICLE VII.

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

ARTICLE VIII.

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

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation this 20<sup>th</sup> day of January, 1967.

George S. Kawai  
George S. Kawai

William J. Kawai  
William J. Kawai

Misao Kawai  
Misao Kawai

Ayako Kawai  
Ayako Kawai

STATE OF IDAHO        }  
County of Canyon    } ss.

On this 20<sup>th</sup> day of January, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE S. KAWAI, WILLIAM J. KAWAI, MISAO KAWAI and AYAKO KAWAI, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and I further certify that each of said persons acknowledged to me that they were each over the age of twenty-one years and were each citizens of the United States of America.

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

Wm. T. Gigney, Jr.  
Notary Public for Idaho  
Residing at Caldwell, Idaho