

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HOLBROOK 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 the above named corporation, 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: April 18, 1988



Pete T. Cenarrusa
SECRETARY OF STATE
by Sandra M. Mather

ARTICLES OF INCORPORATION **RECEIVED**
OF **SEC. 101-1774**
HOLBROOK FARMS, INC. **1938 APR 18 AM 10 36**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is HOLBROOK FARMS, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized is to purchase and sell farms and to engage in the business of farming, and or producing, merchandising, preserving all kinds of farm, fruit, vegetable, and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping, buying, and selling, at wholsesale and retail, all kinds of fruit, vegetable, farm, and garden products, and to carry on all other business incident thereto, or connected therewith; and to do a general commission and broker's business in any or all of the foregoing produce; and to do such other things as are incidental and necessary to the carrying on of such business together with the transation of all other lawful business for

which the corporations may be incorporated under the Idaho Business Corporation Act, Section 30-1-3 or any subsequent Idaho Statute relating thereto.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common voting stock, no par value. All stock of the corporation shall be one of the same class and have the same rights and preference.

FIFTH

Shareholders shall have full pre-emptive rights.

SIXTH

Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, including provision for restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-23A.

SEVENTH

The address of the initial registered office of the corporation is P.O. Box 1047, Blackfoot, Idaho 83221, and the name of its initial registered agent at such address is Murray Jim Sorensen.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the names and addresses of persons who are to serve as Directors until the

first annual meeting of shareholders, or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Murray Jim Sorensen	P.O. Box 1047 Blackfoot, Idaho 83221

NINTH

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Murray Jim Sorensen	P.O. Box 1047 Blackfoot, Idaho 83221

TENTH

The officers of this corporation shall include a President, one or more Vice-Presidents, Secretary, and Treasurer. All of the offices of the corporation can be held by one person. Officers shall be elected by the Board of Directors and need not be elected from members of the Board.

ELEVENTH

Shares of stock of this corporation shall be issued and fully paid and shall be non-assessable for any purposes. The private property of the stockholders shall not be liable for the debts, obligations, or liabilities of this corporation.

TWELFTH

Any person made apart to or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that he is or his testator or intestate is or was director, officer, or employee of the corporation, or of any corporation which he, the testator, or intestate serves as such

at the request of the corporation, shall be indemnified by the corporation against expenses reasonably incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to matters as to which it is adjudged in such action, suit, or proceeding that such officer, director, or employee was liable to the corporation, or to such other corporation, for negligence or misconduct in the performance of his duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money including, without limitation, attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit, or proceeding, except amounts paid to the corporation or such other corporation by him. A judgment or conviction, whether based on plea of guilty or nolo-contendre or its equivalent or after trial, shall not to itself be deemed an adjudication that such director, officer, or employee is liable to the corporation, or such other corporation, for negligence or misconduct in the performance of his duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the By-Laws or by any of the following procedures:

- (a) Order of the court or administrative body or agency having jurisdiction of the action, suit, or proceedings.
- (b) Resolution adopted by a majority of the quorum of Board of Directors of the corporation without counting in such majority a quorum any directors who have incurred expenses in connection with such action, suit or proceeding.
- (c) If there is no quorum of directors who have not incurred expenses in connection with such suit, action or proceeding, then by resolution adopted by a majority of the committee of stockholders and directors by the Board of Directors.
- (d) Resolution adopted by a majority of the quorum of the directors entitled to vote at any meeting; or
- (e) Order of any Court having jurisdiction over the corporation. Any such determination that a payment by way of indemnity should be binding upon the corporation; such right of indemnification shall not be exclusive of any other right which such directors, officers, and employees of the corporation and other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Laws, agreement, votes of stockholders,

provisions of law, or otherwise, as well as their rights under this Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though such person had been a director, officer, or employee of the corporation.

DATED this 14th day of April, 1988.


MURRAY J. SORENSEN

STATE OF IDAHO }
County of Bingham } ss.

On this 14th day of April, 1988, before me, the undersigned, a notary public in and for said state, personally appeared MURRAY JIM SORENSEN, known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that (s)he/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.

Laurie Anderson
Notary Public for State of Idaho
Residing at Blackfoot, Idaho

My own exprs: