

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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 **NEIL LAND & LIVESTOCK, INC.**

was filed in the office of the Secretary of State on the **Twenty-Ninth** day of **December** A.D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ duly recorded on ~~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 **Castleford** in the County of **Twin Falls**

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 **29th** day of **December**, A.D., **1966**.

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 HEIL LAND & LIVESTOCK, INC.

4 * * * * *

5
6 KNOW ALL MEN BY THESE PRESENTS:

7 That the undersigned, Lawrence O. Heil, Larry C. Heil
8 and LaVaun I. Heil, all residents of the State of Idaho, each
9 and all citizens of the United States of America, and each and
10 all of the age of majority, do hereby associate themselves to-
11 gether for the purpose of forming a corporation under the laws of
12 the State of Idaho, and to that end do hereby adopt and execute
13 the following Articles of Incorporation, and do hereby certify
14 and declare:

15 ARTICLE I.

16 That the name of said corporation is and shall be

17 "HEIL LAND & LIVESTOCK, INC."

18 ARTICLE II.

19 That said corporation is formed for the following
20 purposes;

21 a. To engage in a general livestock, dairy and ranch-
22 ing business, both on its own account and as agent; to agist,
23 feed, range, graze, manage, herd, control, brand, care for, pur-
24 chase, market, and sell, livestock of every kind, both on its
25 own account and as agent for other persons or corporations; buy,
26 lease, cultivate, manage, operate, and sell ranch properties and
27 products therefrom both on its own account and as agent for
28 other persons or corporations.

1 b. To purchase, raise, import, export and deal in
2 cattle and livestock of all kinds and to carry on a general
3 cattle, sheep, hog, poultry, or any other manner of livestock or
4 animal or grazing business; purchasing or acquiring, and selling
5 or otherwise disposing of stocks, supplies, equipment, accessories,
6 appurtenances, products and by-products, of said business.

7 c. To purchase, own, improve, equip, operate and manage
8 farms and engage in any agricultural pursuit or undertaking.

9 d. To engage, maintain and operate a meat processing
10 plant or plants for slaughter, packing and packaging, and process-
11 ing, in all ways of meat products and foodstuffs of all and every
12 kind, type or name.

13 e. To carry on the business of a general warehouseman
14 particularly to carry, maintain and conduct and operate dry
15 storage warehouses, bonded warehouses and common warehouses for
16 the storage of merchandise, machinery, furniture, farm products
17 and all other products and manufacturers and chattels and effects,
18 of all kinds, both of foreign and domestic production and manufac-
19 ture.

20 f. To receive, acquire, hold, purchase, dispose of,
21 convey, mortgage and/or lease, real and personal properties; to
22 dispose of, sell, lease, sign, transfer, mortgage and/or convey
23 any rights, privileges, franchises, real or personal property of
24 the corporation, other than its franchise of being a corporation,
25 and to acquire, purchase, guarantee, hold, mortgage, own, vote,
26 sell, pledge and/or otherwise dispose of and deal in shares, bonds,
27 securities and debentures and other evidences of indebtedness
28 of its own and of other corporations, domestic or foreign.

1 g. To conduct business in this state, other states,
2 District of Columbia, territories and colonies of the United
3 States and in foreign countries, and to have one or more offices
4 and places of business out of this state, and to acquire, receive,
5 hold, purchase, lease, mortgage, dispose of, and/or convey real
6 and personal property situate out of this state.

7 h. To enter into, make, perform and carry out contracts,
8 of every kind and for any lawful purpose, without limit as to
9 amount, with any person, firm, association, corporation, muni-
10 cipality, state or government, or any subdivision, district or
11 department thereof.

12 i. To carry on any other lawful business whatsoever in
13 connection with the foregoing or which is calculated directly or
14 indirectly to promote the interest of the corporation or to en-
15 hance the value of its properties and to have and exercise all
16 right, powers and privileges which are now or may hereafter be
17 conferred by the State of Idaho upon corporations; to execute
18 from time to time general or special powers of attorney to per-
19 sons, firms, associations or corporations and to revoke same as and
20 when the Board of Directors may determine; and to do any or all
21 of the things herein set forth to the same extent as natural
22 persons might or could do.

23 j. Any and all of the rights, powers, privileges or
24 restrictions in these Articles of Incorporation granted and con-
25 tained, conferred or imposed may be enlarged, amended, altered,
26 changed in any manner and to any extent, or repealed by articles
27 of amendment made, executed, authorized by the laws of the State
28 of Idaho.

1 k. To do any and all such other acts, things, business
2 or businesses in any manner connected with or necessary, inciden-
3 tal, convenient, or auxiliary to any of the objects hereinbefore
4 enumerated, or calculated, directly or indirectly to promote the
5 interest of the corporation and to carry on its purpose, or for
6 the purpose of attaining or furthering in any of its businesses.

7 1. To lend money and negotiate loans;; to draw, accept,
8 endorse, discount, sell and deliver bills of exchange, promissory
9 notes, bonds, obligations, securities of any government or
10 authority or company; to form, promote, subsidize and assist
11 companies, firms, and partnerships of all kinds; to act as surety
12 and guarantor in any and all types of engagements, including the
13 power to execute, endorse and deliver contracts and to guarantee
14 the prompt and faithful performance and payment of debts, notes,
15 agreements, contracts and undertakings of any other person, firm,
16 partnership or corporation; and including also the power to act
17 as an accommodation co-maker or guarantor of obligations either
18 as a primary or secondary obliger; to enter into any arrangements
19 with any authorities, municipal, local or otherwise conducive to
20 the company's objects or any of them, and to obtain from any such
21 government or authority any rights, privileges and concessions
22 which the company may think it desirable to obtain, and to carry
23 out, exercise and comply with any such arrangement, right,
24 privileges, and concessions. Generally to carry on and undertake
25 any business, undertaking, transaction, or operation commonly
26 carried on or calculated directly or indirectly to enhance the
27 value of, or render profitable, any of the company's property
28 or rights.

m. The several clauses contained in this statement of purposes shall be construed, as both purposes and powers, and the statements contained in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III.

That the location and post office address of the corporation shall be Star Route, Castleford, Twin Falls County, Idaho.

ARTICLE IV.

That, subject to dissolution, in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE V.

That the amount of the authorized stock of said corporation shall be \$250,000, divided into 2,500 shares of common stock of the par value of \$100 per share.

ARTICLE VI.

That the names and post office address of each of the incorporators and the number of shares subscribed by each is as follows:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Lawrence O. Heil	Star Route, Castleford, Idaho	1
Larry C. Heil	Star Route, Castleford, Idaho	1
LaVaun I. Heil	Star Route, Castleford, 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

1 be subject to assessment for the purpose of paying expenses, con-
2 ducting business, or paying debts of the corporation.

3 ARTICLE VIII.

4 The number of Directors of the corporation shall be as
5 specified in the By-Laws, provided the number of directors of
6 the corporation shall not be less than three. In case of any
7 increase in the number of directors, the additional directors
8 may be elected by the directors then in office, and the directors
9 so elected shall hold office until the next annual meeting of
10 the stockholders and until their successors are elected and
11 qualified.

12 All the officers of the corporation shall be stock-
13 holders, except that the secretary-treasurer may, but need not
14 be stockholders, and any two or more offices may be held by the
15 same one person. The term of office of the officers, except as
16 in these articles otherwise expressly provided, shall be for one
17 year and until their successors shall have been elected and
18 qualified, unless sooner removed or resigned, as herein provided.

19 ARTICLE IX.

20 A majority of the board of directors shall constitute
21 a quorum and shall have power to transact the business and exer-
22 cise the corporate powers of the corporation and, except as
23 otherwise provided herein, may mortgage, pledge, sell or otherwise
24 dispose of real or personal property of the corporation for the
25 purpose of carrying on the business of the corporation. The
26 board of directors shall have power to appoint agents and servants
27 of the corporation, prescribe their duties and remove them at

1 pleasure and may fix the compensation of the officers, agents
2 and servants of the corporation, and shall have power to vote
3 and grant to themselves (and any officer or director may join
4 in granting to himself such salary), commission or compensation
5 for their services as officer or directors, or both as they may
6 determine. The board of directors or the stockholders may, by
7 a majority vote, adopt by-laws for the regulation of the affairs
8 of the corporation, and by a majority vote amend or repeal the
9 same, provided that such by-laws shall not conflict with these
10 articles of incorporation. The by-laws adopted by the directors
11 shall provide the time and place of directors' meetings and the
12 manner of calling the same, which meetings may be held within
13 or without the State of Idaho.

14 IN WITNESS WHEREOF, The parties hereto have hereunto
15 set their hands this 28TH day of December, 1966
16 ~~January, 1967~~.

17 Lawrence O. Heil
18 Lawrence O. Heil

19 Larry C. Heil
20 Larry C. Heil

21 LaVaun I. Heil
22 LaVaun I. Heil

23 STATE OF IDAHO :
24 : ss.
25 County of Twin Falls :

26 On this 28TH day of December, 1966
27 ~~January, 1967~~, before me, a

28 Notary Public, in and for said State, personally appeared

29 Lawrence O. Heil, Larry C. Heil and LaVaun I. Heil, known to me

1 to be the persons whose names are subscribed to the foregoing
2 instrument, and acknowledged to me that they executed the same
3 and that all of the incorporators named therein are full-age
4 citizens of the United States.

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

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10 Notary Public for Idaho
11 Residing at Buhl, Idaho
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