

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

**ROYALMAID ENTERPRISES, INC.**

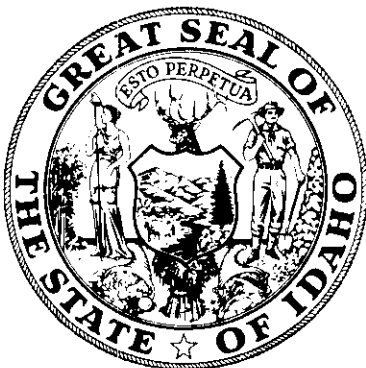
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**ROYALMAID ENTERPRISES, INC.**

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: **May 25, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

MAY 25 1 35 PM '83  
AFFIDAVIT

SECRETARY OF STATE  
CONSENT TO USE OF A SIMILAR CORPORATE NAME

To the Secretary of State, State of Idaho, Boise, Idaho 83720

State of Idaho       )  
                              : ss.  
County of Minadoka)

Orval Stanley Mortensen, President, and Jon Carl Mortensen, Secretary, depose and say:

1. That they are President and Secretary, respectively, of "Royalmaid Holsteins, Inc.", a corporation, hereafter referred to as the consenting corporation, duly organized and existing under and by virtue of the laws of the State of Idaho, with its principal office at 200 East 250 North - Route 4, Rupert, Idaho 83350, County of Minadoka, and in whose behalf they make this Affidavit.

2. The Board of Directors and officers of "Royalmaid Holsteins, Inc." hereby express a willingness and consent for the similar name of "Royalmaid" to be used in the name of an Idaho corporation to be entitled "Royalmaid Enterprises, Inc." to be duly organized and incorporated under the laws of the State of Idaho.

3. The name of the proposed corporation, "Royalmaid Enterprises, Inc." to be organized by the incorporators, Orval Stanley Mortensen, Dale Leverne Donnelly, and Robert Earl Bateman, will not conflict or otherwise interfere with or compromise the business operations or activities of "Royalmaid Holsteins, Inc.".

4. The consenting corporation, "Royalmaid Holsteins, Inc.", understands and agrees that the consent hereby granted may result, pursuant to Title 30, Chapter 1, Section 30-1-8 of the Idaho Business Corporation Act, in the name of "Royalmaid Enterprises, Inc.", whereas such name might not be available to Orval Stanley Mortensen, Dale Leverne Donnelly, and Robert Earl Bateman under the laws of the State of Idaho in the absence of this consent.

5. In witness whereof, the consenting corporation has caused the above instrument to be executed in its behalf, pursuant to authority of its board of directors, by its President and Secretary and its corporate seal to be hereunto attached, attested by its President and Secretary, this 19th day of May, 1983.

ROYALMAID HOLSTEINS, INC.

By Orval Stanley Mortensen  
Orval Stanley Mortensen,  
President

By Jon Carl Mortensen  
Jon Carl Mortensen,  
Secretary

Corporate Seal

ARTICLES OF INCORPORATION  
MAY 23 1 35 PM '83  
OF SECRETARY OF STATE  
ROYALMAID ENTERPRISES, INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators, form a corporation pursuant to provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is ROYALMAID ENTERPRISES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The corporation is formed to engage in dairy farming, management, breeding, raising, importing, exporting, and dealing in cattle and livestock of all kinds, and in purchasing, acquiring, and selling or otherwise disposing of stocks, supplies, equipment, accessories, appurtenances, products and by-products of such business and any or all lawful business activities and purposes for which corporations may be established under the Idaho Business Corporation Act.

#### ARTICLE IV - POWERS

The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act, including but not limited to entering into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on or any business and to enter into any general or limited partnership for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

#### ARTICLE V - STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of par value stock at \$1.00 per share. All stock of this corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call and is nonassessable.

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

The shareholder shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Before the Board of Directors shall issue any unissued shares of this corporation, it shall notify each shareholder of the proposed issuance and of the terms and conditions under which the shares are proposed to be

issued. For a period of 30 days after the giving of such notice, any shareholder shall have the right, on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the corporation at its registered office. If any shareholder does not give notice of his election to acquire such shares within such 30 day period, the shares may be issued to others but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the shareholders. The shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible and real or personal, or shares issued in performing an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation.

#### ARTICLE VII - INITIAL CAPITALIZATION

The corporation will not commence business until consideration of the value of at least one thousand dollars (\$1,000.00) has been received for issuance of shares.

#### ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office and the name of its initial registered agent in the State of Idaho is:

<u>Name of Registered Agent</u>	<u>Address of Registered Office</u>
Orval Stanley Mortensen	200 East 250 North - Route 4 Rupert, Idaho 83350

## ARTICLE IX - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Orval Stanley Mortensen	200 East 250 North - Route 4 Rupert, Idaho 83350
Dale Leverne Donnelly	P.O. Box 966 Hailey, Idaho 83333
Robert Earl Bateman	P.O. Box 1158 Provo, Utah 84603

The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a bylaw fixing the number of directors, the number shall be the same as that stated herein.

## ARTICLE X - INCORPORATORS

The name and address of each incorporator of this corporation is:

Orval Stanley Mortensen  
200 East 250 North - Route 4  
Rupert, Idaho 83350

Dale Leverne Donnelly  
P.O. Box 966  
Hailey, Idaho 83333

Robert Earl Bateman  
P.O. Box 1158  
Provo, Utah 84603

DATED this 19th day of May, 1983.

Orval Stanley Mortensen  
Orval Stanley Mortensen

Dale Leverne Donnelly  
Dale Leverne Donnelly

Robert Earl Bateman  
Robert Earl Bateman

STATE OF IDAHO       )  
                              : ss.  
COUNTY OF FRANKLIN)

On the 19th day of May, 1983, personally appeared before me, ORVAL STANLEY MORTENSEN, DALE LEVERNE DONNELLY, and ROBERT EARL BATEMAN, who being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunder set my hand and seal this 19th day of May, 1983.

Dickie A. Thomson  
NOTARY PUBLIC  
Residing at Preston, Idaho

My Commission Expires:

Lifetime