

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

WESLEY H. BIAL
I, WESLEY H. BIAL, 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

K & W FINE, INC.

was filed in the office of the Secretary of State on the 27th day
of February A.D. One Thousand Nine Hundred Twenty-seven
and is recorded on 27722 Microfilm of Record of Documents of the State of Idaho,
and that the said articles contain the statements of facts required by Section 30-103, Idaho Code.

J. LEATHER GIBNEY That the persons mentioned in the articles and their associates and
successors are hereby constituted a corporation, by the name hereinafore 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 27th day of February
A.D. 1927.

Secretary of State.

ARTICLES OF INCORPORATION

OF

K & K FARMS, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, William G. Kinyon, Minnie M. Kinyon, Jack Kinyon and Norma Lee Kinyon, all residents of the State of Idaho, each and all citizens of the United States of America, and each and all of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

That the name of said corporation is and shall be

" K & K FARMS, INC. "

ARTICLE II.

That said corporation is formed for the following purposes:

a. To engage in a general livestock, dairy and ranching business, both on its own account and as agent; to agist, feed, range, graze, manage, herd, control, brand, care for, purchase, market, and sell, livestock of every kind, both on its own account and as agent for other persons or corporations; buy, lease, cultivate, manage, operate, and sell ranch properties and products therefrom both on its own account and as agent for other persons or corporations.

1 b. To purchase, raise, import, export and deal in cattle
2 and livestock of all kinds and to carry on a general cattle,
3 sheep, hog, poultry, or any other manner of livestock or animal
4 or grazing business; purchasing or acquiring, and selling or
5 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
11 processing, in all ways of meat products and foodstuffs of all
12 and every 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
16 for the storage of merchandise, machinery, furniture, farm
17 products and all other products and manufacturers and chattels
18 and effects, of all kinds, both of foreign and domestic pro-
19 duction and manufacture.

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

1 domestic or foreign.

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

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

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

25 j. Any and all of the rights, powers, privileges or re-
26 strictions in these Articles of Incorporation granted and con-
27 tained, conferred or imposed may be enlarged, amended, altered,
28 changed in any manner and to any extent, or repealed by

1 articles of amendment made, executed, authorized by the laws
2 of the State of Idaho.

3 k. To do any and all such other acts, things, business
4 or businesses in any manner connected with or necessary, inci-
5 dental, convenient, or auxiliary to any of the objects here-
6 inbefore enumerated, or calculated, directly or indirectly
7 to promote the interest of the corporation and to carry on
8 its purpose, or for the purpose of attaining or furthering
9 in any of its businesses.

10 1. To lend money and negotiate loans; to draw, accept,
11 endorse, discount, sell and deliver bills of exchange, prom-
12 issory notes, bonds, obligations, securities of any govern-
13 ment or authority or company; to form, promote, subsidize
14 and assist companies, firms and partnerships of all kinds;
15 to act as surety and guarantor in any and all types of en-
16 gagements, including the power to execute, endorse and del-
17 iver contracts and to guarantee the prompt and faithful per-
18 formance and payment of debts, notes, agreements, contracts
19 and undertakings of any other person, firm, partnership or
20 corporation; and including also the power to act as an acc-
21 ommodation co-maker or guarantor of obligations either as a
22 primary or secondary obliger; to enter into any arrangements
23 with any authority, municipal, local or otherwise conductive
24 to the company's objects or any of them, and to obtain from
25 any such government or authority any rights, privileges and
26 concessions which the company may think it desirable to ob-
27 tain, and to carry out, exercise and comply with any such
28 arrangement, right, privileges, and concessions. Generally
to carry on and undertake any business, undertaking, trans-

1 action, or operation commonly carried on or calculated dir-
2 ectly or indirectly to enhance the value of, or render pro-
3 fitable, any of the company's property or rights.

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

10
11 ARTICLE III.

12 That the location and post office address of the corp-
13 oration shall be at Castleford, Twin Falls County, State of
14 Idaho.

15 ARTICLE IV.

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

18 ARTICLE V.

19 That the amount of the authorized stock of said corp-
20 oration shall be \$25,000.00, divided into 2,500 shares of
21 common stock, of the par value of \$10.00 per share.

22 ARTICLE VI.

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

	<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>SUBSCRIBED NO. OF SHARES</u>
1			
2	William G. Kinyon	Castleford, Idaho	1
3	Minnie M. Kinyon	Castleford, Idaho	1
4	Jack Kinyon	Castleford, Idaho	1
5	Norma Lee Kinyon	Castleford, Idaho	1

6 ARTICLE VII.

7 The private property of the stockholders of the corpo-
8 ration shall not be subject to the payment of corporate debts
9 to any extent, whatever, and the shares of the corporation
10 shall not be subject to assessment for the purpose of paying
11 expenses, conducting business, or paying debts of the corpo-
12 ration.

13 ARTICLE VIII.

14 The number of Directors of the corporation shall be as
15 specified in the By-Laws, provided the number of directors
16 of the corporation shall not be less than three. In case of
17 any increase in the number of directors, the additional dir-
18 ectors may be elected by the directors then in office, and
19 the directors so elected shall hold office until the next
20 annual meeting of the stockholders and until their successors
21 are elected and qualified.

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

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ARTICLE IX.

A majority of the board of directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation and, except as otherwise provided herein, may mortgage, pledge, sell or therewise dispose of real or personal property of the corporation for the purpose of carrying on the business of the corporation. The board of directors shall have power to appoint agents and servants of the corporation, prescribe their duties and remove them at pleasure and may fix the compensation of the officers, agents and servants of the corporation, and shall have power to vote and grant to themselves (and any officer or director may join in granting to himself such salary), commission or compensation for their services as officer or directors, or both as they may determine. The board of directors or the stockholders may, by a majority vote, adopt by-laws for the regulation of the affairs of the corporation, and by a majority vote amend or repeal the same, provided that such by-laws shall not conflict with these articles of incorporation. The by-laws adopted by the directors shall provide the time and place of directors' meetings and the manner of calling the same, which meetings may be held within or without the State of Idaho.

IN WITNESS WHEREOF, The parties hereto have hereunto set their hands this 20th day of December, 1966.

William G. Kinyon
William G. Kinyon
Minnie M. Kinyon
Minnie M. Kinyon

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Jack Kinyon
Jack Kinyon

Norma Lee Kinyon
Norma Lee Kinyon

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 23rd day of December, 1966, before me, a
Notary Public, in and for said State, personally appeared
William G. Kinyon, Minnie M. Kinyon, Jack Kinyon and Norma
Lee Kinyon, known to me to be the persons whose names are
subscribed to the foregoing instrument, and acknowledged to
me that they executed the same and that all of the incorp-
orators named therein are full-age citizens of the United
States.

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

(SEAL)

[Signature]
Notary Public for Idaho
Residing at Buhl, Idaho

I

No. 38205

Articles of Incorporation
of

K & K FARMS, INC.

Place of business Castleford
Existence Perpetual
Capital Stock \$25,000.00

STATE OF IDAHO
Department of State
Boise, Idaho

Approved, filed and admitted to the
records of Articles of Incorporation
of the State of Idaho and certificate
issued this 27th
day of February 19 67
at 8:20 o'clock A.M.

FEES PAID

Filing \$ 20.00
Recording 5.00
Cert. Copy 5.00
License Tax 15.00

TOTAL \$ 45.00

EDSON H. DEAL
SECRETARY OF STATE

BY Margaret L. ...
ASSY. CORPORATION CLERK

Filed by: Hepworth, Nungester & Felton
Farmers Nat'l. Bank Bldg.
Buhl, Idaho
83316