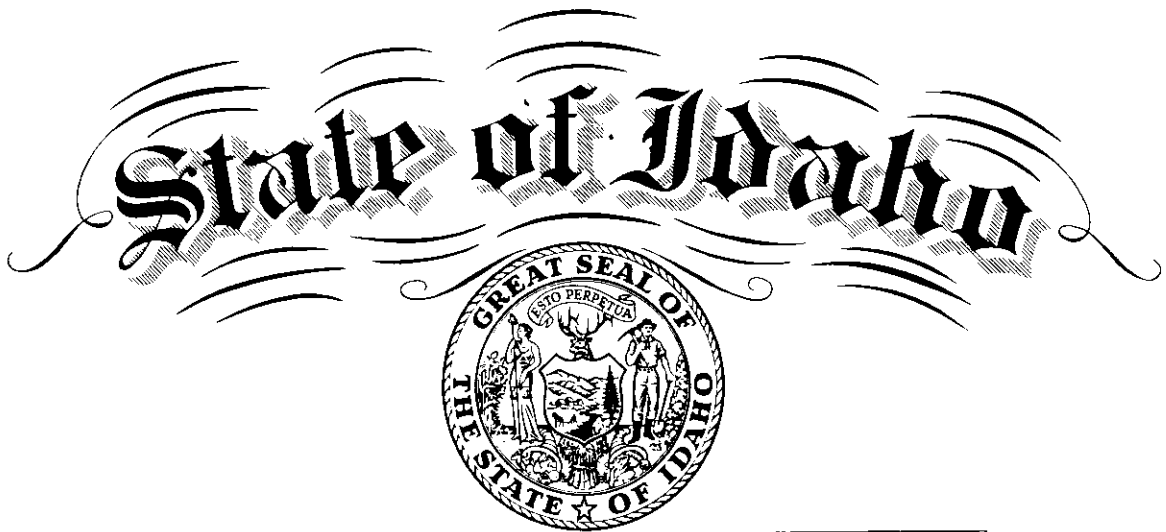




Department of State.

CERTIFICATE OF INCORPORATION

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

KOLD, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day of **April** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **128** 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

Payette

in the County of

Payette.

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 **21st** day of **April**, A.D., 19 **64**.

Secretary of State.

ACED, INC.

certify:

11.

That the corporate name of this corporation shall be "AID, INC."

are as follows:

(a) To construct, maintain and operate cold storage facilities for fruit, vegetables, together with the general and regular storage of any other storable materials or commodities.

(b) To buy, sell or hold as owner, bailee or agent, or to transport all types of fruit, vegetables, fertilizers or any other products or commodities in connection therewith or otherwise, for profit.

(c) To acquire, buy, own, hold, sell, exchange, let or lease personal property, and real estate within the State of Idaho, or outside the State of Idaho, and to lend money for profit, and to take, hold, and realize upon any property pledged or hypothecated for the payment thereof.

(d) To borrow money for the purpose of U. S. corporation, to issue shares, notes and debentures and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, encumbered in trust or otherwise. All or any portion of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(e) To build any or all buildings, structures, warehouses and stores necessary or convenient for the carrying on business of said corporation, or to so hire the same or purchase, lease or otherwise.

(1) To purchase, lease, or otherwise acquire, in whole or in part, or otherwise, directly or indirectly, to acquire or exercise control over, any property, real or personal, tangible or intangible, or any interest in any such property, or to exercise control over or dispose of, in whole or in part, of the assets or liabilities of any per-

1 son, firm, and estate or corporation engaged in or authorized to be conducted by this corporation, or owning property necessary or suitable for its
2 purposes and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any
3 part of the business property so acquired, and to exercise all the powers
4 necessary or incidental to the conduct of such business.
5

6
7 (g) To enter into any contract, co-operative agreement or profit
8 sharing plan with its officers or employees that the corporation may deem
9 advantageous or expedient, or otherwise to reward or pay such persons for
10 their services as the directors may deem fit.

11 (h) To purchase, or otherwise acquire, own, hold, mortgage, pledge,
12 sell, assign, transfer or otherwise dispose of shares of capital stock of
13 this corporation or evidences of indebtedness of any kind or nature created
14 by any corporation or corporations, wherever organized, whether public or
15 private, including the right to participate in the forming of any new
16 corporation that in anywise affects or is related to the major purposes
17 of this corporation, including the purchase of stock of any other corporation.
18

19 (i) To exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the
20 State of Idaho, referring especially to Section 90-114 Idaho Code, in any
21 State in the United States and throughout the world.

22
23 (j) To carry on any other business, or to do anything in connection
24 with the objects and purposes above mentioned that may be necessary or
25 proper to accomplish successfully or promote the said objects and purposes.
26 The foregoing clauses, by reason of the specific enumeration of powers,
27 shall not be held to restrict the powers of the corporation to do any of
28 the things within the purview of its general purposes.

29 III.

30 This corporation shall have perpetual existence.

31 IV.

32 The location and post office address of the registered office in this

1 State and principal place of business shall be Payette, Payette County,
2 Idaho.

3 V.

4 The authorized capital stock of this corporation shall be ONE HUNDRED
5 THOUSAND and NO/100 (\$100,000.00) DOLLARS, divided into 1000 shares of com-
6 mon capital stock at the par value of \$100.00 per share, each share of
7 which stock shall be entitled to one vote on all matters, and no subsequent
8 issue of any stock shall be entitled to any voting privilege, and no pre-
9 ference or restrictions are granted to or imposed upon this first issue
10 of 1000 shares of common capital stock, except that said stock shall be non-
11 assessable.

12 VI.

13 That the corporate powers of said corporation shall be vested in a
14 board of Directors, three in number, who shall be elected and chosen as
15 set forth in the by-laws of this corporation.

16 VII.

17 That the corporate stock of said corporation, at the date of said
18 incorporation is subscribed as follows:

19	<u>Name</u>	<u>Address</u>	<u>Shares</u>
20	Wilbur Stadelman	Medina, Washington, D.C. 20017	1
21	James H. Shake	Trutland, Idaho, 83421	1
21	Swight L. Johnston	Ontario, Oregon, 97132	1

22 All of whom constitute the incorporators of this corporation.

23 I, CLIFFORD W. HICK, The persons named herein as incorporators have
24 hereunto set their hands this 14th day of April, 1954.

25

26

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Wilbur Stadelman
James H. Shake
Swight L. Johnston

1 STATE OF IDAHO)
2) ss.
3 County of Payette)

4 On this 3 day of April, 1967, before me, Charles L. Welch, a
5 Notary Public in and for the State and County aforesaid, personally appeared
6 WILLIAM W. WILSON and WILLIAM E. WILSON, personally known to me to be the
7 persons whose names are subscribed to the within instrument, and they acknowledged to me that they executed the same.

8 My commission expires _____ and I am a Notary Public in and for the State and County aforesaid.
9 First above written.

10
11 Charles L. Welch
12 Notary Public for Idaho,
13 Residing at Payette, Idaho.

14
15 STATE OF WASHINGTON)
16) ss.
17 County of Yakima)

18 On this 14th day of April, 1967, before me, the undersigned, a
19 Notary Public in and for the State and County aforesaid, personally appeared
20 WILLIAM E. WILSON, personally known to me to be the person whose name is
21 subscribed to the within instrument, and he acknowledged to me that he
22 executed the same.

23 My commission expires _____ and I am a Notary Public in and for the State and County aforesaid.
24 First above written.

25 Martin Kennen
26 Notary Public for Washington,
27 Residing at Yakima, Washington.
28 My Commission Expires: 8/12/67

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