



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

HY-GRADE CATTLE CO.

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: **February 15, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Attorney*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

Hy-Grade Cattle Co.

Article I.

The name of this corporation is:

Hy-Grade Cattle Co.

Article II.

The term for which this corporation shall exist shall be in perpetuity.

Article III.

The nature of the business and the object and purposes for which this corporation is formed are:

(1) To engage in operating a livestock feed yard, buying and selling feed for livestock, buying and selling livestock, and conducting and doing all things necessary in the operation thereof.

(2) To engage in all things necessary to carry on and carry out such business of the corporation as may pertain to ranching, farming, and livestock.

(3) To engage in the marketing of all types and kinds of agricultural products and livestock.

(4) To construct, manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, rent and otherwise dispose of, and to

invest, trade, deal in and with goods, wares and merchandise and supplies and all other personal property of every class and description.

(5) To acquire, by purchase or otherwise, the good-will, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain, and operate, or in any manner dispose of, the whole or any part of the acquired, and to conduct in any lawful manner the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(6) To become a partner (either general or limited, or both) and to enter into agreements of partnership, joint venture, or other arrangements for sharing profits and otherwise participating in any enterprise, with one or more other persons or corporations, for the purpose of carrying on ^{any} ~~any~~ business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this

corporation or to enhance the value of its property or business.

(7) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporations, association or associations, firm of firms, or person or persons, together with shares, rights, units or interest in, or in respect of any trust estate now or hereafter existing, and whether created by the laws of the State of Idaho or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(8) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(9) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or

purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force, or may be hereafter amended.

(10) To engage in any one or more other businesses or transactions which the Board of Directors of this corporation may from time to time authorize or approve, whether related or unrelated to the business described above, or to any other business then or theretofore done by this corporation;

(11) To exercise any and all rights and powers which a corporation may now or hereafter exercise;

(12) To have perpetual succession by this corporate name unless changed by the major consent of the Board of Directors.

(13) To act as principal, agent, partner, associate or in any other capacity which may be authorized or approved by the Board of Directors of this corporation; and

(14) To transact business in the State of Idaho, or in any other jurisdiction of the United States of America, or elsewhere in the world.

(15) To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, and to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and

herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said state, and within or without said United States of America.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Article IV.

LOCATION OF PRINCIPAL OFFICE

The registered office for the transaction of business of this corporation is in the State of Idaho and shall be at River Bridge and Notus Road, Canyon County, Idaho. The registered agent shall be H.Randy Brush. On Notus Way across River Bridge, Notus, Idaho 83656

Article V.

The capital stock of this corporation shall be divided into 200 shares of no par, nonassessable, common stock.

Article VI.

⁽²⁾ The number of Directors of this corporation shall be ^{Two}~~three~~ (2), who need not be shareholders, and the names and addresses of the persons who are appointed to act as the first Directors, and to hold office until the selection and qualification of their successors-

rs, are as follows:

<u>Name</u>	<u>Address</u>
H. Randy Brush	Rt. 1 Boise, Idaho
Corby Hennessey	1125 Sugar Ave. Nampa, Idaho

H. Randy Brush
Rt # 1 Dry Creek Rd.
Boise, ID
83703

Article VII.

The Board of Directors, or the shareholders, of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such place within or without the State of Idaho as may be at any time determined by the Board of Directors.

Article VIII.

The shareholders as such shall not be personally liable to any extent whatsoever for the debts or obligations of the corporation.

Article IX.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

Article X.

No shareholder of the corporation shall, because of his ownership of stock, have a preemptive or other right to purchase,

subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

Article XI.

This corporation shall be authorized to contract with its officers and directors for employment or otherwise, and said contract shall be binding even though the parties beneficially interested are members of the Board whose vote is necessary for approval of the action taken.

Article XII.

The business of this corporation shall be managed and conducted by a Board of at least two Directors, the first Board to be elected at the first meeting of the stockholders of this corporation, and the entire board to be elected annually thereafter at the annual meeting of the stockholders of this corporation.

IN WITNESS WHEREOF, we the undersigned, constituting the

incorporators of this corporation, being the persons named hereinabove as the first Directors of this corporation, have executed these Articles of Incorporation, this 15th day of February, 1989.

H. Randy Brush
H. Randy Brush
Corby Hennessey
Corby Hennessey

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 15th day of February, 1989, before me Patricia R. Brush a Notary Public in and for the County of Ada, State of Idaho, personally appeared H. RANDY BRUSH and Corby Hennessey known to me to be the persons named as directors in the within instrument and whose names are subscribed thereto, and severally acknowledged to me that 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.

Patricia R. Brush
Notary for State of Idaho
My Commission expires Jan 26, 1995