

State of Idaho



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

BIG TOM BREEDER FARM, INC.

was filed in the office of the Secretary of State on the **Ninth** day
of **February** A.D. One Thousand Nine Hundred **Sixty-one** and
duly recorded on Film No. **113** 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

Wilder

in the County of

Canyon .

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 **9th** day of **February** ,
A.D., 19**61** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
BIG TOM BREEDER FARM, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being citizens of the United States of America and corporations of the State of Utah, do hereby voluntarily associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho. We hereby set forth, declare and certify as follows:

ARTICLE I.

NAME

The name of this corporation is BIG TOM BREEDER FARM, INC.

ARTICLE II.

OBJECT AND PURPOSES

The pursuits and purposes of this corporation shall be to engage in the business of breeding, feeding and raising turkeys and other poultry, and the general farm and feed business; to own, buy, sell, lease, mortgage and deal in real estate and personal property; to own, build, operate and maintain buildings and improvements upon its real estate and leasehold interests, and to rent and lease the same or any part thereof;

to borrow and loan money and to deal in negotiable paper of all kinds; to own stock in other corporations and to vote the same; to enter into contracts with respect to any of the pursuits and business aforesaid, or in business incidental thereto.

In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all the rights, powers and privileges which are now or may hereafter be conferred by the laws of Idaho upon corporations, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III.

LOCATION AND POST OFFICE ADDRESS IN IDAHO

The location and post office address of the registered office of the corporation in the State of Idaho, is Wilder, Idaho.

ARTICLE IV.

INCORPORATORS

The names and post office address of each of the incorporators are as follows:

W. S. Broderick	5105 Washington Boulevard Denver, Colorado
Joseph C. Parson	280 West 3rd South, Logan, Utah
Ray A. Minkler	280 West 3rd South, Logan, Utah
Francis J. DeBry	P. O. Box 790, Ogden, Utah
Frank M. Graham	P. O. Box 790, Ogden, Utah
A & W Finance Company a Utah corporation	P. O. Box 790, Ogden, Utah

ARTICLE V.

EXISTENCE

The term of existence of this corporation shall be perpetual, unless dissolved by and in accordance with law.

ARTICLE VI.

CAPITAL STOCK

The authorized capital stock of this corporation is Two Thousand Shares (2,000), all of no par value, which stock shall be non-assessable and shall be fully paid when issued. The shares of capital stock may be issued for cash or for property, or both.

ARTICLE VII.

PLACE OF BUSINESS

The principal place of business of this corporation shall be at Wilder, Idaho. The business of this corporation may be carried on in all counties of the State of Idaho, in all states of the United States, and in all territories thereof, and in all foreign countries as the directors shall determine.

ARTICLE VIII.

STOCK SUBSCRIBED

The amount of capital stock subscribed by each of the parties hereto is as follows:

<u>Name</u>	<u>No. of Shares</u>
W. S. Broderick	1
Joseph C. Parson	419
Ray A. Minkler	1
Francis J. DeBry	1
Frank M. Graham	1
A & W Finance Company	1,117
Total	<u>1,540</u>

ARTICLE IX.

DIRECTORS AND OFFICERS

The business and affairs of this corporation shall be conducted and managed by a board of not less than five nor more than nine directors

who shall be elected by the stockholders at the annual meeting of the stockholders and who shall hold office for the term of one year, or until their successors are elected and qualified and have accepted office. The number of directors to serve each year shall be determined at each annual stockholders' meeting. No person shall be elected as a director of this corporation who is not a stockholder of record. A majority of the board of directors shall be necessary to form a quorum and to transact the business and exercise the corporate powers of the corporation.

The officers of this corporation shall consist of a president, vice president, secretary-treasurer and assistant secretary-treasurer, who shall be elected by the board of directors from among its own number immediately following the general election of the stockholders. The board of directors may provide for other officers, who need not be directors.

Any director of this corporation may be removed at any stockholders' meeting called for that purpose by a majority vote of the outstanding capital stock of the corporation. Officers may be removed by the directors at a meeting called for that purpose.

Any officer or director may resign at any time by filing a written resignation with the secretary, or with any other officer of the corporation, such resignation to take effect five days after the receipt thereof by said officer, if it is not sooner accepted by regular action of the board of directors.

If the office of one or more directors shall become vacant, the remaining directors shall elect a successor for the unexpired term.

The board of directors shall hold its meetings at such times as it may elect, or as provided in the By-Laws. Meetings may be held outside the State of Utah whenever the directors may elect.

The names of the officers and directors who shall serve until the next general election are as follows:

W. S. Broderick	Director and President
Joseph C. Parson	Director and Vice President
Ray A. Minkler	Director and Secretary-Treasurer
Francis J. DeBry	Director and Assistant Secretary-Treasurer
Frank M. Graham	Director

ARTICLE X.

STOCKHOLDERS' MEETINGS

The annual meetings of the stockholders shall be held at the principal office of the corporation at Wilder, Idaho, or any other designated place, on the third Tuesday of January of each year, or if said day is a holiday, then on the first day following which is not a holiday, at the hour of 2:00 P. M. No notice of said annual meeting need be given.

Special meetings of the stockholders may be called upon notice by the president or by a majority of the board of directors by notice sent by regular mail at least ten days prior to the date of the meeting. It shall be necessary to publish notice of any special stockholders' meeting. Stockholders may attend in person or by proxy.

At all meetings of the stockholders, a majority of the shares of the voting stock of the Company then issued must be represented in person or by proxy. If at any such meeting a majority of such stock is not represented by the stockholders, the meeting may be adjourned by the stockholders for a period not to exceed sixty (60) days. Only those stockholders of record on the books of the corporation ten days prior to the date of the holding of the stockholders' meeting shall be permitted to vote at said meeting.

ARTICLE XI.

ELECTION OF DIRECTORS

In the election of directors, every stockholder in calculating the number of votes to which he may be entitled, shall have the right to multiply the number of his shares by the number of directors to be elected, and he may cast all such votes for one candidate, or he may distribute them among any two or more candidates, as he may elect.

ARTICLE XII.

LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be liable for corporate obligations.

ARTICLE XIII.

PAYMENT FOR SHARES

The entire 1,540 shares of stock subscribed for by the incorporators herein has been, or will be, paid for in cash or property.

ARTICLE XIV.

BY-LAWS

The Board of Directors shall have the power to adopt such By-Laws not inconsistent with law or with these Articles of Incorporation,

as said Board shall deem necessary and expedient for the management of the business of the corporation.

ARTICLE XV.

AMENDMENT OF ARTICLES

The Articles of this corporation may be amended at any annual meeting or at any stockholders' meeting called for that purpose. A majority of the stockholders attending such meeting may amend the Articles.

ARTICLE XVI.

STOCKHOLDER APPROVAL OF SALE OR MORTGAGING
OF ASSETS NOT NEEDED

The Board of Directors shall have the authority to mortgage or to sell any part of or all of the assets of this corporation without the consent of or the concurrence of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands this

6 day of FEBRUARY, 1961.

W. S. Breadrick

Joseph C. Farson

Ray A. Minkler

James L. D. Dwyer

Frank M. Graham

A & W FINANCE COMPANY

BY W. S. Breadrick

Its: _____

STATE OF UTAH)

COUNTY OF SALT LAKE)

: ss.

JOSEPH C. PARSON, RAY A. MINNICK
and FRANK M. GRANAHAN, being first duly sworn on oath,
each for himself, and not one for the other, deposes and says:

That he is one of the incorporators named in and who subscribed
to the foregoing Articles of Incorporation, and it is the bona fide intention
of the incorporators to commence and carry on the business mentioned
in the Articles of Incorporation; that each believes that each party to
the Articles of Incorporation has paid in money for all the capital stock
subscribed for by him; that the stock herein allocated to Joseph C.
Parson was paid for in property.

Joseph C. Parson

Ray A. Minnick

Frank M. Granahan

Subscribed and sworn to before me this 6th day of

FEBRUARY, 1961.

Wm. J. [Signature]

NOTARY PUBLIC

Residing at: SALT LAKE CITY, UTAH

My Commission Expires:

AUG 2 1962