

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

DILLE FARMS, INC.

was filed in the office of the Secretary of State on the **sixth** day of **October** A.D., One Thousand Nine Hundred **seventy-five** and ~~will be~~ ~~duly recorded on Film-Not microfilm~~ 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 **Weiser, Idaho** in the County of **Washington**

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 **6th** day of **October**, A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

DILLE FARMS, INC.

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and citizens of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I

Name: The name of this corporation shall be DILLE FARMS, INC.

II

Duration: The period of existence and duration of the life of this corporation shall be perpetual.

III

Location: The location of the registered office of this corporation shall be 505 East Main Street, Weiser, Washington County, Idaho

IV

Purpose: The nature of the business and the object and purpose of this corporation shall be as follows:

(a) To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and

preserving all kinds of farm, fruit and vegetable products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, storing, shipping, buying, and selling at wholesale and retail, all kinds of fruit, vegetable and farm products, and to carry on all other business incident thereto or connected therewith; and to do a general commission and broker's business in any or all of the foregoing produce.

(b) To acquire real and personal property by purchase, lease or otherwise for the purpose of carrying on the business described in (a) above;

(c) 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 businesses described in (a) and (b) above, or to any other business then or theretofore done by this corporation;

(d) To have and to exercise all powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized under the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

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

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

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 nowise 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.

V

Capital Stock: That the total authorized number of par value shares of this corporation shall be 20,000 each of a par value of (\$1.00) ONE AND NO/100 DOLLARS and of the aggregate par value of \$20,000.00 which said shares shall be common stock and shall not be subject to assessment.

VI

Incorporators: The names and post office addresses of each of the incorporators, and the number of shares subscribed by each set opposite their respective names are:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
John W. Dille	Rt. #3, Crystal Weiser, Idaho 83672	1	\$1.00
Stanford B. Whiting	152 West Main Weiser, Idaho 83672	1	\$1.00
David R. Ross	505 East Main Weiser, Idaho 83672	1	\$1.00

VII

Board of Directors: The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the ByLaws; provided, however, that the number of directors constituting a Board shall not be less than three (3) nor more than seven (7).

VIII

Revision of ByLaws: The power to repeal and amend the ByLaws and adopt new ByLaws 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 ByLaws.

IX

Meetings: All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

X

Preemptive Rights: 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.

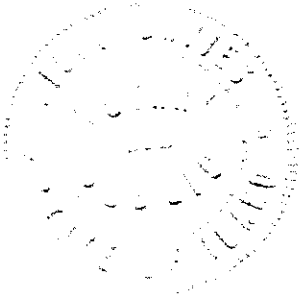
IN WITNESS WHEREOF, we have signed triplicate originals of these Articles this 3rd day of October, 1975.

John W. Dille
Stanford B. Whiting
David R. Ross
Incorporators

STATE OF IDAHO)
) ss.
County of Washington)

On this 3rd day of October, 1975, before me the undersigned, a Notary Public in and for said State, personally appeared JOHN W. DILLE, STANFORD B. WHITING, and DAVID R. ROSS, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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



Richi Davies
Notary Public for Idaho
Residing at Weiser, Idaho
Commission expires: 12-18-77