

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

A. A. MERRILL COMPANY, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** *day*
of **March** *A.D. One Thousand Nine Hundred* **Fifty-five** *and*
duly recorded on Film No. 89 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

Fifty (50) Years *from the date hereof, with its registered office in this State located at*
Idaho Falls *in the County of* **Bonneville**

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
28th *day of* **March,**
A.D., 1955 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

A. A. MERRILL COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That, we the undersigned, for the purpose of forming a corporation, under and by virtue of the laws of the State of Idaho, relating to private corporation, have this day voluntarily associated ourselves together and hereby agree as follows:

ARTICLE I

That the name of this corporation shall be and is "A. A. Merrill Company, Inc.", and the principal place of business shall be Idaho Falls, Idaho.

ARTICLE II

That the duration of this corporation shall be fifty (50) years, from and after the date of its incorporation, unless sooner dissolved or disincorporated pursuant to law.

ARTICLE III

That the names of the incorporators and their places of residence are as follows:

<u>Name</u>	<u>Residence and Address</u>
A. A. Merrill	Idaho Falls, Idaho
George W. Watkins	Idaho Falls, Idaho
Paul Holm	Roberts, Idaho

ARTICLE IV

The purpose, object and pursuit of this corporation shall be to establish, operate, conduct, maintain, and carry on, and transact a general farming, irrigation, and livestock business within the County of Bonneville, State of Idaho, but branch places of business each complete in itself for the conducting and carrying on

part of the business of the corporation, or the whole thereof, may be established at such other places whether within or without the State of Idaho, within or without the United States; and the pursuit and object of this corporation shall also be to buy, sell, own, and distribute any and all kinds of real estate, livestock, farm produce, water rights, and/or for any other purpose pertaining to said business. The purpose of this corporation shall be to establish, operate, conduct, maintain, and operate any and all kinds of machinery and equipment pertaining to the art of agriculture and to be used in connection with aforementioned farming operation; to buy, sell, repair, and otherwise deal in all kinds of farm produce, machinery, and equipment of every kind and character, and to deal in everything of any character pertaining to the operation of said farming business to contract with persons, firms, associations, co-partnerships, corporations, and with municipal, county, state, and national governmental agencies within the United States, and/or with any and all other countries for the purpose and/or sale of any and all kinds of agricultural commodities, to deal in machinery, labor, electricity and electrical devices, water work systems, irrigation systems, sprinkling systems, any and all other things pertaining to the proper development of agricultural lands; to buy, sell, lease, acquire, build, and operate warehouses, storage houses, and storerooms for the purchase, sale, and distribution of any and all kinds of farm commodities and merchandise used in connection therewith, whether it be of a general character or otherwise. To purchase, sell, mortgage, hypothecate, pledge, lease, or otherwise acquire, encumber, dispose of, and deal in, either on its own behalf, or as agents for others, all kinds and character of property, real or personal, of this corporation or of any other corporation, firm or person, and while the owner thereof to exercise all the rights, powers, and privileges of ownership, including, in the case of stocks, and shares, the right to vote thereon, and unless otherwise prohibited by law, to incur debts, borrow, and lend

money, with or without security, and to endorse or otherwise guarantee obligations of others; to make, issue, and sell promissory, bills of exchange, bonds, debentures and other evidences of debts of all kinds; to secure payment of its notes, bills of exchange, bonds, debentures and other indebtedness if deemed necessary, by pledge, hypothecation, mortgage, deed of trust, or otherwise of all or any property then owned by the corporation, and if deemed best, and of any and all property acquired; to sell and exchange its promissory notes, bonds, debentures, and other evidence of indebtedness for property of any kind whatsoever, real or personal, and to sell or exchange the stock of this corporation, or any part thereof, for any purpose that the Board of Directors may determine, including the exchange of the corporation stock in this company or the corporation stock of any other corporation, subscribed for, purchase, or otherwise acquire, hold and own, or hold for investment purposes, with the same rights and privileges as to the ownership as may be enjoyed by natural persons, and all kinds of shares, stocks, bonds, assets and/or obligations of any other corporation, and to purchase, sell, own, hold, pledge, or otherwise acquire or dispose of, shares of its own capital stock acquired from stockholders or otherwise, to build, construct, and install irrigation systems, sprinkling systems, deep well for pumping irrigation systems, and any and all other things that may be done or need to be done for the purpose of the development of said corporation.

To do all things necessary and convenient to further the interest of this corporation and carry on the general purposes for which it is organized including the right to rent and/or lease real and personal property.

ARTICLE V

The total number of shares that may be issued by the corporation shall consist of **Five** Hundred (500) shares of common stock of the par value of One Hundred Dollars (\$100.00) per share, amounting to the total sum of Fifty Thousand Dollars (\$50,000.00).

The common stock shall be entitled to one vote for each share thereof issued and outstanding, and shall be the only stock of the corporation entitled to vote.

ARTICLE VI

That the incorporators and the amount of the capital stock subscribed for by each, are as follows:

<u>Name</u>	<u>Number of Shares</u>
A. A. Merrill	Two
George W. Watkins	Two
Paul Holm	Two

ARTICLE VII

The officers of this corporation shall consist of not less than three nor more than five directors, each of whom shall be elected by the holders of a majority of the outstanding stock at any regular or special meeting called for that purpose; also, a President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. The office of the Secretary and Treasurer may be held by the same person; the officers of this corporation shall hold office for the period of one year or until their successors are duly elected and qualified; each officer of this corporation in order to qualify as such, must be a common stockholder of this corporation and duly elected to such office as above set forth.

ARTICLE VIII

All stock of the corporation not subscribed for shall remain in the treasury as treasure stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to such persons as the Board of Directors may determine, including the power and authority to issue said stock for consideration other than cash, such as for labor and services performed and experienced.

ARTICLE IX

The private property of the stockholders of this corporation shall not be liable for the debts of the corporation.

ARTICLE X

The officers of this corporation elected from the date of its incorporation and until their successors are duly elected and qualified, are as follows:

Paul Holm	President
A. A. Merrill	Vice-President
George W. Watkins	Secretary & Treasurer

IN WITNESS WHEREOF, we hereunto set our hands this 26 day of March, 1955, at Idaho Falls, Bonneville County, Idaho.

Paul Holm
Paul Holm

A. A. Merrill
A. A. Merrill

George W. Watkins
George W. Watkins

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 26 day of March, in the year 1955 before me,
John Serebarn a Notary Public in and for the State of Idaho, personally appeared Paul Holm, A. A. Merrill, George W. Watkins known to me to be the persons whose names are subscribed to the within instrument, and 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.

John Serebarn
Notary Public

Residing at Idaho Falls, Idaho

My commission expires _____, 19____