

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

C & R FARMS, INC.

File number C 119633

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: May 27, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Natalie Lamb*

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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**C & R FARMS, INC.**

**KNOW ALL MEN BY THESE PRESENTS:** That we, the undersigned, each being a natural person of full age and a citizen 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 OF CORPORATION**

The name of this Corporation shall be C & R FARMS, INC.

II.

**PERIOD OF EXISTENCE**

The period of existence and duration of the life of this Corporation shall be perpetual.

III.

**REGISTERED OFFICE AND AGENT**

The location of the registered office of this Corporation shall be C & R Farms, Inc., 232 East Main, Weiser, Idaho 83672, and the agent of the Corporation shall be Lary C. Walker.

IDAHO SECRETARY OF STATE  
DATE 05/21/1997  
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CK #: 1174 CUST# 70184  
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#### IV.

##### NATURE OF BUSINESS

The nature of the business and the object, purpose and powers of this Corporation shall be as follows:

(a) To have, exercise, use and employ the authority specified in Section 30-1-4, 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 or without the United States of America.

(b) To borrow money and secure the payment thereof either by notes, bonds, mortgages or such other pledges or such other evidence of indebtedness or means of security which may become necessary and expedient for the operation of business of this corporation and generally to do any and all things necessary and incidental to the operation and conduct of a nonprofit corporation and to accomplish and carry out the purposes for which this corporation is formed.

C. To conduct all aspects of a farming operation, including but not limited to operating equipment and renting land and equipment.

#### V.

##### CAPITAL STOCK

That the total authorized number of no par value shares of this Corporation shall be 100 shares each of no par value which said shares shall be common stock and shall not be subject

to assessment.

## VI.

### INCORPORATORS

That the names and post office addresses of each of the incorporators and initial Board of Directors, and the number of shares subscribed by each set opposite their respective names are:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Robert F. Green	447 Oleander Road Ontario, OR 97914	50
Charlotte M. Green	447 Oleander Road Ontario, OR 97914	50

## VII.

### DIRECTORS

The first Board of Directors shall consist of two (2) or more 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 By-Laws; provided, however, that the number of directors constituting a Board shall not be more than five (5).

## VIII.

### POWER TO AMEND BY-LAWS

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.

IX.

LOCATION OF MEETINGS

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

IN WITNESS WHEREOF, we have signed triplicate originals of these Articles this 13<sup>th</sup> day of May, 1997.


  
ROBERT F. GREEN

  
CHARLOTTE M. GREEN

STATE OF IDAHO )  
 ) :ss  
County of Washington )

On This 13<sup>th</sup> day of May, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT F. GREEN and CHARLOTTE M. GREEN, 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 the day and year first above written.

  
Notary Public for Idaho  
Residing at: Weiser, Idaho  
My Commission Expires: 1-14-99