

# 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

**CAMAS SEED & FRED, INC.**

was filed in the office of the Secretary of State on the **Nineteenth** day  
of **July,** A.D. One Thousand Nine Hundred **Sixty-one** and  
duly recorded on Film No. **114** 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

**Cottonwood** in the County of **Idaho.**

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 **19th** day of **July**,  
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF

CAMAS SEED & FEED, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, Ruth E. Benedict, Lewis I. Phillips, Donald D. Benedict, and R. C. Benedict, all being residents of the State of Idaho, and citizens of the United States, do hereby associate ourselves for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, and do hereby declare the following to be the ARTICLES OF INCORPORATION of said corporation.

ARTICLE I.

The name of this corporation shall be CAMAS SEED & FEED, INC.

ARTICLE II.

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

ARTICLE III.

The location of the registered office of this corporation shall be Cottonwood, County of Idaho, State of Idaho, and the address of the registered office of the corporation shall be Cottonwood, Idaho.

ARTICLE IV.

The nature of the business and the objects and purposes of this corporation shall be :

To carry on the general business of farming; to raise, produce, buy, grow, or otherwise acquire, hold, handle, mortgage, sell, hypothecate, or otherwise dispose of farm products; to seed, cultivate, raise, clear, eradicate weeds by chemical methods or otherwise, harvest and to do everything else necessary to farm lands; to buy, hold, handle, mortgage, and to sell

farm equipment and machinery, and to do everything to operate, run, sell, buy, mortgage, and to acquire both real and personal property for the conduct of a general farming business.

To carry on the general business of farming and the general livestock business and poultry business and animal business of all type, character or description in the handling of domestic or farm animals; to raise, produce, buy, grow, or otherwise acquire, hold, handle, mortgage, sell, hypothecate, or otherwise dispose of livestock and the products of livestock including dairy products and poultry and to deal and traffic generally therein; and to do everything necessary to run, sell, buy, mortgage, and acquire cattle and range lands or farm lands of every type, character or description.

To conduct and carry on the business of buying, selling, mortgaging, and hypothecating, warehousing, storing, processing, and dealing in all kinds of seeds, grain, hay, or other farm produce and farm products and all other kinds of goods, wares, and merchandising, and to do a general commission and brokerage business in any and all of the foregoing kinds of property, and to also build, acquire, own, operate, lease, and maintain a warehouse and storage business and elevators and to do and transact all other business or incidentals to the conduct and carrying on of the aforesaid business.

To engage in the business of buying and selling, at wholesale and retail, oils, gasoline, tires, supplies and equipment and accessories of every kind and character and to buy, own, sell and deal in any or all equipment necessary or convenient in the handling thereof.

To rent, lease, own and operate automobiles, trucks, tractors and motor vehicles, and to transport persons and property therein for hire, and to let the same for hire.

To acquire, own, enjoy, use, sell and dispose of patents and patent rights, trademarks, copyrights and licenses and

franchises of any and every kind whatsoever.

To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, to manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings, structures, and improvements, of every kind and nature whatsoever; also, to buy or otherwise acquire real estate, and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property of every kind and description, and to own, hold, improve, develop and manage any real estate or personal property and to erect and cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in any buildings or other structures at any time owned or held by the corporation; to conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate as hereinabove set forth.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations as relates to the business of this corporation.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government,

and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

To apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the corporation's shares of stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferrable instruments.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

#### ARTICLE VI.

The capital stock of this corporation shall be TWO HUNDRED FIFTY THOUSAND (\$250,000.00) DOLLARS, divided into twenty-five thousand (25,000) shares of stock of the par value of TEN (\$10.00) DOLLARS each. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation.

ARTICLE VII.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right, or thing acquired in exchange for capital stock.

ARTICLE VIII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

ARTICLE IX.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE X.

The name and postoffice address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

NAME	ADDRESS	NO. OF SHARES	AMOUNT
<u>Ruth E. Benedict</u>	<u>Lewiston, Idaho</u>	<u>75</u>	<u>\$750.00</u>
<u>Lewis I. Phillips</u>	<u>Nezperce, Idaho</u>	<u>175</u>	<u>\$1750.00</u>
<u>Donald D. Benedict</u>	<u>Lewiston, Idaho</u>	<u>925</u>	<u>\$9250.00</u>
<u>R. C. Benedict</u>	<u>Lewiston, Idaho</u>	<u>975</u>	<u>\$9750.00</u>

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of

Idaho, do make and file these ARTICLES OF INCORPORATION, hereby declaring and certifying that the facts herein stated are true, and we respectfully agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 17<sup>th</sup> day of July, 1961.

Donald D. Benedict

Ruth E. Benedict

R. C. Benedict

Lewis J. Phelley

STATE OF IDAHO )  
County of <sup>NEZ PERCE</sup> ~~Idaho~~ ) ss.

On this 17<sup>th</sup> day of July, 1961, before me, the undersigned notary public in and for said County and State, personally appeared Donald D. Benedict, Ruth E. Benedict and R. C. Benedict

known to me to be the persons who executed the within and foregoing ARTICLES OF INCORPORATION of CAMAS SEED & FEED, INC.

and severally acknowledged to me that they executed the same in triplicate.

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

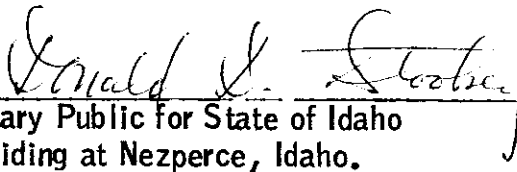
David W. Chinnell  
Notary Public for State of Idaho  
Residing at Cottonwood, Idaho.



STATE OF IDAHO    )  
                              ) ss.  
County of Lewis    )

On this 11 day of July, 1961, before me, the undersigned, notary public in and for said County and State, personally appeared LEWIS I. PHILLIPS known to me to be the person who executed the within and foregoing ARTICLES OF INCORPORATION of CAMAS SEED & FEED, INC., and acknowledged to me that he executed the same in triplicate.

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

  
Notary Public for State of Idaho  
residing at Nezperce, Idaho.

(SEAL)