



## 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

**C & W DISTRIBUTING COMPANY, INC.**

was filed in the office of the Secretary of State on the **Seventeenth** day  
of **September** A.D. One Thousand Nine Hundred **Sixty-three** and  
duly recorded on Film No. **125** 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

**Jerome**

in the County of

**Jerome.**

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 **17th** day of **September**,  
A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
C & W DISTRIBUTING COMPANY, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons, of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the Constitution and Laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I.

The name of this Corporation shall be:

C & W DISTRIBUTING COMPANY, INC.

ARTICLE II.

The purposes for which this Corporation is formed are:

1. To conduct and carry on and engage in the business of dealer, broker, commission merchant, cash buyer and track buyer for the handling, purchase, and sale at wholesale and retail, on commission or otherwise, of farm produce, as authorized by Chapters 13 and 14 of Title 22 of the Idaho Code, and to transact all business incidental or appurtenant thereto.
2. To buy, sell, deal, and trade in agricultural products, at wholesale and retail.
3. To own, operate, and maintain warehouses and storage facilities for the storage and deposit of agricultural products, goods, and merchandise of all kinds; to weigh and grade agricultural products.

4. To acquire farm properties and other real estate by purchase, lease or otherwise, and to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruits and all kinds of farm produce and products of the soil. To breed, raise, pasture, prepare for market, exhibit, sell and deal in livestock of all kinds. To engage in dairying, poultry and market gardening business; to acquire and maintain shops, stalls, market stands, delivery vehicles and all other conveyances and equipment suitable for carrying on and conducting the general business of farming; and in general, to conduct, in all their several departments and branches, and engage in and carry on the business of farming, fruit growing, stock raising, dairying, and to do everything incident or conducive to the full accomplishment thereof.

5. To buy, sell, trade and deal in all kinds of agricultural and livestock products at wholesale and retail.

6. To feed and slaughter cattle, hogs, sheep and other livestock, and to buy and sell the same as principal or agent.

7. To grow, buy and sell, both at wholesale and retail, garden, farm and vegetable seeds.

8. To manufacture, buy and sell, at wholesale and retail, fertilizers of all kinds, phosphates, and other chemical compounds, and to process, buy, sell and apply all kinds, types and character of chemicals and other substances for the treatment of and application to and on plant, animal, and insect life and to own, maintain, lease and operate equipment and facilities for such purposes.

9. To manufacture, buy, and sell, on commission or otherwise at wholesale or retail, bags, twine, containers, shipping cartons,

boxes, and other devices and containers for the storing, hauling, shipping and handling of goods, wares and products of all kinds.

10. To furnish information and data as to market conditions, prices, transportation and storage facilities, and to act as agent or broker for farmers and owners of agricultural products, for the purpose of selling, shipping, storing, marketing; and otherwise disposing of farm and agricultural crops and products; to act as the agent or broker of produce buyers, elevator companies, shippers, importers, and others, for the purpose of purchasing, shipping, storing and marketing agricultural products.

11. To engage in the business of transportation for the transportation of its own products and for the transportation for others for hire of all types of goods, wares, merchandise, freight and property of every description, and to enter into contracts with any person or company for the exchange of traffic and property.

12. To carry on and engage in a general lumber, timber and milling business; to purchase, lease, or otherwise acquire, and to hold, use, operate and develop, or sell, or otherwise dispose of, timber and cut-over lands, including the minerals in such lands; to buy, cut, sell, at wholesale or retail, manufacture and ship poles, posts, timber, lumber, and any other wood product or by-product or wood product plants; to erect, purchase or otherwise acquire, own and operate, sell, or otherwise dispose of saw mills, business factories, wood working plants, and other wood-product manufacturing plants. To buy timber, logs, stumpage rights, and any interest in products of the forest; to manufacture, own, sell, at wholesale or retail, or otherwise dispose of all timber, lumber products, logs,

and timbers of all and every description; to enter into contracts and engage in the business of logging, hauling and transporting logs, lumber, lumber products, timbers, poles and posts and any and all other kinds of wood products, for itself or for others.

13. To purchase, take, hold, own and lease real and personal property, either for investment, its own use, or for others; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property.

14. To borrow money, to issue bonds, debentures, notes and other obligations of the Corporation from time to time, for any of the objects of the Corporation, and to mortgage, pledge, hypothecate and/or convey in trust any or all its property to secure the payment thereof.

15. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

16. To do any and all such acts, things, business, or businesses in any manner connected with, or necessary, incidental, convenient, or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the interests of the Corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all things and acts and to exercise any and all other powers which a natural person could do or exercise, and which now, or hereafter may be authorized by law.

17. To conduct its business in this State, other States, the territories and colonies of the United States, and in foreign

countries and the territories and colonies thereof, and to have one or more offices in or outside of this State, and to acquire, purchase, hold, mortgage, pledge, assign, transfer and convey real and personal property out of this State.

18. The several clauses contained in the statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited and restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### ARTICLE III.

The duration of this Corporation shall be perpetual.

#### ARTICLE IV.

The location and post office address of the registered office of this Corporation, and the place where the principal business of this Corporation is to be transacted, is Jerome, Jerome County, State of Idaho.

#### ARTICLE V.

The total authorized capital stock of this Corporation shall be Fifty Thousand Dollars (\$50,000), divided into Five Hundred shares (500) of the par value of One Hundred Dollars (\$100) each. Shares of stock in this Corporation shall not be transferred or sold until said sale shall have been approved by the Board of Directors, and the By-Laws of the Corporation shall provide the method for such approval. The capital stock of the Corporation,

after the amount of the subscription price or par value has been paid, shall not be subject to assessments, and no paid up stock, or stock issued as fully paid, shall ever be assessable or be assessed.

#### ARTICLE VI.

The names and addresses of the incorporators and the number of shares of stock subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Willard Wood	Idaho Falls, Ida.	1
Ernest Craig	Jerome, Idaho	1
Helen Craig	Jerome, Idaho	1

#### ARTICLE VII.

The number, qualifications, terms of office, manner of election, and powers and duties of Directors shall be fixed, and may be altered from time to time, as may be provided in the By-Laws. The persons above named as incorporators, shall act in the capacity of Directors until their successors are elected and qualified.

#### ARTICLE VIII.

The private property of the stockholders shall not be subject to, or liable for the payment of corporate debt to any extent whatsoever.

#### ARTICLE IX.

By-Laws shall be adopted by the Directors, and when so adopted, may thereafter be repealed, amended, or any By-Laws adopted as may be provided in said By-Laws.

ARTICLE X.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now, or hereafter provided by law and all rights conferred on stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, We have hereunto set our hands at Jerome, Idaho, this 31<sup>st</sup> day of August, 1963.

Willard Head  
Ernest Craig  
Helen Craig

STATE OF IDAHO       )  
                          ss:  
County of Jerome    )

On this 31<sup>st</sup> day of August, 1963, before me, the undersigned, a Notary Public in and for said State and County, personally appeared ERNEST CRAIG and HELEN CRAIG, husband and wife, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and they severally acknowledged to me that they have 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.

Frank M. P. [Signature]  
Notary Public for Idaho  
Residing at: Jerome, Idaho

STATE OF IDAHO       )  
                          ss:  
County of Bonneville )

On this 31 day of August, 1963, before me, the under-



signed, a Notary Public in and for said State and County, personally appeared WILLARD WOOD, known to me to be the person whose name is subscribed to the within and foregoing instrument, and he acknowledged to me that he has 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.

*Willa McGowan*  
Notary Public for Idaho  
Residing at: *Jerome, Idaho*