

# State of Idaho



## Department of State

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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 **SALINAS BEAN CO., INC.** a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **17th** day of **September** 19 **73**, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **September** 19 **73**, a designation of **Louis M. Denton** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **73**.

Pete T. Cenarrusa  
Secretary of State

\_\_\_\_\_  
Corporation Clerk



FILED

In the office of the Secretary of State  
of the State of California

AUG 22 1955

FRANK M. JORDAN, Secretary of State

By *Clayton H. Kelly*  
Deputy

308063

ARTICLES OF INCORPORATION OF  
SALINAS BEAN CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, W. L. HUDSON, CARREL C. MARTIN, JR. and ELINOR PETERSON, all of the County of Monterey, State of California, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we do hereby certify:

FIRST: That the name of this corporation is:

SALINAS BEAN CO., INC.

SECOND: That the purposes for which this corporation is formed are the following:

A. The specific and primary purpose for which this corporation is formed is to engage in the business of buying, selling, receiving, storing, forwarding, handling and dealing in all kinds of grain, beans, hay, or other farm produce, livestock and farm products of every description, and to do a general commission and brokerage business in any or all of the foregoing kinds of property.

B. That the special purposes for which this corporation is formed are the following:

(1) To engage in the business of ranching, including the breeding, raising, purchasing, pasturing, preparing for market, exhibiting, selling and dealing in livestock of all kinds.

RECEIVED BY THE SECRETARY OF STATE

No.

Yes

(2) To acquire, own, buy, hold, sell, convey, construct, operate, manage, control, lease, mortgage, convey in trust, bond, equip and maintain buildings, rights of way, pumps, poles, pipes, wires, conduits, flumes, reservoirs, ditches, machinery, and all appurtenances and appliances capable of being or necessary to be used in the distribution of water upon the property owned by it, solely for its own use or for the use of its tenants; also to sink wells for the purpose of developing water, and to construct pipe lines for the purpose of distributing solely for its own use, or for the use of its tenants, water for irrigation purposes upon the property owned by it.

(3) To purchase, own, raise, operate, manage, sell, mortgage, transfer in trust, pledge, hypothecate, lease, rent, assign and transfer mules, horses, hogs, sheep, cattle and livestock of all classes and descriptions.

(4) To conduct and carry on the business of buying, selling and dealing in all kinds of grain, hay or other farm produce and farm products, livestock and provisions, and all other kinds of goods, wares and merchandise, and to do a general commission and brokerage business in any or all of the foregoing kinds of property.

C. That the general purposes for which this corporation is formed are the following:

(1) To own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy, to invest, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease as lessee and otherwise acquire, to mortgage, deed in trust, pledge and

otherwise encumber, and to sell, export, lease as lessor and otherwise dispose of goods, wares, merchandise and personal property of every sort, nature and description.

(2) To purchase, acquire, own, hold, lease either as lessor or lessee, sell, exchange, subdivide, mortgage, convey in trust, manage, grant, improve, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, hotels, motels, auto courts, stores, service stations, business blocks, office buildings, warehouses, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated, including water and water rights, either in California, other States of the United States, the District of Columbia, territories, and colonies of the United States or foreign countries.

(3) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights, and property acquired, and to

conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(4) To buy, contract for lease, and in any and all other ways acquire, take, hold and own, and to sell, mortgage, pledge, deed in trust, lease and otherwise dispose of patents, licenses and process of rights thereunder and franchise rights, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business, or in the maintenance, operation, development or extension of its properties.

(5) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firms, associations or corporations, municipality, county parish, state territory, government or other municipal or governmental subdivision.

(6) To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

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

(8) To discount and negotiate promissory notes,

drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

(9) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the districts, dependencies and colonies of the United States and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in such 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.

THIRD: The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is Monterey County.

FOURTH: That this corporation is authorized to issue only one class of shares of stock; the total number of such shares is one thousand (1,000), and all such shares of stock are to be without par value.

FIFTH: That no distinction shall exist between the shares of this corporation or the holders thereof.

SIXTH: That the number of directors shall be three (3) and the names and addresses of the persons who are appointed to act as the first directors and to hold office until the selection and qualification of their successors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
W. L. Hudson	490 Calle Principal Monterey, California
Carmel C. Martin, Jr.	P. O. Box 112 Monterey, California
Elinor Peterson	104 Fountain Avenue Pacific Grove, California

SEVENTH: That the shares of this corporation shall be non-assessable.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17th day of August, 1955.

W. L. Hudson  
Carmel C. Martin, Jr.  
Elinor Peterson

STATE OF CALIFORNIA }  
COUNTY OF MONTEREY } ss.

On this 17th day of August, 1955, before me, VIOLET S. BENNY, a Notary Public in and for the County of Monterey, State of California, personally appeared W. L. HUDSON, CARMEL C. MARTIN, JR., and ELINOR PETERSON, 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 at my office in the County of Monterey, the day and year first above written.

*Violet S. Benny*  
Notary Public in and for  
the County of Monterey  
State of California