

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

SHAWVER FARMS, INC.

was filed in the office of the Secretary of State on the 12th day of February A.D., One Thousand Nine Hundred seventy-six and ~~will be~~ ~~duly recorded on Film No.~~ microfilm 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 *Eden, Idaho* 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 12th day of February, A.D., 19 76.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

SHAWVER FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, and under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be:

"SHAWVER FARMS, INC.".

ARTICLE II

The Corporation's purposes are:

A. To acquire, hold, farm and operate agricultural lands, livestock and appropriate equipment and machinery, and to acquire, produce and sell agricultural products and livestock.

B. To produce, purchase or sell agricultural products of every kind and nature and engage in any activity in connection with the production, marketing or selling of agricultural products, or with the harvesting, preserving, processing, packing, storing, shipping or utilization thereof, or the manufacturing or marketing of the by-products thereof.

C. To conduct and carry on the business of buying, selling and dealing in all kinds of farm and agricultural produce, livestock and provisions, and all other kinds of goods, wares, merchandise, equipment and machinery; and to do a general commission and brokerage business in any or all of the foregoing kinds of property; and also to build, acquire, own, operate and

maintain a warehouse and storage business or businesses and to do and transact all other business necessary or incidental to the conduct and carrying on of the business aforesaid; and, further, to maintain and operate stores, retail outlets and storage warehouses.

D. To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, and to invest, trade and deal in and with real and personal property of every kind and description, and any and all interests therein.

E. 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 of the property to secure payment thereof.

F. To engage in any business related or unrelated and in conjunction with, or otherwise, to any of the purposes described in Clauses A., B., C. and D. of this Article and from time to time authorized by the Board of Directors of this Corporation.

G. To act as a partner or a joint venturer in any transaction.

H. To enter into and perform contracts and agreements of every kind for any lawful purpose with any person, firm, corporation, municipality or government, or any subdivision or department thereof.

I. To do any and all such other acts, things, and businesses in any manner connected with, or necessary, incidental, convenient or auxiliary to any of the objects or purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interests of the Corporation; and in carrying on of its purposes, or for the purposes of attaining or furthering any of its busi-

ness, to do any and all acts and things, 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.

J. To do any or all of the things herein set forth within or without the State of Idaho, and to have one or more offices or places of business outside the State of Idaho.

K. To exercise all authority conferred upon corporations by Section 30-114, Paragraph 2, Sub-paragraphs a. through l., both inclusive, of the Idaho Code, as amended, and, in addition thereto, to purchase its own stock and to enter it upon its books as treasury stock or to cancel it or re-issue it and in general to deal and trade in its own stock.

L. The several clauses contained in this statement of powers and purposes shall be construed as both powers and purposes, as well as objects, and the statements contained shall be in nowise limited or 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 or special powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not inconsistent therewith are included.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of its registered office in this State shall be Route # 1, Eden, Jerome County, Idaho.

ARTICLE V

The total number of shares which the Corporation is auth-

orized to issue is 2,500 shares. The aggregate par value of said shares is \$250,000.00 and the par value of each shall be and is \$100.00.

ARTICLE VI

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

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
James Shawver	Route 1 Eden, Idaho	1
Josephine Shawver	Route 1 Eden, Idaho	1
Peter Shawver	385 Sunrise N. Twin Falls, Idaho	1

ARTICLE VII

The voting power of the stock of the Corporation shall be at the rate of one vote for each share.

ARTICLE VIII

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

ARTICLE IX

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 the Directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE X

No contract or other transaction between the Corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the

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Corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands this
____ day of February, 1976.

James Shawver
James Shawver

Josephine Shawver
Josephine Shawver

Peter Shawver
Peter Shawver

STATE OF IDAHO)
) ss.
COUNTY OF JEROME)

On this 9th day of February, 1976, before me, the undersigned, a notary public in and for said State and County, personally appeared JAMES SHAWVER, JOSEPHINE SHAWVER and PETER SHAWVER, 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.

Richard H. Seely
Notary Public