



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

W. R. FARMS, INC.

was filed in the office of the Secretary of State on the **sixth** day
of **June** A.D., One Thousand Nine Hundred **seventy-five** and
~~will be~~ ~~duly recorded on film~~ ~~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
Idaho Falls in the County of **Bonneville**

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 **6th** day of **June**,
A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

W. R. FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the corporation shall be W. R. FARMS, INC.

II.

That the purposes for which this corporation is formed are:

1. To purchase or sell, own, improve, equip, operate and manage farms and engage in any and all agricultural pursuits or undertakings of any nature whatsoever, and to cultivate, grow, harvest, pick, clean, and sort, box, pack, ship, buy and sell at wholesale and retail all kinds of farm products, and to carry on all other business incident thereto or connected therewith; and to do a general commission and broker's business in any or all of the foregoing businesses.

2. To purchase, own, improve, equip, operate and manage farms and engage in agricultural pursuits or undertakings, and 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 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.

3. To engage in a general livestock and ranching business, both on its own account and as an agent; to feed, range, graze, manage, herd,

control, brand, care for, purchase, market, and sell livestock of every kind, both on its own account and as agent for other persons or corporations; to buy, lease, cultivate, manage, operate, and sell ranch properties and products therefrom both on its own account and as agent for other persons or corporations.

4. To purchase, manufacture, and sell, both at wholesale and retail, milk and dairy products, and also to sell food products at wholesale and retail.

5. To build, design, erect, construct, lease, own or otherwise acquire, manage, occupy, maintain and operate buildings for hotel purposes, dwelling houses, apartment houses, office buildings, business structures and residences and all other kinds of buildings. To sell, exchange, subdivide, mortgage, secure by deed of trust, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, and in any and all dwelling houses, apartment houses, hotels, boarding houses, business blocks, office buildings, manufacturing works and plants, and other buildings of any kind, and the products thereof, and any and all other property of any kind and every kind or description, real, personal, and mixed, wheresoever situated. To manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures and to encumber or dispose of any lands or interests in lands, in any buildings or other structures and to encumber or dispose of any lands or interests in lands, in any buildings or other structures and any stores, shops, suites, rooms, or part of any building or other structures, at any time owned or held by the corporation. To acquire, by a purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipping, furnishing, improving, developing, constructing, or managing any property, real or personal, at any time owned, held, or occupied by the corporation.

6. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise dispensing of the same, or any part thereof, or any interest therein.

7. To purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

8. To purchase, or otherwise acquire, to hold, use and enjoy, to improve, lease, mortgage, sell and transfer, exchange or otherwise dispose of, to invest in, trade and deal with, and deal in, real estate of every kind and description.

9. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security contract, overdraft, claim, judgment, chose in action, real estate, fixtures, furniture, or any other asset not herein enumerated.

10. To sue and be sued, appear and complain and defend in any Court of law and equity, or before any Board, Commission, or Tribunal.

11. To make secured loans in any amount, and to sell participations in such loans, either with or without recourse, and to hold collateral in connection therewith in trust for the holders of participations, and to hold evidence of debt in connection with such loan, and to issue evidence of interest to any person, partnership, firm or corporation or association which may purchase an interest in such loan; and to enforce the collection thereof for the benefit of the holders of such participations.

12. To apply for, obtain, purchase, or otherwise acquire, any patents,

copyrights, licenses, trademarks, trade names, rights, processes or formulas, and the like, which may seem capable of being used for any purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

13. To borrow or raise money for any of the purposes of the corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for moneys so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the corporation for its corporate purposes.

14. To acquire, and to hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association, or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize, and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

15. To purchase, retire, redeem, hold, transfer, sell, and generally deal in the shares of its own capital stock; provided it shall only use its funds or property for the purchase, redemption or retirement of its own shares of capital stock when its capital will not be thereby impaired; provided that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

16. To carry out all or any part of the aforesaid objects and purposes and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, and possessions of the United States of America and in foreign countries

17. To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association, joint venture, syndicate, or corporation.

18. The foregoing objects and purposes shall, except only when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other articles of these articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

19. The corporation may do all things necessary, essential, convenient, or proper for the accomplishment of any and all of the aforementioned purposes, or the attainment of any and all of the objects above mentioned or incident to the powers named herein, or which shall at any time appear to be helpful or expedient or beneficial to this corporation, and to such end also to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

III.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

IV.

The principal place of business, registered office and location of said

corporation shall be Route #5 Box 324, Idaho Falls, Idaho 83401 on the North Cinder Butte Road, and the post office address of the registered office of said corporation shall be the same. The stockholders may by resolution designate other places and addresses in the State of Idaho as the principal place of business, registered office and post office address of the registered office of the corporation.

V.

The number of directors shall be three (3), which number may be increased pursuant to the By-Laws of the corporation. Directors shall be elected annually.

VI.

The total authorized capital of said corporation shall be TWO HUNDRED FIFTY
(\$250,000.00)
THOUSAND DOLLARS divided into 2500 shares of the par value of \$100.00
each, all of such capital stock to be common stock.

VII.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed to by each of these incorporators are as follows:

| <u>NAME</u> | <u>P. O. Address</u> | <u>No. of Shares</u> |
|----------------|---|----------------------|
| Ingrid W. Ray | Route #5 Box 324, Idaho Falls, Idaho | 1 |
| William D. Ray | Route #5 Box 324, Idaho Falls, Idaho | 1 |
| William A. Ray | Route #5 Box 121, Idaho Falls Idaho | 1 |

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one (21) years and is a citizen of the United States of America.

VIII.

The capital stock of this corporation shall be non-assessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

IX.

The Board of Directors shall have the power to repeal and amend the By-Laws of the corporation and to adopt new By-Laws at any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alteration, and repeal by the stockholders at any annual meeting, or at any special meeting called for this purpose.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation this 29 day of May, 1975.

William D. Ray
William A. Ray
Ingrid W. Ray

STATE OF IDAHO

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SS
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County of Bonneville.

I hereby certify that on this 29 day of May, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared Ingrid W. Ray, William D. Ray and William A. Ray, 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.

[Signature]
Notary Public for the State of Idaho
Residing at Idaho Falls, Idaho 83401
My Commission Expires: 3/1/78

(Seal)