



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

CRESCENT DAMS, INC.

was filed in the office of the Secretary of State on the **Eighteenth** day of **January** A.D. One Thousand Nine Hundred **Sixty-six** and **will be** / duly recorded on **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 **Payette** in the County of **Payette**.

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 **18th** day of **January** A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
CRESCENT FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all full age citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

That the corporate name of this corporation shall be "CRESCENT FARMS, INC."

II.

That the purposes and objects for which said corporation are formed are as follows:

(a) To engage in the business of raising fruit, vegetables and farm products, including the marketing and selling of the same, together with all attendant businesses and operations connected therewith.

(b) To acquire, buy, own, hold, sell, exchange, let or lease personal property and real estate within the State of Idaho, or outside the State of Idaho, and to lend money for profit, and to make, hold, and realize upon any property pledged or hypothecated for the payment thereof.

(c) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, structures, warehouses and stores necessary or convenient for the conduct of the business of said corporation, or to acquire the same by purchase, lease or otherwise.

(e) To purchase, lease, or otherwise acquire, in whole or in

1 part, the business, goodwill, rights, franchises and property of
2 every kind, and to take over the whole or any part of the assets or
3 liabilities of any person, firm, association or corporation engaged
4 in or authorized to be conducted by this corporation, or owning pro-
5 perty necessary or suitable for its purposes and to pay for the same
6 in cash, in the stock or bonds of this corporation, or otherwise;
7 to hold or in any manner dispose of the whole or any part of the
8 business property so acquired, and to exercise all the powers neces-
9 sary or incidental to the conduct of such business.

10 (f) To enter into any contract, co-operative agreement or
11 profit sharing plan with its officers or employees that the corpora-
12 tion may deem advantageous or expedient, or otherwise to reward or
13 pay such persons for their services as the directors may deem fit.

14 (g) To purchase, or otherwise acquire, own, hold, mortgage,
15 pledge, sell, assign, transfer or otherwise dispose of shares of
16 capital stock of this corporation or evidences of indebtedness of
17 any kind or nature created by any corporation or corporations, wher-
18 ever organized, whether public or private, including the right to
19 participate in the forming of any new corporation that in anywise
20 affects or is related to the major purposes of this corporation,
21 including the purchase of stock of any other corporation.

22 (h) To exercise generally the powers customarily exercised by
23 business corporations, and particularly the powers provided by the
24 laws of the State of Idaho, referring especially to Section 30-114,
25 Idaho Code, in any State in the United States and throughout the
26 world.

27 (i) To carry on any other business, or to do anything in con-
28 nection with the objects and purposes above mentioned that may be
29 necessary or proper to accomplish successfully or promote the said
30 objects and purposes. The foregoing clauses, by reason of the
31 specific enumeration of powers, shall not be held to restrict the
32 powers of the corporation to do any of the things within the purview

1 of its general purposes.

2 III.

3 This corporation shall have perpetual existence.

4 IV.

5 The location and post office address of the registered office
6 in this State and principal place of business shall be Payette,
7 Payette County, Idaho.

8 V.

9 That the authorized capital stock of this corporation shall be
10 ONE HUNDRED THOUSAND and NO/100 (\$100,000.00) DOLLARS, divided into
11 1000 shares of common capital stock at the par value of \$100.00 per
12 share, such share of which stock shall be entitled to one vote on
13 all matters, and no subsequent issue of any stock shall be entitled
14 to any voting privileges, and no preference or restrictions are
15 granted to or imposed upon this first issue of 1000 shares of common
16 capital stock, except that said stock shall be non-assessable.

17 VI.

18 That the corporate powers of said corporation shall be vested
19 in a board of directors, three in number, which shall be elected and
20 chosen as set forth in the By-laws of this corporation.

21 VII.

22 That the corporate stock of said corporation, at the date of
23 said incorporation is subscribed as follows:

24	<u>Name</u>	<u>Address</u>	<u>Shares</u>
25	<u>James H. Shake</u>	<u>Payette, Idaho</u>	<u>50</u>
26			
27	<u>Dwaine L. Welch</u>	<u>Payette, Idaho</u>	<u>50</u>
28			
29	<u>Ralph L. Paris</u>	<u>Payette, Idaho</u>	<u>50</u>

30 All of whom constitute the incorporators of this corporation.

31
32 IN WITNESS WHEREOF, The persons named herein as incorporators

1 have hereunto set their hands this 17 day of January, 1966.
2
3 James H. Shake
4 Dwaine L. Welch
5 Ralph L. Paris
6
7

8 STATE OF IDAHO }
9 County of Payette } ss.

10 On this 17 day of January, 1966, before me, the under-
11 signed, a Notary Public in and for said State, personally appeared
12 James H. Shake, Dwaine L. Welch and Ralph L. Paris, known to me to
13 be the persons whose names are subscribed to the within Articles of
Incorporation, and acknowledged to me that they executed the same.

14 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
15 official seal, the day and year in this certificate first above writ-
16 ten.

17 Mary M. Johnson
18 Notary Public for Idaho,
19 Residing at Payette, Idaho.
20
21
22
23
24
25
26
27
28
29
30
31
32