

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

ARNOLD WILLIAMS,

I, ~~XXXXXXXXXXXX~~, 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

IDAHO TROUT PROCESSORS COMPANY

was filed in the office of the Secretary of State on the **second** day of **March,** A.D. One Thousand Nine Hundred **Fifty-Nine,** and duly recorded on Film No. **106** 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 **Boise,** in the County of **Ada.**

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 **second** day of **March**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO TROUT PROCESSORS COMPANY

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, EACH BEING A NATURAL PERSON OF FULL AGE AND A CITIZEN OF THE UNITED STATES OF AMERICA, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A NON-EXEMPT COOPERATIVE CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

I

The name of this corporation shall be:

IDAHO TROUT PROCESSORS COMPANY

II

The purposes of the corporation are:

1. To engage as a non-exempt cooperative corporation in the business of owning, operating, and managing a trout processing and packaging plant; to process, produce, preserve, package, and otherwise prepare for sale and distribution both in the wholesale and retail market trout, trout by-products, and trout food, and to sell said trout, trout by-products, and trout food both in the wholesale and retail market.

To so engage in said business for the stock holders of this corporation without profit to the corporation and for the express purpose of returning to the stockholders, on a patronage basis, all revenue received from said processing and marketing of trout, trout by-products, and trout food, over and above the actual cost of said processing and marketing.

2. The purpose of this corporation being to process and market trout, trout by-products, and trout food, for the wholesale and retail market for its stock holders, without profit to itself, as stated in the preceeding paragraph, all stock holders shall be engaged in the growing and producing of trout, and shall agree and promise to deliver all trout grown by them and each of them to the corporation at such times and in such amounts and at such places as directed by this corporation. The corporation likewise agrees and promises to process and market for its stock holders said trout, trout by-products, and trout food in the wholesale and retail market in the best possible business like manner, and to return not later than six months after the close of the corporation's fiscal year to each of its stock holders on a patronage basis the revenue received over and above the actual cost of processing and marketing said trout, trout by-products, and trout food. The corporation shall sell or offer to sell to its stock holders any and all trout food manufactured by this corporation without profit to itself.

3. To acquire, lease, or otherwise to own, hold, possess, enjoy, and to sell, lease, rent, encumber, mortgage, pledge and otherwise dispose of any and all classes of property, whether real, personal or mixed;

4. To borrow money to carry on the business of the corporation or for general corporate purposes, and to issue bonds, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage on the whole or any part of the property of the corporation;

5. To organize, incorporate, or create, and to enter into contracts and agreements with subsidiary or affiliated corporations of any type or nature;

6. To make, perform and carry out any and all contracts necessary, requisite or advantageous with respect to all business operations of the corporation;

7. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainments of any of the objects hereinbefore enumerated, either alone or in association with other corporations, firms, and individuals, as principals, agents, brokers, contractors, trustees or otherwise, and in general to engage in any and all lawful business that may be necessary or convenient in carrying out the general business of said corporation and for the purposes pertaining thereto, and to do any and every other act or acts, thing or things, incidental to, growing out of, or connected with the general business, or any part or parts thereof;

8. No stock in this corporation shall be sold without the unanimous consent of all of the stock holders of this corporation.

The designation of any object or purpose herein shall not be construed to be a limitation or qualification or in any manner to limit or restrict the purposes and objects of the corporation.

III

The term of existence of this corporation shall be perpetual.

IV

The registered office of this corporation in the State of Idaho, shall be located in Boise, County of Ada, State of Idaho, and the post office address of such registered office shall be Boise, Idaho.

V

The amount of the total authorized stock of the corporation shall be divided into one thousand (1,000) shares which shall be common stock, and which shall have a par value of one hundred dollars (\$100.00) per share. The shares of stock shall all be common, and such shares shall be non-assessable and shall have equal voting rights and other powers.

VI

The Board of Directors of this corporation shall consist of five members, and all of the powers of this corporation are hereby conferred upon such directors insofar as such powers may be lawfully vested in and exercised by such a board.

VII

This corporation hereby reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation, in the manner now provided, or which may hereinafter be provided by law, and all rights, privileges and powers by the Articles are so conferred, subject to this reservation.

VIII

The amount of capital stock actually subscribed is three (3) shares, which have been subscribed at their par value, and the following are the names and place of residence of each of the incorporators who have subscribed to said stock:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Clarence McGuire	Twin Falls	I
A. F. Wylie	Twin Falls	I
Earl M. Hardy	Boise	I

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 27th day of Feb, 1959.

Earl M Hardy

A. F. Wylie

Clarence McGuire

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 27th day of Feb, 1959, before me, A
Notary Public in and for said State, personally appeared CLARENCE
McGUIRE, A. F. WYLIE, and EARL M. HARDY, known to me to be the
persons whose names are subscribed to the within instrument, and
acknowledged to me that they executed the same.

J. M. Baker
Notary Public
Residing at Twin Falls
Idaho