

# State of Idaho



## 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

DIAMOND BAR FARMS, INC.

was filed in the office of the Secretary of State on the first day of July A.D. One Thousand Nine Hundred fifty-nine and duly recorded on Film No. 107 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 Sugar City, (Rural Route #1) in the County of Fremont.

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 first day of July, A.D., 1959.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
DIAMOND BAR FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this corporation is

"DIAMOND BAR FARMS, INC."

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world viz:

(a) To carry on a general farming, ranching, and live-stock-raising business, which shall include any and all things pertinent to the acquiring and holding of farm lands, especially irrigated farm lands, ranch lands, ranges and grazing privileges; the raising and marketing of grain, potatoes corn, barley, seeds, fruit, hay, feed, and any and all agricultural and livestock products; to purchase, breed, care for, raise, fatten and sell any and all kinds of livestock, especially sheep and lambs; and any and all other related activities.

(b) To engage in any business related or unrelated to that described in Clause 'a' of this Article and from time to time authorized or approved by the Board of Directors of this Corporation.

(c) To act as a partner or in a joint venture in any transaction.

(d) To have and exercise all rights and powers from time to time granted to a corporation by law.

(e) To do all and everything necessary, suitable and proper for and incident to the powers enumerated above and for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts thing or things, incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, and to comply with the provisions of the individual state laws in which it does business, and to comply with any and all other applicable laws and regulations appertaining thereto.

### THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

### FOURTH

That the principal place of business and the registered office of this corporation in this state shall be in Sugar City, Rural Route #1, Fremont County, State of Idaho.

### FIFTH

(a) That the amount of the capital stock of this corporation shall be \$40,000.00, divided into 4,000 shares of common stock of the par value of \$10.00 per share; all of said stock to be held, sold, and paid for at such time and in such manner as provided for in these Articles, and in the By-Laws of this corporation, and as the Board of Directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) The corporation shall have the power to adopt by appropriate by-laws, a provision or provisions restricting the

sale or transfer of shares of stock; provided that the same shall be in accordance with applicable law.

(c) The corporation shall have the power to adopt by appropriate by-law, a provision or provisions providing for arbitration to decide matters wherein there is a tie vote of the share holders; provided that said provision shall be in compliance with applicable law.

#### SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of four shares of common stock for the sum of \$40.00, and following are the names and addresses of the persons and number of shares by whom the same have been subscribed and the amount paid thereon, to-wit:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount Paid</u>
Wayne H. Meyers	Sugar City, Idaho	One	\$10.00
Anna M. Meyers	Sugar City, Idaho	One	\$10.00
Marvin C. Meyers	Sugar City, Idaho	One	\$10.00
Mary F. Meyers	Sugar City, Idaho	One	\$10.00

#### SEVENTH

That the Board of Directors, subject to the laws of the State of Idaho, shall have the power to repeal and amend the By-Laws and adopt new By-Laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-Laws made by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares. The Board of Directors shall not make or alter any by-law fixing their qualifications, classification, term of office or compensation. Whenever any amendment

or any by-law is adopted, it shall be recorded in the Book of By-Laws immediately after them, and shall not take effect until so recorded.

#### EIGHTH

That the management of this corporation shall be vested in a Board of not less than three nor more than seven Directors, as may be fixed by the By-Laws. The Directors shall be elected at the annual meeting of the shareholders to be held at the general office of this corporation in said Sugar City, Route 1, Fremont County, Idaho, on a day and at the time to be specified in the By-Laws; and until the first election of Directors to be held within three months of the filing of these Articles, the Directors of this corporation shall be: Wayne H. Meyers, Anna M. Meyers, Marvin C. Meyers, and Mary F. Meyers.

#### NINTH

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 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 and may vote thereon to 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.

TENTH

The corporation shall have the power to adopt, by appropriate by-laws, such a program or programs of deferred-compensation for directors, officers, and employees of said corporation, as shall be in compliance with law; such programs may include but are not limited to profit-sharing plans, pension plans, death-benefit payments, life insurance, medical payments, and wage continuation plans.

ELEVENTH

The Directors may be given the power, by appropriate by-law, to sell, assign, transfer mortgage, or otherwise dispose of and convey any corporate property, real or personal, without being required to call a stockholders' meeting to approve the same, provided that such transfer or conveyance is not such as is in violation of any provision of law or which must be by vote of the share holders by any provision of law.

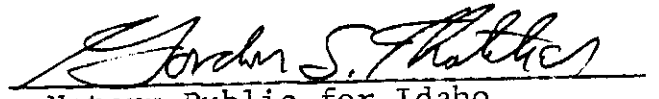
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 29<sup>th</sup> day of June, 1959.

Marvin C. Meyers  
Mary F. Meyers  
Wayne H. Meyers  
Anna M. Meyers

STATE OF IDAHO,       )  
                                  SS.  
County of Madison.    )

On this 29<sup>th</sup> day of June, 1959, before me, the undersigned, a Notary Public in and for said State, personally appeared WAYNE H. MEYERS, ANNA M. MEYERS, MARVIN C. MEYERS, and MARY F. MEYERS, 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  
official seal the day and year in this certificate first above  
written.

  
Notary Public for Idaho  
Residing at Rexburg, Idaho

My commission expires:

August 28, 1962