



CERTIFICATE OF INCORPORATION  
OF

IDAHO ORCHARDS, INC.

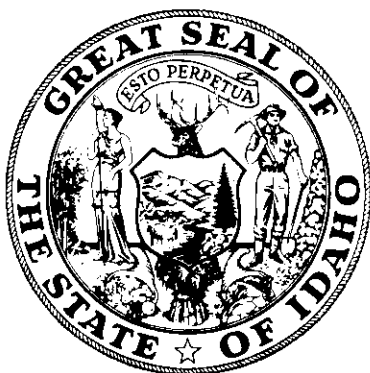
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

IDAHO ORCHARDS, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **October 26, 1984**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

IDAHO ORCHARDS, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are residents of the State of Idaho, and being citizens of the United States and being of legal age, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be:

IDAHO ORCHARDS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The objects and purposes for which this corporation is founded are:

1. To manage, control, and operate and to do business with real and personal properties; to carry on and conduct a general business dealing with real and personal properties. To manage, control, operate and own agricultural lands and to grow, harvest, market, or pack the products of such agricultural lands.

2. To purchase, own, use and sell any letters patent, licenses, patent applications, inventions or rights under patents, trademarks, copy rights for any legal purpose.

3. To purchase, hire, and acquire any interest of any kind whatsoever in personal property of any and every character, and deal in personal property of any and every description, and to let or pledge or create any other estate or interest or encumbrance upon personal property.

4. To acquire the good will, rights and property of any

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SECRETARY OF STATE

person, firms, associations, or corporations engaged in any similar business whatsoever.

5. To purchase, acquire, hold, and dispose of stocks, bonds, and other evidence of indebtedness of corporations wheresoever organized and to pay for the same in cash or in property or by the issuance of its own stock, bonds, or other obligations, and to exercise in respect thereto all of the rights, powers, and privileges of individual owners or holders thereof, and to exercise all voting powers thereon.

6. To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto, and to receive and distribute gifts of property at all times.

7. To carry on all business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein mentioned or otherwise or which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property or business.

8. To borrow money, to lend money, to own real property; to own personal property; to deal in real property, to deal in personal property; to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time be enacted or amended hereafter.

9. To have and to exercise all power, privileges and rights conferred upon corporations, by the laws of the State, and all the powers and rights incidental to carrying out purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the Act under which this corporation is incorporated.

10. To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time and to such an extent and in such a manner and upon such terms as its board of directors shall determine and as permitted by Idaho law; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock, when such use would cause any impairment of the capital of this corporation; and provided further, that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly. Shares of stock in this corporation shall not be transferred or sold until said sale or transfer shall have been reported to the directors, and approved by them in writing prior to any such transfer or sale. No transfer of stock shall be registered on the books of the corporation until all indebtedness of the registered owner thereof, to the corporation is paid.

#### ARTICLE IV

The aggregate number of shares which a corporation shall have authority to issue, is 150 shares of common stock with a par value of \$1,000 a share. The total authorized capitalized stock of said corporation is \$150,000. Restrictions on sale of stock and rights of redemption are contained within these articles of incorporation.

#### ARTICLE V

Any holder of common stock, if desirous of selling or transferring all or any of his shares of common stock, and the personal representative or heirs of any deceased holder of common stock, if desirous of selling or transferring all or any of such shares belonging to the estate of such deceased and the purchaser of any such share or shares of common stock held on execution or at any judicial sale, if desirous of selling or transferring any such share or shares of the pledgee of any share or shares of common stock, before bringing any suit, action or proceedings or

doing any act to foreclose his pledge shall first deliver to the president or secretary of this corporation, a written notice with such desire to sell or transfer, or of intention to foreclose, designating the number of such shares to be sold, transferred or foreclosed, as a case may be, and the number of the certificate or certificates therefore.

1. The board of directors of this corporation shall thereupon have the first option, for thirty days after receipt by the corporation of written notice of such determination to sell, transfer or foreclose such stock, to purchase that stock, or any part thereof at the value hereinafter stated. The stock of the corporation shall be valued at each annual meeting of the stockholders, of the corporation. It shall take two-thirds majority vote of the stockholders, present at each annual meeting, to set the value of the corporate stock as of a particular set date. Such determination, shall be binding upon the stockholders, their personal representatives, their heirs, successors, and assigns and for all purposes herein mentioned. The valuation, so determined, should be made of record, in the corporate minutes and corporate books as of each successive annual meeting. Payment for such share or shares may be made by the board of directors of this corporation by depositing the set appraised value to the credit of such shareholder, personal representative, assignee, grantee, or pledgee or heirs, as a case may be in any chartered bank in Emmett, Idaho to be paid to such persons by said bank upon the surrender of the certificate or certificates for said share or shares of common stock properly endorsed; the board shall give written notice of deposits to the party desiring to transfer, sell or foreclose said stock or the party responsible for transfer. In lieu of paying cash for said stock, as aforesaid, the corporation shall have the power and right to purchase and stock by paying 33% of the purchase price as down payment and the balance of the purchase price to be paid

in five successive, equal annual installment carrying interest at the rate of interest charged by the Federal Land Bank, on real estate loans, in the local area, at the time of the sales transaction in question.

No dividend shall be paid or allowed upon any share or shares upon failure to comply with any of the provisions of these articles.

Said board shall not be obliged to purchase any share or shares of common stock, as above mentioned, unless it shall determine to do so in the best interest of the corporation and the shareholders. If the corporation shall not, within the period of thirty (30) days, as mentioned, purchase the said share, or shares, of the party who must offer the same, pursuant to these articles, then any stockholder of the corporation has the "second option," to purchase such stock, at the same value and upon the same terms as mentioned above, in the event the corporation decided to purchase said stock. In the further event, the corporation does not decide to purchase the stock, and in the further event, no stockholder decides to purchase the stock, then the party offering the stock or the stock for sale according to the requirements of this article, may sell or transfer the stock to any persons entities, free and clear of any restrictions mentioned in these articles.

Failure of the board to purchase any shares of common stock, so appraised, and the sale or transfer of any said share of shares, to any other person, shall not, as to any future sale or transfer of said share or shares, or of any share or shares issued in lieu thereof, discharge any such share or shares in common stock from any of the restrictions herein contained; it being the intent that all restrictions hereby imposed upon the sale or transfer of shares of common stock shall apply to all shares of common stock, whensoever, howsoever, or by whomsoever acquired, in the hands of all holders or owners, whether original

shareholders or subsequent purchasers or transferees, and whether acquired through the voluntary or involuntary act of a share holder or by operation of law, and whether a part of the first authorized issue or any subsequent or increased issue.

Directors shall have the power and it shall be their duty to sell, and dispose of the shares which may be transferred as aforesaid to the corporation at such price and for such consideration as they, in their discretion shall decide, whenever in their judgment, it can be done with safety and advantage to the close corporation and in all sales made by the directors under any of the aforesaid provisions, it shall be their duty to sell the shares to such persons as shall appear together from their situation and character most likely to promote confidence in the stability of the close corporation.

#### ARTICLE VI

Without in any particular limiting any of the objects and powers of this corporation, it is hereby expressly declared and provided that the corporation shall have the power to issue bonds and other obligations in payment for property purchased or acquired by it or for any other object in or about its business; to mortgage or pledge any stock, bonds, or other obligations, or any property which may be acquired by it, to secure any bonds, or other obligations by it issued or incurred, to guarantee any dividend or bonds or contracts or other obligations; to make and perform contracts of any kind and description; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or a natural person could do and exercise, and which now or hereafter may be authorized by law.

#### ARTICLE VII

The address of the initial registered office of this corporation is: 126 Longview Drive, Emmett, Gem

County, State of Idaho but the corporation may maintain offices and places of business at such other places within or without the State of Idaho as the board of directors may determine. The name of its initial registered agent at such address is:

John B. Ploeger.

#### ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

John B. Ploeger 126 Longview Dr. Emmett, Idaho 83617  
William Paller 3611 Van Deusen Road Emmett, Idaho 83617  
R. C. Kellett 4519 Mountain View Drive Boise, Idaho 83700

#### ARTICLE IX

The name and address of each incorporator is:

John B. Ploeger 126 Longview Dr. Emmett, Idaho 83617  
William Paller 3611 Van Deusen Road Emmett, Idaho 83617  
R. C. Kellett 4519 Mountain View Dr. Boise, Idaho 83700

#### ARTICLE X

The board of directors shall consist of three members and they shall perform such duties and have such powers as shall be prescribed by the by-laws and Idaho laws, including but not being limited to, the power to repeal and ammend by-laws and adopt new by-laws. The general officers of said corporation, their qualifications and manner of elections shall be prescribed by the by-laws, and shall also be governed by Idaho law pertaining thereto.

#### ARTICLE XI

The corporation reserves the right to ammend, alter, or reappeal any provision contained in this certificate of incorporation in the manner now or hereinafter prescribed by the laws of Idaho.



ARTICLE XII

The private property of the officers, directors, and stockholders of the corporation shall not be subject to the corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessments for the purpose of paying expenses, conducting business, or paying debts of the corporation.

IN WITNESS WHEREOF, we, the incorporators, and named herein as the first board of directors, have hereunto set our hands and seals the 31st day of July, 1984.

*John B. Ploeger*  
*R.C. Kellett*  
*William Paller*

STATE OF IDAHO,     )  
                          ) ss.  
County of Gem        )

On the 31st day of July, 1984, before me, a Notary Public in and for said state, personally appeared JOHN B. PLOEGER, WILLIAM PALLER, and R.C. KELLETT, known to me to be the persons whose names are subscribed to the within instrument as the incorporating directors of such corporation, and who 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 first above written.

*Gene Yerone*  
Notary Public, State of Idaho  
Residing at Emmett, Idaho.