



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

BIG BEND TROUT INC.

was filed in the office of the Secretary of State on *November 30*, 19 *77*

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 *Buhl, Idaho* in the county of *Twin Falls*

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 *30th* day of *November*, A.D., 19 *77*.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF
BIG BEND TROUT INC.

KNOW ALL MEN BY THESE PRESENTS, that we, Leo E. Ray, Judith K. Ray and Gary Funderburg, all residents of the State of Idaho, and all being citizens of the United States of America and over the age of 21 years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose as follows:

ARTICLE I.

The name of this corporation is and shall be,

"BIG BEND TROUT INC."

ARTICLE II.

That said corporation is formed for the following purposes:

(a) To engage in and carry on the business of propagating and producing fish of all types and owning, leasing, operating and managing fish farms and processing and packing plants; to process, propagate, produce, preserve, package, freeze, and otherwise prepare for sale and distribution, both at wholesale and retail fish, fish by-products and fish food, and sell said fish, fish by-products and fish food both at wholesale and retail; and to buy, sell, job or otherwise deal in, either in wholesale or retail, fish, both live or processed, of every nature and description, both on its own account and as agent for other persons or corporations.

1 (b) To construct, equip, maintain and work trucks
2 or other motor vehicles appropriate for the carriage and trans-
3 portation of fish of every nature and description and to carry on
4 the business of transporting said goods both interstate and
5 intrastate and in foreign countries; to purchase, construct,
6 sell, hire or let trucks, engines, machinery and other chattels
7 and things used for any of the above purchases.

8 To purchase, own, improve, equip, operate and manage
9 farms and ranches and engage in any agricultural or livestock
10 pursuit or undertaking.

11 (c) To receive, own, acquire, hold, purchase, dispose
12 of, convey, mortgage and/or lease, real and personal properties;
13 to dispose of, sell, lease sign, transfer, mortgage and/or convey
14 any rights, privileges, franchises, real or personal property of
15 the corporation, other than its franchise of being a corporation,
16 and to acquire, purchase, guarantee, hold, mortgage, own, vote,
17 sell, pledge and/or otherwise dispose of and deal in shares,
18 bonds, securities, and debentures and other evidences of indebted-
19 ness of its own and of other corporation, domestic or foreign.

20 (d) To conduct business in this state, other states,
21 District of Columbia, territories and colonies of the United
22 States and in foreign countries, and to have one or more offices
23 and places of business out of this state, and to acquire, receive,
24 hold, purchase, lease mortgage, dispose of, and/or convey real and
25 personal property situate out of this state.

26 (e) To enter into, make, perform and carry out con-
27 tracts, of every kind and for any lawful purpose, without limit as
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1 to amount, with any person, firm, association, corporation,
2 municipality, state or government, or any subdivision, district or
3 department thereof.

4 (f) To carry on any other lawful business whatsoever in
5 connection with the foregoing or which is calculated directly or
6 indirectly to promote the interest of the corporation or to
7 enhance the value of its properties and to have and exercise all
8 right, powers and privileges which are now or may hereafter be
9 conferred by the State of Idaho upon corporations; to execute from
10 time to time general or special powers of attorney to persons,
11 firms, associations or corporations, and to revoke same when the
12 Board of Directors may determine; and to do any or all of the
13 things herein set forth to the same extent as natural persons
14 might or could do.

15 (g) Any and all of the rights, powers, privileges or
16 restrictions in these Articles of Incorporation granted and con-
17 tained, conferred or imposed may be enlarged, amended, altered,
18 changed in any manner and to any extent, or repealed by articles
19 of amendment made, executed, authorized by the laws of the State
20 of Idaho.

21 (h) To do any and all such other acts, things, business
22 or businesses in any manner connected with or necessary, inci-
23 dental, convenient, or auxiliary to any of the objects herein-
24 before enumerated, or calculated, directly or indirectly to pro-
25 mote the interest of the corporation and to carry on its purpose,
26 or for the purpose of attaining or furthering in any of its
27 businesses.

1 (i) To generally engage in, do and perform any enter-
2 prise, act or vocation that a natural person might, or could do or
3 perform.

4 (j) To lend money and negotiate loans; to draw, accept,
5 endorse, discount, sell and deliver bills of exchange, promissory
6 notes, bonds, obligations, securities of any government or author-
7 ity or company; to form, promote, subsidize and assist companies,
8 firms, and partnerships of all kinds; to act as surety and guaran-
9 tor in any and all types of engagements, including the power to
10 execute, endorse and deliver contracts and to guarantee the prompt
11 and faithful performance and payment of debts, notes and agree-
12 ments, contracts and undertakings of any other person, firm
13 partnership or corporation; and including also the power to act
14 as accommodation co-maker or guarantor of obligations either as a
15 primary or secondary obliger; to enter into any arrangements with
16 any authorities, municipal, local or otherwise conducive to the
17 company's objects or any to them, and to obtain from any such
18 government or authority any rights, privileges and concessions
19 which the company may think it desirable to obtain, and to carry
20 out, exercise and comply with any such arrangement, right, pri-
21 vilege, and concession. Generally to carry on and undertake any
22 business, undertaking, transaction, or operation commonly carried
23 on or calculated directly or indirectly to enhance the value of,
24 or render profitable, any of the company's property or rights.

25 (k) The several clauses contained in this statement of
26 purposes shall be construed, as both purposes and powers, and the
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1 statements contained in each clause shall not, except where other-
2 wise expressed, be in any way limited or restricted by reference
3 to or inference from the terms of any other clause, but shall be
4 regarded as independent purposes and powers.

5 ARTICLE III.

6 That the location and post office address of the corpora-
7 tion shall be Route 3, Box 193, Buhl, Idaho 83316.

8 ARTICLE IV.

9 That, subject to dissolution in the manner provided by
10 law, the duration of this corporation shall be perpetual.

11 ARTICLE V.

12 That the amount of the corporation shall be \$25,000.00
13 divided into 25,000 shares of common stock with the par value of
14 \$1.00 per share. Common stock of the corporation shall be issued
15 as "Small Business Corporation" stock in accordance with a plan or
16 plans under the provisions of Section 1244 of the Internal Revenue
17 Code of 1954.

18 ARTICLE VI.

19 That the names and post office address of each of the
20 incorporators and the number of shares subscribed by each is as
21 follows:

22	NAME OF INCORPORATOR:	POST OFFICE ADDRESS	NO. OF SHARES SUBSCRIBED
23	Leo E. Ray	Route 3, Box 193	1
24		Buhl, Idaho 83316	
25	Judith K. Ray	Route 3, Box 193	1
26		Buhl, Idaho 83316	
27	Gary Funderburg	Jerome, Idaho 83338	1

28 ARTICLE VII.

The private property of the stockholders of the

1 corporation shall not be subject to the payment of corporate debts
2 to any extent whatever, and the shares of the corporation shall
3 not be subject to assessment for the purpose of paying expenses,
4 conducting business, or paying debts of the corporation.

5 ARTICLE VIII.

6 The number of directors of the corporation shall be as
7 specified in the Bylaws, provided the number of directors of the
8 corporation shall not be less than allowed by law. In case of any
9 increase in the number of directors, the additional directors may
10 be elected by the directors then in office, and the directors so
11 elected shall hold office until the next annual meeting of the
12 stockholders and until their successors are elected and qualified.

13 Officers of the corporation need not be stockholders.
14 Any two or more offices may be held by the same one person. The
15 term of office of the officers, except as in these articles
16 otherwise expressly provided, shall be for one year and until
17 their successors shall be elected and qualified, unless sooner
18 removed or resigned, as herein provided.

19 ARTICLE IX.

20 A majority of the Board of Directors shall constitute a
21 quorum and shall have power to transact the business and exercise
22 the corporate powers of the corporation, and, except as otherwise
23 provided herein, may mortgage, pledge, sell or otherwise dispose
24 of real or personal property of the corporation for the purpose of
25 carrying on the business of the corporation. The Board of Direct-
26 ors shall have power to appoint agents and servants of the corpora-
27 tion, prescribe their duties and remove them at pleasure and may
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1 fix the compensation of the officers, agents and servants of the
2 corporation, and shall have power to vote and grant to themselves
3 (and any officer or director may join in granting to himself such
4 salary), commission or compensation for their services as officer
5 or directors, or both as they may determine. The Board of Direct-
6 ors or the stockholders may, by a majority vote, adopt bylaws for
7 the regulation of the affairs of the corporation, and by a
8 majority vote amend or repeal the same, provided that such bylaws
9 shall not conflict with these Articles of Incorporation. The
10 bylaws adopted by the directors shall provide the time and place
11 of directors' meeting and the manner of calling the same, which
12 meeting may be held within or without the State of Idaho.

13 IN WITNESS WHEREOF, the parties hereto have hereunto set
14 their hands this 29th day of November, 1977.

15 Leo E. Ray
16 Leo E. Ray

17 Judith K. Ray
18 Judith K. Ray

19 Gary Funderburg
Gary Funderburg

20 STATE OF IDAHO)
21) ss.
22 County of Twin Falls)

23 On this 29th day of November, 1977, before me,
24 the undersigned, a Notary Public in and for said County and State,
25 personally appeared Leo E. Ray and Judith K. Ray, known to me to
26 be the persons whose names are subscribed to the foregoing
27 instrument and acknowledged to me that they executed the same.

1 IN WITNESS WHEREOF, I have hereunto set my hand and
2 seal the day and year in this certificate first above written.

3
4 *Karen Handley*
5 Notary Public for Idaho
6 Residing at *File, Idaho*

7 STATE OF IDAHO)
8 County of Twin Falls) ss.
9)

10 On this 27th day of November, 1977, before me,
11 the undersigned, a Notary Public in and for said County and State,
12 personally appeared Gary Funderburg, known to me to be the person
13 whose name is subscribed to the foregoing instrument and acknow-
14 ledged to me that he executed the same.

15 IN WITNESS WHEREOF, I have hereunto set my hand and
16 seal the day and year in this certificate first above written.

17 *Karen Handley*
18 Notary Public for Idaho
19 Residing at *File, Idaho*