



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

McKellip Farms, Inc.

was filed in the office of the Secretary of State on the **7th** day of **June** A.D., One Thousand Nine Hundred **seventy-four** and ~~will be~~ ~~duly~~ recorded on ~~Film-Not~~ 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 **Nampa, Idaho** in the County of **Canyon**

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 **7th** day of **June**, A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
McKELLIP FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators do hereby certify that we have this day voluntarily associated ourselves together for the purpose of forming a corporation under and in compliance with the laws of the State of Idaho, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

The name of this corporation shall be and is "McKellip Farms, Inc."

ARTICLE II.

The purposes for which this corporation is formed are the following:

(a) To engage in the general business of farming, and all related activities in connection with a general agricultural business, to own and maintain farm machinery of all types and/or kinds.

(b) To engage in the business of buying, selling, marketing, packing, handling, distributing, any and all kinds of agricultural produce, or other produce, fruits, vegetables, hay, grains, cereals, or other products, whatsoever its nature or kind may be, raised, grown, or produced from the soil, at either wholesale or retail, or upon brokerage or commission, or other compensation, outright or upon consignment, or in any manner at all that may be deemed advisable.

(c) To engage in the raising, growing or producing of any or all of the aforementioned products, for experimentation or for profit, or otherwise, as may be deemed desirable.

(d) To buy, sell, acquire, own, raise, breed, and deal in livestock of any or all kinds in any manner that may be deemed desirable.

(e) To buy, sell, own, lease, improve and deal in real estate of every description, and to buy, sell, own, hold and deal in goods, wares and merchandise of every kind and description, but particularly bags, twine, seeds, crates, boxes, baskets, etc.

(f) To acquire, own, hold, lease, build, and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or any purposes for which the company is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

(g) To engage in the business of warehouseman, or of storing goods for profit, either bonded or otherwise, but not inconsistent with or contrary to law, and in connection therewith to acquire, own, hold, lease, build, erect, use and occupy any buildings or structures that may be deemed suitable or advisable, and to manage and operate any or all of the same, or transact the business in connection with the same in any manner deemed advisable.

(h) To incur indebtedness in such amount as may be deemed necessary, and to borrow money; to evidence such or any indebtedness by the bonds or other written obligations of the company; and to secure the payment thereof by mortgage, deed of trust, or other form of encumbrance upon all or any part of the property, real or personal, of the company, whether owned at the time or afterwards to be acquired.

(i) To lend money as from time to time may be deemed advisable, and to take evidence for such loans, and security for the payment

thereof, that may be deemed necessary and suitable.

(j) To do such business not only within the State of Idaho, but in any part of the world, as may be deemed and determined by the Board of Directors from time to time, without limiting any of the objects and purposes aforesaid; it is expressly declared that the company shall have and possess all the powers specifically hereinabove enumerated, and also any and all such additional or further powers as may be incidental to the carrying out of the same, and also such other rights, privileges and powers granted by the laws of this State to corporations, except such as may be inconsistent herewith; the intention hereof is expressly declared to be that the powers of this company as expressed herein shall be construed as a grant of general powers and not in any sense as a grant of special or limited powers.

ARTICLE III.

The principal place of business and the place where the principal office of the corporation shall be is hereby designated as Route 2, P. O. Box 2117, Nampa, Idaho 83651.

ARTICLE IV.

The existence of this corporation shall be perpetual.

ARTICLE V.

The number of directors of this corporation is hereby fixed at three.

ARTICLE VI.

The capital stock of this corporation shall be Fifty Thousand Dollars, to be divided into 500 shares of the par value of \$100.00 per share, with all shares to be non-assessable.

ARTICLE VII.

The amount of capital stock actually subscribed is the sum of Three Hundred Dollars, and the same has been subscribed by the persons whose names appear hereto as incorporators, each of them one share, namely: Lewis McKellip, residing at Route 2, P. O. Box 2117, Nampa, Idaho; Anne McKellip, residing at Route 2, P. O. Box 2117, Nampa, Idaho; and Carl Veigel, residing at 2153 North Curtis Road, Boise, Idaho; each of whom is of full age and a citizen of the United States of America.

IN WITNESS WHEREOF, we, the incorporators of the said corporation, have hereunto set our hands this 7 day of June, 1974.

Lewis McKellip
Anne McKellip
Carl Veigel

STATE OF IDAHO X
 : ss.
 County of Canyon X

On this 7 day of June, 1974, before me, the undersigned, a notary public, in and for said State, personally appeared LEWIS McKELLIP, ANNE McKELLIP and CARL VEIGEL, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and 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 in this certificate first above written.

[Signature]
 Notary Public for Idaho
 Residing at Nampa, Idaho