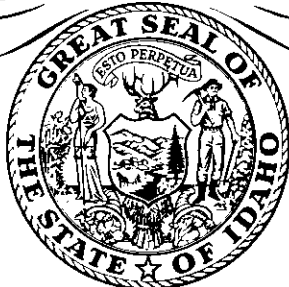


# State of Idaho



## 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

**GUNNELL BROS., INC.**

was filed in the office of the Secretary of State on the **fourth** day of **November**, A.D. One Thousand Nine Hundred **Fifty-nine**, and duly recorded on Film No. **109** 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 **Soda Springs**, in the County of **Caribou**.

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 **4th** day of **November**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF THE  
GUNNELL BROS., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho do hereby certify as follows:

I.

The name of the corporation is Gunnell Bros., Inc.

II.

OBJECTS AND PURPOSES

The purposes for which it is to be formed are to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

To perform any and all acts required and/or convenient for the cultivation of land and the planting, harvesting, transporting, and marketing of agricultural products.

To purchase, acquire, lease, own, and enjoy any and all property, real and personal, as may be convenient and/or necessary for the carrying on of the business of the corporation.

To borrow money for its corporate purposes, and to make, accept, indorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property, or for any purpose convenient and/or necessary in the business of the corporation, and, if deemed proper, to secure the payment of such obligation by any legal method.

To enter into, make, perform, and carry out contracts of any kind for any lawful purpose with any persons, firms, associations or corporations.

To render and charge for services of every kind and character which the corporation may legally perform.

To erect, own, operate, manage, use or lease, in whole or in part, any building or other structure located on real property owned or leased by the Corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho.

III.

CAPITAL STOCK

The amount of the Capital Stock of the Corporation shall be \$125,200.00, consisting of 1252 shares of Common Stock of the par value of \$100.00 each.

IV.

DESIGNATION, ETC, OF SHARES

There shall be but one kind of stock and it shall be designated as COMMON STOCK.

The entire voting power for the election of directors and for all other lawful purposes shall be vested exclusively in the holders of COMMON STOCK, who shall be entitled to one vote for each share of COMMON STOCK held by them of record.

At all meetings of stockholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

V.

PRINCIPAL OFFICE

The location and post office address of the registered office of the corporation is Soda Springs, Idaho.

VI.

DURATION OF CORPORATION

The duration of the Corporation is to be perpetual.

LAW OFFICE

CALLIS A. CALDWELL

ATTORNEY AT LAW

POCATELLO, IDAHO

VII.

DIRECTORS

The number of its directors is to be not less than three or more than five.

The directors shall be elected by ballot at the annual meeting of the stockholders. At said stockholders meeting, each stockholder shall be entitled to as many votes as he has shares of COMMON STOCK in this Corporation; and any stockholder duly qualified to hold office who shall receive a majority of all of the votes cast at said or any election for such office, shall be declared elected.

All elections of directors shall be for the term of one year, except for the case of an election to fill a vacancy occurring during a term, in which event the election shall be for the unexpired portion of the original term.

A majority of the board of directors shall constitute a quorum.

VIII.

The directors may, by a two-thirds vote, have the power to repeal, amend, and adopt new by-laws.

IX.

INCORPORATORS

The names and post office addresses of the incorporators and the number of shares subscribed by each, are as follows:

Ray B. Gunnell	Soda Springs, Idaho	313 shares Common
Eunice J. Gunnell	Soda Springs, Idaho	313 shares Common
Charlotte M. Gunnell	Soda Springs, Idaho	313 shares Common
Earl T. Gunnell	Soda Springs, Idaho	313 shares Common

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

<u>Ray B. Gunnell</u> (SEAL)	<u>Charlotte M. Gunnell</u> (SEAL)
<u>Eunice J. Gunnell</u> (SEAL)	<u>Earl T. Gunnell</u> (SEAL)

LAW OFFICE  
CALLIS A. CALDWELL  
ATTORNEY AT LAW  
POCATELLO, IDAHO

STATE OF IDAHO            )  
                                  : ss  
COUNTY OF BANNOCK    )

On this 29th day of October, 1959, before me personally appeared Ray B. Gunnell, Eunice J. Gunnell, Charlotte M. Gunnell, and Earl T. Gunnell, 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 affixed my official seal the day and year in this certificate first above written.

*Callis A. Caldwell*  
NOTARY PUBLIC FOR IDAHO

(SEAL)