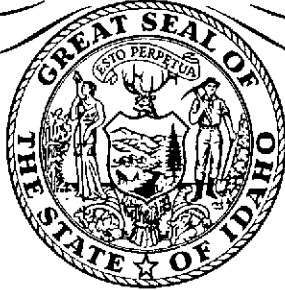


# State of Idaho



## 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

**SUNNY SLOPE FRUIT COMPANY, INC.,**

was filed in the office of the Secretary of State on the **18th** day of **March** A.D., One Thousand Nine Hundred **Seventy-one** and **will be** / duly recorded on ~~XXXXX~~ **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 **Caldwell** 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 **18th** day of **March**, A.D., **1971**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
SUNNY SLOPE FRUIT COMPANY, INC.

- - -

KNOW ALL MEN BY THESE PRESENTS, THAT WE, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be:  
SUNNY SLOPE FRUIT COMPANY, INC.

ARTICLE II

PURPOSES

The purposes of this corporation will be:

(a) To raise, propagate, develop, buy, sell, and generally deal in the fruit orchard business; to acquire the necessary real estate, farms or plants, to properly carry out the above objects, and to engage in general farming to provide for the proper rotation of crops and the maintenance of the ground;

(b) To acquire farm properties and other real estate by purchase, lease or otherwise; to improve and develop the same and thereon to plant, sow, cultivate all manner of fruit and every kind of farm produce and farm products of the soil and in general to conduct in all their several branches the business of farmers, fruit growers, and live-stock raisers and to do everything incidental or conducive to the full accomplishment of the foregoing purposes.

(c) To acquire by purchase or otherwise and to improve and develop real property. To erect dwellings and other buildings, public or private, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, and avenues, alleys, courts, paths, walks, parks, and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(d) To process, purchase, sell and generally trade and deal in and with fruit and other foods and commodities.

(e) To buy and sell securities, mortgages, debentures, and other evidences of debt, subject to the provisions of law. To purchase, or otherwise acquire, hold and re-issue the shares of its capital stock. To acquire by purchase, subscription, or otherwise, and to hold and dispose of stocks, bonds, or any other obligations of any corporation formed for, engaged in, or pursuing any one or more of the kinds of businesses, purposes, objects or obligations above indicated, or owning or holding any property of any kind herein mentioned, or of any corporation owning or holding the stock or obligations of any such corporation.

(f) To make and perform contracts of any kind and description in carrying on its business, or for the purpose of attaining or furthering any of its objects. To borrow or raise money for any of the purposes of the corporation. To buy or sell notes, mortgages, or other evidences of debts, including notes and mortgages of this corporation. To own, buy and sell real and personal property. To mortgage, hypothecate or otherwise encumber any of said property.

To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, debentures, obligations and evidence of indebtedness, and to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter be authorized by law. To have offices, conduct its business, and promote its objects within and without the State of Idaho, without restriction as to place or amount, and this corporation shall have the power to hold meetings within and without the State of Idaho, as may be determined from time to time by its By-Laws.

(g) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the State of Idaho upon business corporations, it being expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner such general powers.

### ARTICLE III

#### DURATION

The period of existence and duration of life of this corporation shall be perpetual.

### ARTICLE IV

#### PLACE OF BUSINESS

The location and post office address of the registered office of this corporation in the State of Idaho shall be Route 6, Caldwell, Canyon County, Idaho.

### ARTICLE V

#### STOCK

This corporation is authorized to issue one class of capital stock which shall be designated as common stock. The total number of shares of common stock this corporation shall be authorized to issue is 500 shares. The par value

of the common stock shall be \$100.00 per share. The aggregate par value of this common stock shall be \$50,000.00.

The entire voting power of the corporation shall be vested in the holders of common stock and every shareholder of record shall have the right, at every shareholders' meeting, to one vote for every share of common stock standing in his name on the books of the corporation.

The capital stock of this corporation shall be nonassessable, and the private property of the shareholders of this corporation shall not be liable for the debts, obligations and liabilities of this corporation.

#### ARTICLE VI

##### INCORPORATORS

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
RICHARD A. SYMMS	Route 6, Caldwell, Idaho	1 share
STEVEN D. SYMMS	Route 6, Caldwell, Idaho	1 share
R. DOYLE SYMMS	Route 6, Caldwell, Idaho	1 share
DARWIN SYMMS	Route 6, Caldwell, Idaho	1 share

Each of the above named incorporators is a natural person, over the age of 21 years, and is a citizen of the United States of America.

#### ARTICLE VII

##### DIRECTORS

The number of directors of this corporation shall be at least three (3) and such additional number of directors not exceeding seven (7), as may be determined from time to time by the By-Laws of this corporation.

a. At all elections of directors of this corporation, each stockholder of common stock shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

b. More than one-half of the directors shall be necessary to constitute a quorum of the board of directors for the transaction of business at any meeting, but a lesser number may adjourn the meeting.

#### ARTICLE VIII

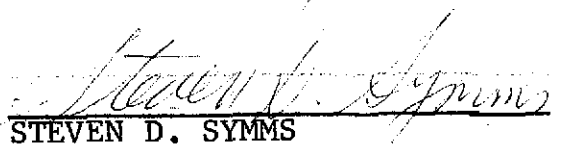
##### POWERS

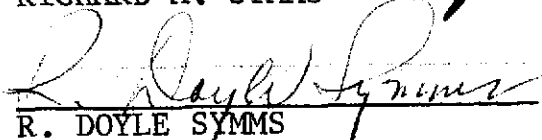
The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of the corporation and adopt new By-Laws. Such power shall not extend to making or altering any By-Laws fixing the qualifications, classifications, terms of office, or compensation of the Board of Directors, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-134 Idaho Code.

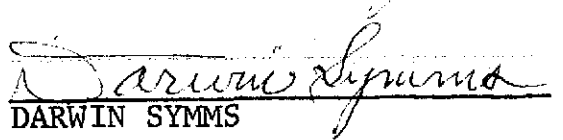
IN WITNESS WHEREOF, For the purpose of forming the corporation under the laws of the State of Idaho, we, the undersigned, constituting the Incorporators of this corporation, have executed these Articles of Incorporation this

17th day of March, 1971.

  
RICHARD A. SYMMS

  
STEVEN D. SYMMS

  
R. DOYLE SYMMS

  
DARWIN SYMMS

STATE OF IDAHO       )  
                          : ss.  
County of Canyon    )

On this 17th day of March, 1971, before me, the undersigned, a Notary Public in and for said State personally appeared RICHARD A. SYMMS, STEVEN D. SYMMS, R. DOYLE SYMMS, and DARWIN SYMMS, 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.



Notary Public for Idaho  
Residing at Caldwell, Idaho