

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

WESTERN FEED SUPPLEMENTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of *WESTERN FEED SUPPLEMENTS, INC.* for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to *WESTERN FEED SUPPLEMENTS, INC.* to transact business in this State under the name *WESTERN FEED SUPPLEMENTS, INC.* and attach hereto a duplicate original of the Application for such Certificate.

Dated *October 22, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Western Feed Supplements, Inc.

2. *The name which it shall use in Idaho is Western Specialties

3. It is incorporated under the laws of Washington

4. The date of its incorporation is 11/19/68 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 410 North 2nd Street, Yakima, WA 98901

6. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To engage in the manufacture, formulation, distribution, wholesaling and retailing of feed, feed supplements and allied products, and to engage in all other business activities of an allied nature or incidental thereto.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Terry Goddard</u>	<u>Director</u>	<u>311 North 4th St., Yakima, WA</u>
<u>Ian D. Smith</u>	<u>Pres. & Director</u>	<u>Route 4, Box 65, Ellensburg, WA</u>
<u>Howard Clark</u>	<u>V.P. & Director</u>	<u>1 N. 39th Ave., Yakima, WA 98902</u>
<u>John S. Moore</u>	<u>Secretary & Director</u>	<u>405 E. Lincoln Ave., Yakima, WA</u>
<u>Willis Ryder</u>	<u>Treas. & Director</u>	<u>606 Ferncrest Drive, Yakima, WA</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>200,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
24,500	common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 28, 19 82.

WESTERN FEED SUPPLEMENTS, INC.

By x [Signature]

Its _____ President

and [Signature]

Its _____ Secretary

STATE OF Washington)
)ss:
COUNTY OF Yakima)

I, PATSY L. DANIELSON, a notary public, do hereby certify that on this 28th day of September, 19 82, personally appeared before me JOHN S. MOORE, who being by me first duly sworn, declared that he is the Secretary of WESTERN FEED SUPPLEMENTS, INC.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of WESTERN FEED SUPPLEMENTS, NORTHWEST, INC.
a domestic corporation of Ellensburg, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Velikanje, Moore & Countryman
Suite 1-Yakima Legal Center
303 East "D" St.
Yakima, Wash. 98901
Attn: John Moore

Filing and recording fee \$ 200.00

License to June 30, 1969 \$ 105.00

Excess pages @ 25¢ \$

Microfilmed, Roll No. 123

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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 19, 1968

A. LUDLOW KRAMER
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

NOV 19 1968

A. LUDLOW KRAMER
SECRETARY OF STATE
BY *Emmily J. ...*
ACTING SUPERVISOR OF CORPORATIONS

ARTICLES OF INCORPORATION
of
WESTERN FEED SUPPLEMENTS, NORTHWEST, INC.

KNOW ALL MEN BY THESE PRESENTS: That undersigned, being a citizen of the United States of America, a resident of the State of Washington, and over the age of twenty-one (21) years, for the purpose of forming a corporation under the laws of the State of Washington does hereby make, subscribe and acknowledge these written Articles of Incorporation in triplicate, to-wit:

I

The name of this corporation shall be
WESTERN FEED SUPPLEMENTS, NORTHWEST, INC.

II

The duration of this corporation shall be perpetual.

III

The purpose for which this corporation is organized is to engage in the manufacture, formulation, distribution, wholesaling and retailing of feed, feed supplements and allied products, and to engage in all other business activities of an allied nature or incidental thereto.

IV

The aggregate number of shares which the corporation shall have authority to issue is 200,000 shares having a par value of ONE DOLLAR (\$1.00) per share. All shares shall be of the same class.

V

The corporation will not commence business until consideration of the value of at least FIVE HUNDRED DOLLARS (\$500.00) has been received for the issuance of shares.

VI

The address of the initial registered office of this corporation is: 312 Wenas, Ellensburg, Washington, and the name of the initial registered agent at such address is: Willis Ryder.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF MERGER

of WESTERN FEED SUPPLEMENTS, NORTHWEST, INC. a domestic corporation of Ellensburg, Washington, (Merging with and into itself WESTERN FEED SUPPLEMENTS, INC. (California corp. not qualified) and changing name to WESTERN FEED SUPPLEMENTS, INC.)

was filed for record in this office at 8:00 o'clock Am, on this date, and I further certify that such Articles remain on file in this office.

Filed at request of Velikanje, Moore & Shore Suite 1 Yakima Legal Center 303 East D St Yakima, Wa 98901 Attn: John S. Moore

Filing and recording fee \$15.00 License to June 30, 19 \$ Excess pages @ 25¢ \$ Microfilmed, Roll No. 1283

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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, December 26, 1973

A. LUDLOW KRAMER SECRETARY OF STATE

FILED

DEC 26 1973

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF MERGER
OF
WESTERN FEED SUPPLEMENTS, INC.
INTO
WESTERN FEED SUPPLEMENTS, NORTHWEST, INC.

TO: A. LUDLOW KRAMER, SECRETARY OF STATE
STATE OF WASHINGTON

The undersigned corporations, pursuant to RCW 23A.20.040 and 23A.20.070, hereby execute in triplicate the following Articles of Merger:

I

The Plan of Merger is as set forth in the attached photocopy of the Plan of Merger executed by said corporations, the same being incorporated herein as if fully set forth, which Plan of Merger was approved by the shareholders of each of said corporations as required by the laws of the State of Washington.

II

As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote as a Class</u>
Western Feed Supplements, Inc.	1000	None
Western Feed Supplements, Northwest, Inc.	108,500	None

III

As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted</u>		<u>Other Shares Entitled To Vote as a Class</u>
	<u>For</u>	<u>Against</u>	
Western Feed Supplements, Inc.	1,000	0	None
Western Feed Supplements, Northwest, Inc.	108,500	0	None

DATED this 10th day of December, 1973

WESTERN FEED SUPPLEMENTS, INC.

By [Signature]
President

By [Signature]
Secretary

WESTERN FEED SUPPLEMENTS, NORTHWEST, INC.

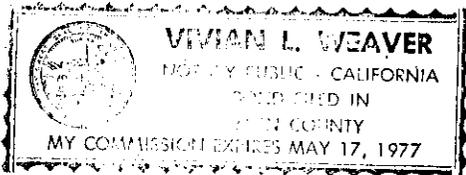
By [Signature]
President

By [Signature]
Secretary

STATE OF CALIFORNIA]
] ss.
County of Kern]

On this 10th day of December, 1973, before me, the undersigned, a Notary Public in and for the State of California, duly commissioned and sworn, personally appeared [Signature] and [Signature], to me known to be the President and Secretary, respectively, of WESTERN FEED SUPPLEMENTS, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the day and year first above written.



[Signature]
Notary Public in and for the State of California, residing at [Address]

My Commission Expires [Date]

STATE OF WASHINGTON]
] ss.
County of Yakima]

On this 20th day of December, 1973, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared D.V. Lawson and Willie Ryder, to me known to be the President and Secretary, respectively, of WESTERN FEED SUPPLEMENTS, NORTHWEST, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the day and year first above written.

[Signature]
Notary Public in and for the State of Washington, residing at Yakima.

LAW OFFICES OF
VELIKANJE, MOORE, & SHORE
SUITE 1 YAKIMA LEGAL CENTER
303 EAST "D" STREET
YAKIMA, WASHINGTON 98901

PLAN OF MERGER

This Plan of Merger dated the 15th day of November, 1973, between WESTERN FEED SUPPLEMENTS, NORTHWEST, INC., a Washington corporation, herein referred to as "the surviving corporation", and WESTERN FEED SUPPLEMENTS, INC., a California corporation, herein referred to as "The California corporation",

WHEREAS, the surviving corporation is a corporation organized and existing under and by virtue of the laws of the State of Washington, and having an authorized capitalization as follows: 200,000 shares of common stock having a par value of \$1.00 per share, of which 108,500 shares have been issued and are outstanding; and,

WHEREAS, the California corporation is a corporation organized and existing under and by virtue of the laws of the State of California, having an authorized capitalization of \$50,000.00, with 1,000 shares of common stock having no par value, being authorized and all being issued and outstanding; and,

WHEREAS, the board of directors of the surviving corporation and the California corporation deem it desirable and in the best interests of the corporations and their shareholders that said California corporation be merged into the surviving corporation, which shall be known as Western Feed Supplements, Inc.;

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1.

The merging corporations shall be merged into a single corporation by the California corporation merging into and with the surviving corporation, which shall survive the merger pursuant to the provisions of the Revised Code of Washington 23A.20.010, et seq. Upon such merger, the separate corporate existence of the California corporation shall cease and the surviving corporation shall become the owner without other transfer of all of the rights and property of the merging corporations, and the surviving corporation shall become subject to all of the debts and liabilities of the merging corporations in the same manner as if the surviving corporation had itself incurred them.

2.

The name of the surviving corporation shall be "Western Feed Supplements, Inc.". The purposes, county where the principal office for transaction of business shall be located, county where the registered office shall be located, number of directors, and the capital stock of the surviving corporation shall be as appears in the Articles of Incorporation of the surviving corporation, as amended and as hereinafter set forth.

3.

The Articles of Incorporation of the surviving corporation, as amended, shall on the effective date of the merger be further amended as herein set forth in full:

ARTICLE OF INCORPORATION
OF
WESTERN FEED SUPPLEMENTS, NORTHWEST, INC.

ARTICLE I

The name of this corporation shall be:
WESTERN FEED SUPPLEMENTS, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in the manufacture, formulation, distribution, wholesaling and retailing of feed, feed supplements and allied products, and to engage in all other business activities of an allied nature or incidental thereto.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is 200,000 shares having a par value of ONE DOLLAR (\$1.00) per share. All shares shall be of the same class.

ARTICLE V

The corporation will not commence business until consideration of the value of at least FIVE HUNDRED DOLLARS (\$500.00) has been received for the issuance of shares.

ARTICLE VI

The address of the initial registered office of this corporation is:

104 South 4th Street
Yakima, Washington 98901

and the name of the initial registered agent at such address is:

LAW OFFICES OF
VELIKANJE, MOORE, & SHORE
SUITE 1 YAKIMA LEGAL CENTER
303 EAST "D" STREET
YAKIMA, WASHINGTON 98901

Willis Ryder

ARTICLE VII

The number of directors constituting the initial Board of Directors shall be five (5), 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 qualified are:

Willis Ryder
608 Ferncrest Drive
Yakima, Washington 98901

Charles Anspach
620 Oregon Street
Bakersfield, California 93305

Don V. Lawson
3000 Christmas Tree Lane
Bakersfield, California 93306

Francis Perry
3500 Chester Avenue
P.O. Box 56
Bakersfield, California 93304

Gerald Van Horn
2901 Panorama Drive
Bakersfield, California 93306

ARTICLE VIII

The name and address of the incorporator of this corporation is:

Willis Ryder
608 Ferncrest Drive
Yakima, Washington 98901

4.

The by-laws of the surviving corporation as in effect on the effective date shall be the by-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new by-laws are adopted as provided therein.

5.

The names and addresses of the persons who shall constitute the board of directors of the surviving corporation, and who shall hold office until the first annual meeting of the shareholders of the surviving corporation are as follows:

Willis Ryder
608 Ferncrest Drive
Yakima, Washington 98901

Charles Anspach
620 Oregon Street
Bakersfield, California 93305

Don V. Lawson
3000 Christmas Tree Lane
Bakersfield, California 93306

Francis Perry
3500 Chester Avenue
P.O. Box 56
Bakersfield, California 93304

Gerald Van Horn
2901 Panaroma Drive
Bakersfield, California 93306

6.

The method of converting the shares of the merging corporation into shares of the surviving corporation shall be as follows:

(a) Western Feed Supplements, Northwest, Inc., has heretofore been authorized to issue 200,000 shares of common stock having a par value of \$1.00 per share, and of said shares there are now issued and outstanding 108,500. Said shares are presently owned as follows:

Gerald Van Horn	25,500 shares
Don V. Lawson	25,500 shares
Francis Perry	17,000 shares
Charles Anspach	17,000 shares
John Gorman	2,500 shares
Howard Clark	1,000 shares
Willis Ryder	20,000 shares

(b) Western Feed Supplements, Inc., the California corporation, has heretofore been authorized to issue 1,000 shares of common stock having no par value, and all of said shares have been issued and are outstanding. Said shares are owned as follows:

Gerald Van Horn	300 shares
Don V. Lawson	300 shares
Charles Anspach	200 shares
Francis Perry	200 shares

(c) On the effective date of the merger, all of the assets of Western Feed Supplements, Inc., the California corporation, and Western Feed Supplements, Northwest, Inc., shall be the assets of the surviving corporation, which shall be known as Western Feed Supplements, Inc., and all outstanding and issued stock of Western Feed Supplements, Inc., the California corporation, on the effective date of the merger shall forthwith be surrendered to the surviving corporation for cancellation. On the effective date of the merger all shares of common stock of Western Feed Supplements, Northwest, Inc., shall be surrendered to the surviving corporation. Upon receipt

of all issued and outstanding stock of Western Feed Supplements, Inc., and Western Feed Supplements, Northwest, Inc., the surviving corporation, Western Feed Supplements, Inc., shall issue in exchange therefor certificates of shares of common stock in the surviving corporation as follows:

Gerald Van Horn	31,500 shares
Don V. Lawson	31,500 shares
Francis Perry	21,000 shares
Charles Anspach	21,000 shares
Willis Ryder	20,000 shares
John Gorman	2,500 shares
Howard Clark	1,000 shares

7.

Neither Western Feed Supplements, Inc., nor Western Feed Supplements, Northwest, Inc., shall prior to the effective date of the merger engage in any activity or transaction other than the ordinary course of business, except as contemplated by this plan.

8.

This merger plan shall be submitted to the shareholders of the merging corporations for their approval in the manner provided by the applicable laws of the State of Washington at a meeting to be held on or before the 15 day of December, 1973, or at such other times as the boards of directors of the merging corporations shall agree. After approval by the vote of the holders of not less than two-thirds of the issued and outstanding shares of each corporation entitled to vote thereon, Articles of Merger shall be filed as required by the laws of the State of Washington, the merger being effective when the Articles of Merger are filed in the office of the Secretary of State of the State of Washington, and the said Secretary of State issues his certificate of merger hereto.

9.

This merger plan shall be submitted to the directors and shareholders of the California corporation and the surviving corporation pursuant to the applicable laws of the State of California, and upon approval and the execution and acknowledgment of an agreement shall be filed with a verified certificate thereof with the Secretary of State of the State of California, and in addition all other action shall be taken as may be required by the laws of the State of California.

10.

The directors of the merging corporations may, in their

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discretion, abandon this merger, subject to the rights of third parties under any contract relating thereto without further action or approval by the shareholders of the corporation at any time before the merger has been completed.

This plan of merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized on this 15th day of January, 1973.

WESTERN FEED SUPPLEMENTS, INC.

By A. C. [Signature]
President

By Francis E. [Signature]
Secretary

WESTERN FEED SUPPLEMENTS, NORTHWEST, INC.

By A. C. [Signature]
President

By William [Signature]
Secretary