



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

WRIGHT BROTHERS COMPANY

was filed in the office of the Secretary of State on the day
of 2nd and
A.D. One Thousand Nine Hundred Fifty-four
April
duly recorded on Film No. 85 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

Idaho Falls

in the County of

Bonneville

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

2nd day of April,
A.D., 1954

Secretary of State.

ARTICLES OF INCORPORATION

of

WRIGHT BROTHERS COMPANY

all full-age citizens of the United States

We, the undersigned, have this day voluntarily associated ourselves together with the purpose of forming a corporation under the laws of the State of Idaho, and do hereby agree as follows:

ARTICLE I

The name of this corporation is Wright Brothers Company.

ARTICLE II

The names of the incorporators, all of whom reside at Salt Lake City, Utah, are as follows:

Stewart A. Wright, 1978 Sheridan Road
Gertrude H. Wright, 1978 Sheridan Road
Claren O. Spence, 2010 East 21st South

ARTICLE III

The time and duration for which this corporation is organized is forever unless sooner dissolved according to law.

ARTICLE IV

The location and post office address of its registered office in Idaho is Box 271, Idaho Falls, Idaho.

ARTICLE V

The pursuit and business of this corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

(a) To buy, purchase, take, or otherwise acquire and to own, operate, farm, cultivate, maintain, mortgage, exchange, sell and deal in farm lands, tenements, and real estate of every kind and description and wherever situated, and to improve, lease, let, mortgage or encumber and otherwise deal in, divide, subdivide and plat the same.

(b) To buy, purchase, take or otherwise acquire and to own, operate, maintain, mortgage, exchange, sell and deal in machinery, trucks and automobiles, tools, equipment, apparatus and personal property of every kind and nature, and to install, fit up, maintain, repair, improve, lease, let, mortgage, encumber and otherwise deal in the same.

(c) To purchase or otherwise acquire, take, hold, own, mortgage, pledge, assign or otherwise dispose of and in all lawful manner deal in stocks, shares, notes, bonds, debentures, contracts and other securities and obligations of this or any other corporation, firm, association or individual or of the United States of America or any state, territory or municipality, and to vote the same and fully exercise and enjoy all rights and privileges incident or appertaining thereto which any owner or holder might lawfully do.

(d) To underwrite, guarantee and assure the payment or performance in whole or in part of and to become endorser, guarantor or surety or otherwise obligated directly or indirectly upon or in connection with stocks, bonds, securities and other obligations, debts or evidences of debt, liquidated or unliquidated, of or incurred by any person, firm, corporation or association whether or not this corporation be interested therein directly or indirectly.

(e) To lend or borrow money for all lawful purposes and to issue bonds, debentures, stocks, notes or other evidences of debt or obligation therefor and to secure the payment thereof by pledge or mortgage of the whole or any part of the property of the corporation, real or personal.

(f) To make, perform and guarantee contracts of every kind and nature.

(g) Directly or indirectly to buy, purchase, take or otherwise acquire, hold, own, manage, operate, dissolve, or liquidate in whole or in part other corporations, firms, associations, and organizations and the business, franchises and property thereof, and to receive upon any such dissolution or liquidation the property, franchises, assets and business or a proper share therein of the corporation, firm, or organization so dissolved or liquidated, and to mortgage, sell or otherwise dispose of or continue and carry on and manage the property, franchises, assets and business so received or any part thereof as fully as and

to the extent that the transferrer or any owner might have done and to undertake and guarantee in whole or in part the obligations of the transferrer.

The foregoing shall be construed as objects and powers and the enumeration of specific and particular powers shall not be taken to be by way of limitation, restriction or confinement in any manner of the powers of the corporation, and in addition to the foregoing it shall have power to conduct and carry on the general business of owning, holding, improving, managing and dealing in property, real and personal, and a general real estate and farming business, and shall have such powers in addition to those herein or by law conferred and granted as in any way may be convenient, useful or necessary to the exercise and furtherance of the corporate objects and purposes herein set forth.

ARTICLE VI

The authorized capital stock of this corporation is \$63,000 divided as follows:

(1) \$43,000 of Class "A" common stock divided into 4,300 shares of the par value of \$10.00 per share which stock shall be the sole and only voting stock of the corporation; also

(2) \$20,000 of Class "B" common stock divided into 2,000 shares of the par value of \$10.00 per share; being non-voting stock which shall have no voting right whatever.

All of the 4,300 shares of Class "A" common stock and the 2,000 shares of Class "B" common stock has been issued and has been fully paid for by the transfer and conveyance to the corporation of the property hereafter set forth. The number of shares subscribed by each of the incorporators and the number of shares and total of capital stock issued to and held by each is:

| Name | Shares of Class "A" Common Stock | Amount of Class "A" Common Stock | Shares of Class "B" Common Stock | Amount of Class "B" Common Stock |
|--------------------|--|--|--|--|
| Stewart A. Wright | 2,150 | \$21,500 | 1,000 | \$10,000 |
| Gertrude H. Wright | 2,149 | 21,490 | 1,000 | 10,000 |
| Claron O. Spencer | 1 | 10 | None | None |
| Totals | 4,300 | \$43,000 | 2,000 | \$20,000 |

The \$63,000 capital stock has been and is paid in full by conveyance to the corporation by Stewart A. Wright and Gertrude H. Wright, solely in exchange therefor and at the time these articles are signed of the property hereafter particularly set forth. Said property is necessary to the objects and purposes agreed upon and is reasonably worth in cash \$63,000, which is the amount for which it was accepted by the corporation. At the time of said transfer to the corporation, it was owned by said Stewart A. Wright and Gertrude H. Wright as their community property and was subject to an unpaid balance on a purchase contract of \$31,500.00. Said Stewart A. Wright and Gertrude H. Wright remain liable for and agree to pay said unpaid balance in full with interest as called for by said contract. Said property is situate in Bonneville County, Idaho and is described as follows, to wit:

East Half of the Southeast Quarter (E₁SE₄) of Section Eight (8); West Half of Southwest Quarter (W₁SW₄) of Section Nine (9); East Half of East Half (E₁E₂) of Section Seventeen (17), Southeast Quarter (SE₁) of Section Nineteen (19), South Half (S₁) of Section Twenty (20), West Half of Northwest Quarter (W₁NW₄) Northeast Quarter of Northwest Quarter (NE₁NW₄) and Northwest Quarter of Northeast Quarter (NW₁NE₄) of Section Twenty-nine (29), all in Township Three (3) North, Range Thirty-six (36) East Boise Meridian.

Also, 66,100 lbs. of #3 dark, hard winter wheat and 84,600 lbs. of #2 baart wheat

The Class "A" common stock is the voting stock of the corporation, and shall have and carry the sole and exclusive right to vote, and every holder thereof shall be entitled to one vote at any and all meetings of the corporation for each and every share of Class "A" common stock held by him as shown by the records of the corporation; and wherever provision is made by any law or by the Articles of Incorporation or By-laws, or otherwise, for notice to, consent of or action by any stockholder for any purpose, notice to or consent of or action by the holders of the Class "A" common stock shall be the only notice, consent or action necessary; and all corporate powers and authority are hereby vested exclusively in the Class "A" common stock.

The Class "B" common stock shall not vote and the holders or owners thereof shall not be entitled to vote at any meeting of stockholders, general or special; and no notice of any meeting need or shall be given to the holders thereof, and no notice to, consent of or action by any holder of the Class "B" common stock shall be necessary or requisite in any case whatever.

ARTICLE VII

The Board of Directors may authorize and declare proper dividends upon the stock of the corporation payable out of the net profits or surplus of the corporation but the amount of dividends declared and paid upon the Class "A" common stock for any fiscal year of the corporation must be equal to 6% of the par value thereof before any dividend may be declared or paid on the shares of Class "B" common stock.

After the payment of dividends equal to 6% aforesaid has been made upon the Class "A" common stock for any fiscal year (or a sufficient sum set aside for the payment thereof) the Board of Directors may authorize and declare a further dividend out of the net profits or surplus remaining, if any, which further dividend shall be payable to the holders of the Class "B" common stock in an amount not exceeding 6% of the par value thereof for any such year.

After the payment of dividends upon the Class "A" common stock equal to 6% thereof and upon the Class "B" common stock equal to 6% thereof has been made in any fiscal year (or a sufficient sum set aside for payment of such dividends) the Board of Directors may authorize and declare a further dividend out of the net profits or surplus remaining, if any, which further dividend shall be payable upon all of the stock and shares of the corporation alike and equally, both Class "A" and Class "B" thereof.

All dividends shall be non-cumulative however so that if no dividend be paid or set apart upon either class of stock, or if the amount of dividends declared and paid upon either class of stock, for any one year shall not be equal to 6% respectively as aforesaid, such dividend shall not be made up or payable out of future profits or in any future year or years, or at all.

In the event of any dissolution, liquidation or winding up of the corporation and of the distribution of its assets, whether voluntary or involuntary, the full par value of the Class "A" common stock shall be paid in full to the holders thereof before any sum whatever shall be paid in liquidation on account of the Class "B" common stock and after payment of the full par value has been made to the holders of said Class "A" common stock then the holders of the Class "B" common stock shall be entitled to the entire assets remaining.

ARTICLE VIII

The officers of this corporation shall consist of a Board of not less than three nor more than five Directors to be elected by the stockholders. Their term of office shall be one year and until their successors are elected and qualified, and a President and Secretary. The President and Secretary shall be appointed by the Directors and hold office at their will and pleasure, but need not be stockholders or directors. One person may hold the office of President and Secretary. Any director or directors may be removed by the stockholders with or without cause at any stockholders' meeting by majority vote, and any vacancy thus created may be filled at such meeting or by the Board of Directors.

ARTICLE IX

All powers of the corporation, so far as may lawfully be done, are hereby vested in the Board of Directors, who shall have power to employ and remove at will officers, employees and other servants and to determine the terms and conditions of their employment and fix their compensation therefor, and shall have power to vote and grant to themselves (and any officer or director may join in granting to himself) such salary, commission, or compensation for their services as officers or directors or both, as they may determine.

ARTICLE X

The property of the corporation may be sold, pledged, exchanged or otherwise disposed of in whole or in part by the directors, without consent or authority of the stockholders whatever, for cash or other property or rights, real or personal, for such amounts and values and upon such terms as a majority of the directors then present may determine at any meeting of directors, general or special, and no consent or authority of the stockholders whatever shall be requisite or necessary in that behalf, but the resolution of the Board of Directors shall be full and sufficient warrant for any sale, mortgage, exchange or other disposition of the corporate property or any part thereof.

ARTICLE XI

The annual meeting of the stockholders for the election of Directors

and for the transaction of such other business as may lawfully be transacted, shall be held at 2:00 o'clock P.M. on third Tuesday in January , at the office of the corporation in Salt Lake City, Utah, and shall be held annually thereafter at such time and place unless the directors shall designate a different place. A majority of the shares of outstanding capital stock shall be necessary to hold such meeting, but any number of shares may adjourn from time to time or to a day certain. Special meetings of the stockholders may be called and notice given as provided by law, or notice may be given by mailing written notice to the stockholders of record as shown by the corporation books at least ten (10) days prior to the date of such meeting.

ARTICLE XII

The officers and directors to serve until the first annual meeting of stockholders in 1954 and until their successors are elected and qualified are as follows:

Stewart A. Wright - President and Director
Gertrude H. Wright - Secretary and Director
Claron O. Spencer - Director

Any vacancy, or vacancies occurring in the office of director may be filled for the remaining term by the remaining director or directors.

ARTICLE XIII

The private property of the stockholders shall not be liable for the debts or obligations of the corporation.

ARTICLE XIV

This corporation reserves the right to amend, alter, enlarge, change or repeal from time to time, in whole or part, these Articles of Incorporation or any provision contained therein in the manner now or hereafter prescribed by law, and all rights, powers, privileges and restrictions conferred upon the stockholders, officers and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, the parties have hereto set their hands and seals

this 1st day of April, 1954.

Stewart A. Wright
Mertrude H. Wright
Oliver O. Spence

Subscribed and sworn to before me this 1st day of April,
1954.

J. McElroyman
Notary Public, Residing at:
Salt Lake City,
Utah

My Commission Expires:
3/21/55