



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

MATTHEWS, INC.

was filed in the office of the Secretary of State on the **Sixth** day
of **June** A.D. One Thousand Nine Hundred **Sixty-one** and
duly recorded on Film No. **114** 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

Twin Falls in the County of **Twin Falls**.

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 **6th** day of **June**,
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
MATTHEWS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Oren Matthews, Audrey Matthews, and Donald Matthews, all residents of the County of Twin Falls, State of Idaho, each and all citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

That the name of said corporation is and shall be Matthews, Inc.

ARTICLE II.

That said corporation is formed for the following purposes:

a. To engage, maintain, and operate a meat processing plant or plants for the slaughter, packing and packaging, and processing in all ways, of meat products and food stuffs of and every kind and type or name.

b. To engage, maintain and operate a grocery wholesale and processing plant or plants for the processing, packing, packaging and processing in all ways of food stuff, including vegetables and any and all other foods.

c. To maintain, engage in and operate a retail store or stores for the sale of meats and groceries and every other product or food stuff at wholesale direct to the consumer.

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BUHL, IDAHO

d. To maintain and operate and engage in the business of farming, including the buying and selling of farm products; and engage in the business of raising, feeding, buying and selling livestock; and to engage in other business incidental to the business of farming and handling livestock.

e. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal properties; to dispose of, sell, lease, sign, transfer, mortgage and/or convey any rights, privileges, franchise, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of its own and of other corporations, domestic or foreign.

f. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

g. To enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

h. To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient, or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering in any of its business.

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i. To lend money and negotiate loans; to draw, accept, endorse, discount, sell and deliver bills of exchange, promissory notes, bonds, obligations, securities of any government or authority or company; to form, promote, subsidize and assist companies, firms, and partnerships of all kinds; to act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor to enter into any arrangements with any authorities, municipal, local or otherwise conducive to the company's objects or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, right, privileges, and concessions; generally to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's property or rights.

ARTICLE III.

That the location and post office address of the corporation shall be at Twin Falls, Twin Falls County, State of Idaho.

ARTICLE IV.

That, subject to dissolution, in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE V.

That the amount of the authorized stock of said corporation shall be \$25,000 divided into 2,500 shares of common stock,

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of the par value of \$10.00 per share.

ARTICLE VI.

That the names and post office address of each of the incorporators and the number of shares subscribed by each is as follows:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Oren Matthews	Buhl, Idaho	10
Audrey Matthews	Buhl, Idaho	1
Donald Matthews	Twin Falls, Idaho	1

ARTICLE VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE VIII.

The number of Directors of the corporation shall be as specified in the By-laws, and such number may, from time to time be increased or decreased in such manner as may be prescribed in the By-laws, provided the number of Directors of the corporation shall not be less than three. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

All the officers of the corporation shall be stockholders, except that the secretary-treasurer may, but need not be a stockholder, and any two or more offices may be held by the same one person. The term of office of the officers, except as in these articles otherwise expressly provided, shall be for one

year and until their successors shall have been elected and qualified, unless sooner removed or resigned, as herein provided; the officers to serve until the first general election to be held at the first annual meeting of the stockholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>
Oren Matthews	Director, President
Audrey Matthews	Director, Vice-President
Donald Matthews	Director, Secretary-Treasurer

ARTICLE IX.

A majority of the board of directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation and, except as otherwise provided herein, may mortgage, pledge, sell or otherwise dispose of real or personal property of the corporation for the purpose of carrying on the business of the corporation. The board of directors shall have the power to appoint agents and servants of the corporation, prescribe their duties and remove them at pleasure and may fix the compensation of the officers, agents and servants of the corporation, 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 officer or directors, or both as they may determine. The board of directors or the stockholders may, by a majority vote, adopt By-laws for the regulation of the affairs of the corporation, and by a majority vote amend or repeal the same, provided that such By-laws shall not conflict with these articles of incorporation. The By-laws adopted by the directors shall provide the time and place of directors' meetings and the manner of calling the same, which meetings may be held within or without the State of Idaho.

IN WITNESS WHEREOF, The parties hereto have hereunto

JOHN C.
HEPWORTH
LAWYER
BUHL, IDAHO

set their hands this 1st day of June, 1961.

Oren Matthews
Oren Matthews

Audrey Matthews
Audrey Matthews

Donald Matthews
Donald Matthews

STATE OF IDAHO)
: ss.
County of Twin Falls)

On this 1st day of June, 1961, before me, the undersigned, a Notary Public, personally appeared, Oren Matthews, Audrey Matthews, and Donald Matthews, known to me to be three of the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same and that all of the incorporators named therein are full-age citizens of the United States.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

John C. Hepworth
Notary Public for Idaho
Residing at Buhl, Idaho

My commission expires:

December 11, 1964

JOHN C.
HEPWORTH
LAWYER
BUHL, IDAHO