

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

BISKAY LAND & LIVESTOCK CO.

was filed in the office of the Secretary of State on the **second** day of **January** A.D., One Thousand Nine Hundred **seventy-five** and ~~will be~~ ~~duly recorded on Film No. 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 **Carey, Idaho** in the County of **Blaine**

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 **second** day of **January**, A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
BISKAY LAND & LIVESTOCK CO.

* * * * *

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, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the Corporation is BISKAY LAND & LIVESTOCK CO.

SECOND

The purposes and objects for which the Corporation is formed are:

(a) To raise, process, store, buy and sell all agricultural, horticultural and other farm products, including grains, and all classes of farm animals and their products.

(b) To purchase, lease or otherwise acquire lands and buildings in this state or elsewhere for the purpose of carrying on general farming and livestock business.

(c) To buy and sell cattle, sheep, horses and any other kind of farm animals and products of any kind and nature; to graze, feed and otherwise care for and maintain such farm animals; to plant, irrigate, maintain and harvest any and all kinds of agricultural, horticultural and other farm products, including grains, fruits, grasses and all other kinds of farm produce whatsoever; to buy, sell, lease and otherwise obtain and dispose of all kinds and types of farm machinery, including,

but not limited to, automobiles and trucks; to enter into arrangements for sharing profits, union of interest, reciprocal concession, or cooperate with any person or company carrying on, or about to carry on, any business or transaction which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

(d) To hire such employees as are necessary to carry on the business for which this corporation is authorized; to enter into contracts and agreements with other persons, partnerships or corporations in order to carry on and further the interests for the purposes herein stated.

(e) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

(f) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(g) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership; including the right to vote thereon;

(h) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(i) To borrow money, to draw, make, accept, endorse,

transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(j) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this Corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly;

(k) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(l) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(m) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;

(n) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as

objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (n) inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

The Corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the Corporation is Box 218, Carey, Idaho, 83320.

FIFTH

The amount of the capital stock of this Corporation shall be, and is 10,000 shares of stock at par value of \$100 each, making an aggregate stock of \$1,000,000, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Pete Thomas Cenarrusa	2400 Cherry Lane Boise, Idaho 83705	2211
Luis J. Cenarrusa	Box 127 Carey, Idaho 83320	276

Frank Somsen	461 Seville Lane Blythe, California	602
Joe Earl Cenarrusa	Box 218 Carey, Idaho 83320	20
James Michael Cenarrusa	Box 127 Carey, Idaho 83320	274
John Luis Cenarrusa	Box 127 Carey, Idaho 83320	274
Jerry Lee Cenarrusa	Box 127 Carey, Idaho 83320	274
Miguel Angel Cenarrusa	Box 218 Carey, Idaho 83320	112
Nieves Watson	1342 Paloma Belmont, California	418

SEVENTH

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.

EIGHTH

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 fewer than the number required by law. 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.

NINTH

Stockholders of the Corporation shall have preemptive

and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, or to obligations of the Corporation convertible into stock. Any stock or obligations issued by the Corporation shall first be offered to the stockholders of the Corporation.

TENTH

A voluntary sale, lease or exchange of all of the property and assets of the Corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the Corporation.

ELEVENTH

No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws, and the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly

called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 2nd day of January, 1975.

Pete Thomas Cenarrusa
PETE THOMAS CENARRUSA

Luis J. Cenarrusa
LUIS J. CENARRUSA

Frank Somsen
FRANK SOMSEN

Nieves Watson
NIEVES WATSON

Joe Earl Cenarrusa
JOE EARL CENARRUSA

James M. Cenarrusa
JAMES MICHAEL CENARRUSA

John L. Cenarrusa
JOHN LUIS CENARRUSA

Jerry L. Cenarrusa
JERRY LEE CENARRUSA

Miguel Angel Cenarrusa
MIGUEL ANGEL CENARRUSA

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

On this 2nd day of January, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared PETE THOMAS CENARRUSA, LUIS J. CENARRUSA and FRANK SOMSEN known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons over the age of twenty-one years and citizens of the United States of America.

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

James L. McElzner
Notary Public for Idaho
Residing at Boise, Idaho
Commission expires: 4-1-76