

State of Idaho



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

MOR-GAIN, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day
of **January,** A.D. One Thousand Nine Hundred **Sixty-two** 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

Wendell

in the County of

Gooding

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 **26th** day of **January**,
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION OF
MOR-GAIN, INC., A CORPORATION

KNOW ALL MEN BY THESE PRESENTS, That we the undersigned, each and all being natural persons of full age and citizens of the United States, have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

(1) The name of said corporation shall be
MOR-GAIN, INC., A Corporation;

(2) The purpose for which said corporation is formed are
as follows:

(a) To engage in the business of feeding livestock of all kinds, owned by the corporation or otherwise; to enter into contracts for the procurement and placement of livestock in lots, pens and yards owned by the corporation for the purpose of feeding and fattening livestock; to enter into contracts for the feeding and fattening of livestock and for securing payment for the rendition of such services and the costs of such feed; to enter into contracts for the purchasing, financing, loaning upon, the extension of credit therefor and the acquisition, pledging and other disposition of installment lien obligations or other indebtedness in connection with said livestock program; to incur

expenses and obligations and to guarantee, pledge, borrow or raise monies for any of the purposes of such corporation in any way and to do any such other financing as may be for the welfare of the corporation;

(b) To engage in the manufacture and sale of foods and any and all supplements thereof for livestock of every kind and to transact all lawful business arising out of the same, together with the manufacture and sale of any and all other useful articles, as may be from time to time determined upon;

(c) To conduct and carry on the business of buying, selling and dealing in all kinds of grain, hay or other farm products, and farm products and similar products, livestock, and provisions and do a general commission and brokerage business in any or all of the foregoing kinds of property;

(d) To purchase, rent, lease and sell farms and real property and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm fruit, vegetables, and garden products, and of cultivating, growing, harvesting, picking, cleaning and ~~assorting~~, boxing and packing, storing, buying and selling, at wholesale and retail, all kinds of fruit, vegetables and farm and garden products;

(e) To breed, raise, import, export and deal in cattle and livestock of all kinds, and to carry on a general cattle or livestock and grazing business; purchasing or acquiring, and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, produce and by-products of said business;

(f) To construct, acquire, operate, hire, lease, mortgage, sell, or otherwise dispose of elevators for elevating wheat, grain or other produce, with the requisite docks, engines, machinery and appliances therefor, and also sheds, stores and warehouses for the reception and storage of wheat, grain and other produce;

(g) To purchase, improve, develop, lease, ~~exchange~~, sell, dispose of, and otherwise deal in and turn to account, real estate, to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and constructions of land and buildings belonging to or to be acquired by this Company, or any other person, firm or corporation;

(h) To engage in a general lumber, timber, kiln drying, milling, construction materials, and merchandise business, to manufacture, purchase, or otherwise acquire, sell, or otherwise dispose of logs, lumber, wood products

in a processed or unprocessed state, and by-products of wood or of said manufacturing operations, in building and construction supplies and merchandise, either wholesale or retail and to engage in the necessary business of hauling and transporting any and all of the goods, wares and merchandise mentioned in these articles.

(i) To transact the business of advertising, promoting and developing the business of other corporations, partnerships or individuals and hire, upon commission, or otherwise;

(j) To carry on the business of commission dealers or financial agents in all transactions, relating to the sale, transfer or exchange of every description of stocks, shares, mortgages, freehold or leasehold property;

(k) To do and perform all things and acts specifically enumerated in and contemplated by Section 30-114, Idaho Code and such other acts as are necessary, desirable and expedient to accomplish its purposes;

(3) The term for which said corporation is to exist is perpetual;

(4) The location of post office address is Wendell, Idaho;

(5) The total amount of authorized capital stock is 250,000 shares of the par value of \$1.00 per share with an aggregate value of \$250,000.00;

(6) All such stock shall be common and non-assessable, and each and every share issued shall have the same rights and voting powers;

(7) The business of this corporation shall be managed by a board of at least three directors, and each director must be a stockholder in the corporation, provided, however, that any greater number of directors may be provided for by the by-laws of said corporation;

(8) The names and addresses of the incorporators and a statement of the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of shares.</u>
Wm. F. Duggan	Orofino, Idaho.	5 (Five)
Charlotte Duggan	Orofino, Idaho.	5 (Five)
Clyde Petersen	Wendell, Idaho	5 (Five)

(9) These articles of incorporation may be amended in the manner prescribed by Section 30-146, Idaho Code, or may be amended without such a meeting being held as provided in said section if written consent to the amendment be given in writing to the owners and holders of at least 2/3 of the outstanding

capital stock of the corporation, and such written consent be officially filed with the Secretary of the corporation. Such written consent must be in triplicate, and in due course filed with the Secretary of State and processed as required by the provisions of Section 30-147, Idaho Code;

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of January, 1962.

Wm. F. Duggan

Charlotte Duggan

Clyde Petersen

STATE OF IDAHO)
) ss.
County of GOODING)

On this 25th day of January, 1962, before me the undersigned, a notary public in and for said county, personally appeared CLYDE PETERSEN known to me to be the person whose names is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and affixed my seal the day and year in this certificate first above written.

Larry Petersen
Notary Public for the State of

Seal)

Idaho

STATE OF Idaho)
) ss.
County of Gooding)

On this 18 day of January, 1962, before me the undersigned, a notary public in and for said county, personally appeared Wm. F. Duggan known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and affixed my seal the day and year in this certificate first above written.

Larry Petersen
Notary Public for the State of Idaho
My Commission expires Jan. 1, 1965

Seal)

STATE OF Idaho)
) ss.
County of Clearwater)

On this 22nd day of January, 1962, before me the undersigned, a notary public in and for said county, personally appeared Charlotte Duggan KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE foregoing instrument, and acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and affixed my seal the day and year in this certificate first above written.

Warren J. Gaudin
Notary Public for the State of Idaho

Seal)