

CERTIFICATE OF INCORPORATION  
OF

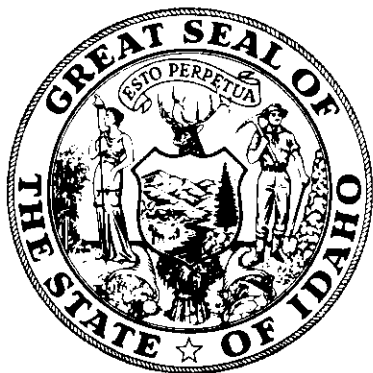
NICHOLS MEAT PACKING PLANT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_  
**NICHOLS MEAT PACKING PLANT, INC.**

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 13, 1984.



SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
NICHOLS MEAT PACKING PLANT, INC.

SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned person, being citizen of the United States of America, and of full legal age, being resident of the State of Idaho, have this day voluntarily associated myself for the purpose of forming a domestic, profit making, corporation, under and pursuant to the laws of the State of Idaho, and I do hereby certify as follows:

ARTICLE I

Name: The name of this Corporation shall be "Nichols Meat Packing Plant, Inc."

ARTICLE II

Duration: The Corporation shall have perpetual existence, unless sooner dissolved by action of the stockholders or by operation of law.

ARTICLE III

Purposes: The purposes for which this Corporation is formed shall be as follows:

(a) To perform or undertake any act, in any part of the world, any or all of the herein set forth purposes, to the same extent as a natural person might or could do, as either principal or agent.

(b) To carry on the business of a slaughtering and meat packing business, either wholesale or retail; and to engage in the sale of processed meat of any kind or nature together with the production, processing and sale of animal by-products, including, but not limited to, hides, fur, offal, blood and bones.

(c) To enter into, make, perform and carry out contracts, leases, deeds, notes, mortgages; to borrow money, hypothecate property and deal in any manner with any chose-in-action or involving any kind or form of property or property right, in any amount, character or kind; and to deal and contract with any person, firm or corporation or other legal entity.

(d) To purchase, own, sell, convey, mortgage, pledge,

exchange, acquire by operation of law or otherwise, real and personal property of every kind and nature, including debts, dues, demands, evidences of debts, bonds and stocks of corporations, public or private; to specifically buy, sell or deal in the stock of this Corporation.

(e) To own, hold, lease, sublet, buy or sell, on its own account or for others, every kind of merchandise or property.

(f) To build any and all shops, buildings, warehouses and structures, at any place proper or convenient to carry on any or all of the purposes stated in these Articles.

(g) To purchase or otherwise acquire and own the common or preferred stock of any private or public corporation; and to purchase, acquire and deal in this Corporation's common stock, other than as may be prevented by the laws of Idaho.

(h) To issue corporate bonds or debentures; from subsidiary corporations; enter joint ventures or from partnerships with any person, firm or corporation.

(i) In addition to the foregoing powers, to have all authority, powers and rights granted by the laws of the State of Idaho, particularly Section 30-1-4, Idaho Code, as the same may be amended.

(j) To transact and do all such things as or may be considered as conducive or incidental to each and every purpose above set forth; and to conduct and carry on the business for which this Corporation is organized alone and or with others; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

#### ARTICLE IV

Registered Office & Agent: The registered office of this Corporation and the principal place for the transaction of its business is designated as: Nichols Meat Packing Plant, Inc., Route #2, Wilder, Idaho (Packing Plant, U.S. 95 one mile North of Wilder); and the registered agent shall be: Wilbur Nichols, Route #2, Wilder, Idaho (Packing Plant, U.S. 95 one mile North of Wilder).

## ARTICLE V

Directors & Officers: Until the organizational meeting of the stockholders and formal election of a board of directors and officers of this Corporation, the undersigned incorporator shall be the director of the Corporation. The board of directors shall be elected at the organizational meeting of the stockholders of the Corporation and at each meeting of the stockholders annually, as may be prescribed by the by-laws. The board of directors of this Corporation shall consist of not less than three nor more than seven, to be determined by any regular or special meeting of the stockholders. Directors shall have the qualifications of stockholders of this Corporation as defined by the corporate by-laws, but shall not be required to be actual stockholders in order to serve.

## ARTICLE VI

Capital Stock: The authorized capital stock of this Corporation shall be 500,000 shares with a par value of One Dollar (\$1.00), money of the United States, per share; amounting to \$500,000.00 in United States money. The transfer of stock shall be restricted as provided in the by-laws. All stock issued shall comply with and be subject to the operation of Section 1240, Internal Revenue Code, United States of America.

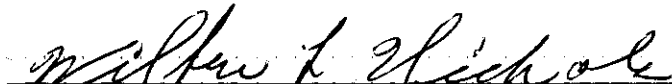
## ARTICLE VII

Incorporators & Stock Subscription: The amount of capital stock subscribed as of the date of execution of these Articles and the name and address of the incorporator and subscriber is:

Wilbur Nichols  
11 13th Ave. South  
Nampa, Idaho 83651                      30,000 shares

The stock subscribed to by the above incorporator is based upon the agreed value of money paid to the Corporation by the incorporator.

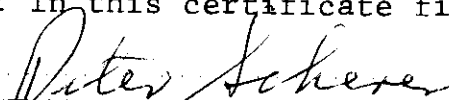
IN WITNESS WHEREOF, we have set our hands this 20<sup>th</sup> day of August, 1984.

  
Wilbur Nichols

STATE OF IDAHO )  
                  ) ss:  
County of Ada )

On this 20 day of August, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared WILBUR NICHOLS, known to me to be the person whose name is subscribed to the within and attached ARTICLES OF INCORPORATION and acknowledged to me that they executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho