



CERTIFICATE OF INCORPORATION
OF

CHATBURN BROTHERS, 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 _____
CHATBURN BROTHERS, 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: *August 2, 1982*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
CHATBURN BROTHERS, INC.

RECEIVED
'82 AUG 2 PM 4:22
SECRETARY OF
STATE

* * * * *

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:

ARTICLE I

The name of this corporation is CHATBURN BROTHERS, INC.

ARTICLE II

The objects and purposes for which this corporation is formed are:

As principal, agent or otherwise, to do, in any part of the world, any and everything herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have the power:

- a. To breed, raise, buy, sell, import, export and deal in cattle, hogs, sheep and all other classes of livestock, and to carry on a general livestock business including the purchasing or acquiring and selling or otherwise disposing of stock, supplies, feed, equipment, accessories, appurtenances, products and by-products, of said business;
- b. To carry on a general farm business, including but not limited to dealing in wheat, rye, barley, oats, hay, corn, dairy products, vegetables and fruit of every name and nature, together with all other products of the farm and dairy, and all articles, goods and merchandise produced, prepared or manufactured from any of the above products and livestock including, but not limited to, the growing, marketing, or other disposition thereof.
- c. To build, buy, sell, lease, let, mortgage, pledge, exchange, or otherwise acquire or dispose of lands, lots, houses, building, real property hereditaments, appurtenances and personal property of all classes and description, and wheresoever situated, and any rights and interests herein, to the same extent as natural persons might or could do and without limit as to amount;

- d. 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 owner or holder thereof to possess and exercise in respect thereto any and all rights, powers and privileges of ownership, including the right to vote thereon;
- e. 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 agent thereof;
- f. 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;
- g. 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 purpose of purchasing its own common stock when such would cause any impairment of the capital of this corporation;
- h. 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;
- i. To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;
- j. 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 the State, or under any act amendatory thereof, or supplemental thereto, or substituted therefor;
- k. To have one or more officers to carry on all or any part of its operation and business, and to do all and every thing 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, corporation or association.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is Albion, Idaho. *The registered agent shall be J. Vard Chatburn.*

ARTICLE V

The amount of capital stock of the corporation shall be, and is, divided into One Thousand (1,000) shares. Each such share shall have a par value of One hundred twenty seven dollars and eighty cents (127.80). Said stock shall be, and is, assessable, and each and every share issued shall have the same rights and voting powers.

ARTICLE VI

and initial directors

The names and post office addresses of the incorporators[^] and the number of shares subscribed by each are as follows:

| Name | Post Office Address | Number of Shares |
|--------------------|---------------------|------------------|
| J. Vard Chatburn | Albion, Idaho | 623 Shares |
| Bennie G. Chatburn | Albion, Idaho | 321 Shares |
| Arthur R. Chatburn | Filer, Idaho | 28 Shares |
| Dean N. Chatburn | Boise, Idaho | 28 Shares |

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 the number of said directors may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided 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.

ARTICLE IX

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, *and upon approval of the shareholders.*

ARTICLE X

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 the fact that he, or such firm is so interested 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, and may vote thereat to 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.

ARTICLE XI

Stockholders of record shall have preference in purchase of any or all stock being offered for sale.

ARTICLE XII

The Board of Directors is expressly authorized to repeal and amend the By Laws of the corporation and to adopt new ByLaws, and the corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Law, by a majority vote of the shareholders, represented in person, or by proxy, at any annual meeting of the shareholders, or any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 14th day of April, 1982.

J. Vard Chatburn
J. Vard Chatburn

Bennie G. Chatburn
Bennie G. Chatburn

Arthur R. Chatburn
Arthur R. Chatburn

Dean N. Chatburn
Dean N. Chatburn

STATE OF IDAHO)
County of Cassia) ss.

On this 14th day of April, 1982, before
me, the undersigned, a Notary Public in and for said State, personally
appeared J. Vard Chatburn, Bennie G. Chatburn, known to me to be the
persons whose names are subscribed to the within instrument, and acknowledged
to me that they executed the same.

Margaret Jolley
Notary Public for Idaho
Residing at Albion, Cassia Co. Idaho