



## 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

**GARMAN FARMS, INC.**

was filed in the office of the Secretary of State on **December 23rd**, 19 **77**

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 **Wilder, Idaho** in the county of **Canyon**

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 **23rd**

day of **December**, A.D., 19 **77**.

**Pete T. Cenarrusa**

Secretary of State

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purposes of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be:

GARMAN FARMS, INC.

ARTICLE II

PURPOSES

The purposes for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in a general farming and farm operation business.

(b) To acquire, own and operate farms and farming properties of every kind and nature and wherever situated, and to conduct all phases of farming operations.

(c) To purchase, acquire, own, sell, market (either as principal or agent) or dispose of farm crops, farm produce, dairy products, poultry products, fruit, vegetables, livestock and meat of every kind and description.

(d) To conduct the business of purchasing, raising, feeding and selling livestock and animals of any type and description.

(e) To carry on the business of slaughtering livestock and animals of every type and description for the purpose of food, and to dispose of the products thereof; and to purchase, sell and deal in meats, provisions and all classes of produce and packing house products.

(f) To establish and operate warehouses for the storage of any commodity and all types of goods, wares and merchandise, including cold storage, refrigeration and food preservation and processing facilities.

(g) To establish, maintain and conduct merchandising activities of every kind or nature through which goods, wares and merchandise of every kind and description are bartered, exchanged, sold or dealt in.

(h) To buy and sell securities, mortgages, debentures, and other evidences of debt, subject to the provisions of law. To purchase or otherwise acquire, hold and reissue the shares of its capital stock, bonds, debentures, or obligations or securities. To purchase or otherwise acquire, hold, sell, exchange, hypothecate,

1 or deal in, and dispose of stocks, bonds, notes, debentures, or  
2 other evidences of indebtedness and obligations and securities  
3 of any corporation, company, association, partnership, syndicate,  
4 entity or person, domestic or foreign, or of any domestic or foreign  
5 state, government or governmental authority, or of any political  
6 or administrative subdivision or department thereof; to issue its  
7 own shares, bonds, notes, debentures, or other evidence of indebtedness  
8 and obligations and securities for all lawful purposes including  
9 the acquisition of any such shares, bonds, debentures, evidence  
10 of indebtedness, obligations, securities or certificates purchased  
11 or acquired by it, and while the owner or holder of any such shares,  
12 bonds, notes, debentures, evidences of indebtedness, obligations,  
13 securities, or certificates, to exercise all the rights of owner-  
14 ship in respect thereof; and to the extent now, or hereafter, permitted  
15 by law, to aid by loans, subsidy, guarantee, or otherwise, those  
16 issuing, creating, or responsible for any such shares, bonds, notes,  
17 debentures, evidences of indebtedness, obligations, securities  
18 certificates or receipts.

19 (i) To make and perform contracts of any kind or description  
20 in carrying on its business or for the purpose of obtaining or  
21 furthering any of its objects, to borrow or raise money for any  
22 purposes of the corporation, to buy or sell notes, mortgages or  
23 any other evidences of debt including notes and mortgages of this  
24 corporation, to own, buy and sell real and personal property, to  
25 mortgage, hypothecate or otherwise encumber any of said property,  
26 to endorse, guarantee, and secure the payment and satisfaction  
27 of bonds, coupons, mortgages, debentures, obligations and evidences  
28 of indebtedness, and to do any and all other acts and things and  
29 to exercise any and all other powers which a co-partnership or  
30 natural person could do and exercise and which now are or may hereafter  
31 be authorized by law, to have offices, conduct its business and  
32 to promote its objects within and without the State of Idaho without  
restriction as to place or amount and this corporation shall have  
the power to hold meetings within or without the State of Idaho,  
as may be determined from time to time by its By-Laws.

33 (j) To do all and everything necessary, suitable or  
34 proper for the accomplishment of any of the purposes, the attainment  
35 of any of the objects, or the exercise of any of the powers herein  
36 set forth, either alone or in conjunction with other corporations,  
37 firms or individuals, and either as principals or agents, and to  
38 do every other act or acts, thing or things, incidental or appurtenant  
39 to or growing out of or connected with the above mentioned objects,  
40 purposes or powers.

41 (k) In general, but in connection with the foregoing,  
42 said corporation shall have and shall exercise all the powers conferred  
43 by the State of Idaho upon business corporations, it being expressly  
44 provided that the foregoing enumeration of special powers shall  
45 not be held to limit or restrict in any manner such general powers.

46 (l) To conduct all of the above activities in a manner  
47 generally consistent with sound conservation practices generally  
48 recognized as being beneficial for the preservation of the environment  
49 and of wildlife.

### 50 ARTICLE III

#### 51 DURATION

52 The period of existence and duration of life of this

1 corporation shall be perpetual.

2 ARTICLE IV

3 PLACE OF BUSINESS

4 The location and post office address of the registered  
5 office of this corporation in the State of Idaho, shall be: P.O. Box  
6 516, Wilder, Idaho, 83676.

7 ARTICLE V

8 STOCK

9 (a) This corporation is authorized to issue one class  
10 of capital stock, which shall be designated as common stock. The  
11 total number of shares of common stock this corporation shall be  
12 authorized to issue is 500 shares. The par value of the common  
13 stock shall be \$100.00 per share. The aggregate par value of the  
14 common stock shall be \$50,000.00.

15 (b) The entire voting power of the corporation shall  
16 be vested in the holders of the common stock and every shareholder  
17 of record shall have the right at every shareholders' meeting to  
18 one (1) vote for every share of common stock standing in his name  
19 on the books of the corporation.

20 (c) The capital stock of this corporation shall be non-  
21 assessable and the private property of the shareholders shall not  
22 be liable for the debts, obligations and liabilities of this corpora-  
23 tion.

24 ARTICLE VI

25 INCORPORATORS

26 The names and post office addresses of each of the incorpora-  
27 tors of this corporation are as follows:

28	<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
29	Michael D. Garman	3806 Airport Road Caldwell, Idaho 83605	1
30			
31	Stephen K. Garman	P.O. Box 516 Wilder, Idaho 83676	1
32			
	Dean J. Miller	P.O. Box 640 Caldwell, Idaho 83605	1

1 Each of the above named as incorporators is a natural  
2 person of full age and is a citizen of the United States of America.

3 ARTICLE VII

4 DIRECTORS

5 (a) The number of directors of this corporation shall  
6 be at least three (3) (except that in the case where all of the  
7 shares of the corporation are owned beneficially and of record  
8 by either one (1) or two (2) stockholders, the number of directors  
9 may be less than three (3) but not less than the number of stockholders.)  
10 The corporation may provide for additional directors from time  
11 to time by appropriate provisions of the By-Laws.

12 (b) Directors must be shareholders of the corporation.

13 (c) Except as otherwise provided in these Articles of  
14 Incorporation, the number, qualifications, terms of office, manner  
15 of election, time and place, manner of calling of meeting, and  
16 the powers and duties of directors shall be prescribed by the By-  
17 Laws of the corporation.

18 (d) A director may be removed by a two-thirds (2/3)  
19 vote of the shareholders or members at a special meeting for that  
20 purpose, called in the manner provided in Subdivision 2, of Section  
21 30-133, Idaho Code, as the same now exists and all acts amendatory  
22 or supplementary thereto.

23 (e) At all meetings for the election of directors of  
24 this corporation, each stockholder of common stock shall be entitled  
25 to as many votes as shall equal the number of votes, which he would  
26 be entitled to cast for the election of directors with respect  
27 to his shares of stock multiplied by the number of directors to  
28 be elected and he may cast all such votes for a single director  
29 or may distribute them among the number to be voted for or any  
30 two or more of them as he may see fit.

31 (f) A majority of the Board of Directors shall be necessary  
32 to constitute a quorum for the transaction of business and the

GIGRAY, MILLER, DOWNEN & WESTON  
ATTORNEYS AT LAW  
DEARBORN BUILDING  
9TH AND DEARBORN STS. - P.O. BOX 640  
TELEPHONE 208-459-0001  
CALDWELL, IDAHO 83605

1 acts of a majority of the directors present at a meeting at which  
2 a quorum is present shall be the acts of the Board of Directors.

3 (g) The Board of Directors of this corporation shall  
4 have the power to repeal and amend the By-Laws of the corporation  
5 and adopt new By-Laws. Such power shall not extend to making or  
6 altering any By-Laws, fixing the qualifications, classifications,  
7 terms of office, or compensation of the Board of Directors, and  
8 this authority shall not be interpreted as taking from the shareholders  
9 that power and authority given to them by Section 30-134, Idaho  
10 Code.

11 IN WITNESS WHEREOF, For the purpose of forming this corpora-  
12 tion under the laws of the State of Idaho, we, the undersigned,  
13 constituting the incorporators of this corporation, have executed  
14 these Articles of Incorporation this 16<sup>th</sup> day of December, 1977.

15 Michael D. Garman

16 Stephen K. Garman

17 Dean J. Miller

18  
19  
20 STATE OF IDAHO )

ss.

21 County of Canyon )

22 On this 16th day of December, 1977, before me, the  
23 undersigned, a Notary Public in and for said State, personally  
24 appeared MICHAEL D. GARMAN, STEPHEN K. GARMAN and DEAN J.  
25 MILLER, known to me to be the persons whose names are subscribed  
26 to the within instrument and acknowledged to me that they executed  
27 the same.

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

31 Ronald J. Ronchetti

Notary Public for Idaho

Residing at: Caldwell, Idaho

32 ARTICLES OF INCORPORATION - 5