

Articles Of Incorporation

of the

Franklin Milling Co.

Know all men by these presents, that we, whose names are subscribed hereto, do, under and pursuant to the laws of the State of Idaho, associate ourselves together for the purpose of forming an incorporation, and to that end we enter into and execute the following agreement, which shall constitute the Articles of Incorporation of the Franklin Milling Co.

FIRST

The name of this corporation shall be and is the Franklin Milling Company.

SECOND

This corporation is organized at Franklin, Idaho and the principal place of business of this corporation shall be at Franklin, Idaho.

Other places of business in the discretion of the Board of Directors as may be deemed necessary, may be established.

THIRD

This corporation shall endure for a period of Fifty years

FOURTH

The names of the Incorporators, their place of residence and the number of shares subscribed by each subscriber are as follows

Maria R. Smellie	Salt Lake City, Ut	245 Shares
M. R. Kirkham	Salt Lake City, Ut	245 Shares
Raynor Ness	Salt Lake City, Ut	1 Share
W. L. Cooper	Salt Lake City, Ut	1 Share
J. T. Smellie	Franklin, Idaho	8 Shares

Fifth

The amount of the capital stock of this Corporation shall be Ten Thousand (\$10000.00) Dollars, divided into One thousand Shares of the par value of Ten Dollars (\$10.00) each.

Five Hundred Shares shall be placed in the treasury, to be controlled, used or disposed of by the Directors Board for the benefit of the Corporation or its Interests.

SIXTH

The purpose for which this corporation is organized and the general nature of the business to be transacted are:

To carry on the manufacturing and selling of all kinds of Grain Flours, Cereals and merchandise necessary to handle in connection with such a business. To buy, own and handle real-estate and personal property of every kind that may be necessary or convenient for the accomplishment of any one or more of the said purposes or anything incidental or beneficial for the protection of the corporation, its property or its stockholders, and to that end enter into any contract or other arrangement to fully carry out ~~the~~ any or all of the above mentioned purposes of this Company.

The Corporation shall and does hereby organize so that its stock shall be non-assessable.

EIGHTH

The private property of the stockholders of this corporation shall not be liable for the debts of the incorporation.

NINTH

The corporate powers of this corporation shall be vested in a Board of five directors, a majority of whom shall form a quorum for the transaction of business. The said Board is authorized and empowered to carry out the purposes of this corporation as set out in Article Six of this agreement.

The officers of this corporation shall consist of a Board of five directors, a President, a Vice-President, a Secretary and a Treasurer, each of whom shall own and hold at least one share Of the Capital Stock in the Corporation. The President and Vice President shall be chosen by the Board of Directors from their number, and shall constitute a part of the Board and be included in the Directors composing the same. The office of Secretary and Treasurer may be held by one and the same person and may or may not be selected from the Board of Directors, as the Board shall determine. The Board shall be elected annually, and the term of office shall be for a term of one year and until their successors are duly elected and qualified. The names of those who who are selected and appointed officers to act until their successors are elected and qualified are as follows:-

John. T. Smellie, Director and President
Maria R. Smellie, Director and Vice President
E. R. Kirkham, Director, Secretary and Treasurer
Raynor Ness, Director
W. L. Cooper, Director

ELIVENTH

There shall be an annual meeting of the stockholders of the Company at noon on the 2nd day of January, and each year thereafter, except when said day comes on a holiday, then said ~~any~~ meeting shall be held on the day following, at the same hour at the office of the company in Franklin, Idaho, for the purpose of electing directors and transacting such other business as shall lawfully come before the meeting. The Directors shall be elected by ballot and the person receiving the majority of the votes cast shall be held and declared elected, and the Secretary shall immediately notify him or her of his or her election.

Each stockholder shall be entitled to as many votes as he or she holds of the capital stock. Any general or special meeting of the stockholders may be held at any time under the direction of the Board of Directors, upon giving notice to the stockholders.

The Secretary shall notify by mail, each stockholder at his usual place of residence or business, of the stockholders meeting, not less than ten days before said meeting.

TWELFTH

Within ten days after said annual election the Directors shall meet and organize as a Board and elect a President and a Vice-President, a Secretary and a Treasurer. At meetings of the Directors they may vote by ballot or viva-voce.

THIRTEENTH

The Board of Directors shall have power to enact, adopt and provide for the enforcement of by-laws not inconsistent with the Articles of Incorporation, for the government of the corporation, the management of its business and the conducting of its affairs.

FOURTEENTH

Any or either of the officers of this corporation may be removed at any stockholders meeting duly called and held to consider his or her removal, a majority of the capital stock represented at such meeting voting for such removal.

Vacancies caused by removal, resignation, death or by disability may be filled by the Board of Directors.

The Board may remove at its option the incumbent of any office created by the Board.

IN WITNESS WHEREOF, we have hereunto set our hands this Thirteenth day of December 1915 1915

Maria R. Smellie

E. R. Kirkham

Raynor Ness

W. L. Cooper

J. T. Smellie

State of Utah

County of Salt Lake.

Maria R. Smellie, E. R. Kirkham, Raynor R. Ness, W. L. Cooper and J. T. Smellie being each sworn upon their oaths, depose and say each for himself and not one for another as follows:-

That he is one of the incorporators named in the foregoing agreement and that it is bonifide their intentions to commence and carry on the business mentioned in said agreement and that he verily believed that each party to said agreement has paid or is able to pay and will pay the amount of stock subscribed for by him, and that ten per cent of the stock subscribed for and not less than ten per cent of the capital stock of said corporation has actually been paid in.

Maria R. Smellie

E. R. Kirkham

Raynor Ness

W. L. Cooper

J. T. Smellie

Subscribed to and sworn to before me
this 14 day of December 1915

(Seal)

Martin S. Lindsay

My commission expires Aug. 9th. 1919

172-CERTIFICATE OF TRUE COPY-RECORDER.

Printed and for sale by the Statesman Printing Co., Boise, Idaho.

STATE OF IDAHO,
County of Franklin

County Recorder of Franklin

} ss.

I, John A. Koford

County, Idaho,

do hereby certify that the foregoing is a true and correct copy of the original

Articles of Incorporation
of Franklin Milling Company.

now on file and of record in my office at Preston, Idaho.

Given under my hand and the seal of said court, at office in Preston Idaho

this 21st day of December A. D. 1915

Attest:

John A. Koford

County Recorder.

By

Deputy.