



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

MERRILL'S POULTRY FARM, INC.

was filed in the office of the Secretary of State on the **27th** day of **October** A.D., One Thousand Nine Hundred **seventy-five** and ~~will be~~ duly recorded on ~~Film-Not microfilm~~ 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 **Paul, Idaho** in the County of **Minidoka**

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 **7th** day of **October**, A.D., 19 **75**

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

PARSONS, SMITH & PEDERSEN
LAWYERS
BURLEY, IDAHO

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ARTICLES OF INCORPORATION
OF
MERRILL'S POULTRY FARM, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years do by these presents voluntarily associate ourselves together for the purpose of forming a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

We hereby set forth, declare and certify:

ARTICLE I

NAME

This corporation shall be known as "MERRILL'S POULTRY FARM, INC."

ARTICLE II

OBJECTS AND PURPOSES

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

- (a) To own, operate, and manage poultry raising operations, including all aspects of sales and purchase of the same, and including production and sale of all poultry products together with any other lawful agricultural pursuit or undertaking.
- (b) To engage in any commercial, industrial and agricultural enterprise, calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho.
- (c) To generally engage in, do and perform any lawful enterprise, act or vocation that a natural person might, or could do or perform.
- (d) To purchase, lease, own, sell, mortgage, sublease and otherwise acquire lands, buildings, easements, or property, real or personal, which may be requisite for the purposes or capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind, with any person including the right to become a partner and to acquire and take over the

1 good will, property, rights, franchises, and
2 assets of every kind, and the liabilities of any
3 person, firm, association, or corporation, either
4 wholly or in part, and to pay for the same in
5 cash, stocks, bonds of the corporation or otherwise.
6 The corporation is also authorized to guarantee
7 the debts of another.

8 (e) To conduct and carry on the business of buying,
9 selling and dealing in all kinds of grain, hay,
10 or any other farm produce and farm products, livestock,
11 and provisions, and all other kinds of goods, wares,
12 and merchandise, and to do a general commission and
13 brokerage business in any or all of the foregoing
14 kinds of property.

15 (f) To do all and everything necessary, suitable,
16 and proper for the accomplishment of any of the
17 purposes and the attainment of any of the objects,
18 or the furtherance of any of the powers hereinbefore
19 set forth, either alone or in association with other
20 corporations, firms, or individuals, and to do every
21 other act, or acts, thing or things, incidental or
22 pertinent to or growing out of, or connected with the
23 aforesaid objects and purposes, or any part or parts
24 thereof, provided the same be not inconsistent with
25 the laws under which this corporation is organized.

26 ARTICLE III

27 LOCATION

28 The location and post office address of the registered
29 office of this corporation is Route #2, Paul, Minidoka County,
30 Idaho.

31 ARTICLE IV

32 CORPORATE EXISTENCE

33 The term and existence of this corporation shall be
34 perpetual.

35 ARTICLE V

36 CORPORATE STOCK

37 The total authorized number of shares of stock and the
38 par value thereof shall be as follows:

39 <u>TYPE</u>	40 <u>SHARES</u>	41 <u>PAR</u>
42 Common	43 2,500	44 \$100.00 per share

45 ARTICLE VI

46 STOCK

47 The holders of common stock are entitled to all divi-

1 dends declared by the Board of Directors; each shareholder of
2 common stock of record shall be entitled at all meetings of the
3 corporation, or in matters requiring a vote, to one (1) vote for
4 each share of stock standing in his name upon the books of the
5 corporation.

6 The holder of shares of any class of this corporation
7 shall, upon the sale by authorization of the corporation, for
8 cash or shares of the same class, have the right, during a
9 reasonable time to be fixed by the Board of Directors, to purchase
10 shares in proportion to their respective holding of shares of such
11 class, and such price as may be fixed therefore by the Board of
12 Directors, but at not less than par for par value shares.

13 The corporation may purchase its own stock.

14 All stock when fully paid shall be non-assessable.

15 No sale or transfer of stock may be made without a
16 prior offer in writing to the remaining stockholders in the same
17 proportion as their shareholdings, and at the same price, terms
18 and conditions on which the prospective transfer is predicated.

19 ARTICLE VII

20 INCORPORATORS

21 The name and post office address of each of the
22 incorporators and the number of shares subscribed by each are as
23 follows:

24	<u>NAME</u>	<u>ADDRESS</u>	<u>Shares</u>
25	Loyd C. Merrill	Route 2, Paul, Idaho 83347	1 Share
26	Ruth B. Merrill	Route 2, Paul, Idaho 83347	1 Share
27	Harold E. Wilson	Route 2, Paul, Idaho 83347	1 Share

28 ARTICLE VIII

29 BOARD OF DIRECTORS

30 The Board of Directors shall consist of at least three
31 (3) directors, except that if all of the shares of the corporation
32 are owned beneficially and of record by either one or two stock-
holders, the number of directors may be less than three (3) but

1 not less than the number of stockholders. A majority of the
2 Board of Directors shall constitute a quorum for transacting
3 business, and the act of the majority of said quorum of said
4 Board of Directors shall be the act of the Board. The directors
5 need not be stockholders of the corporation.

6 ARTICLE IX

7 AMENDMENT

8 These Articles of Incorporation may be amended in
9 accordance with the provisions of the statutes of the State of
10 Idaho, then in full force and effect; the power to make, repeal,
11 and amend the By-Laws and adopt new By-Laws is hereby conferred
12 upon the directors, as well as the shareholders.

13 ARTICLE X

14 No contract, lease or other transaction between this
15 corporation or any other corporation, whether or not the majority
16 of shares of capital stock of such corporation are owned by this
17 corporation, and no act of this corporation shall in any way be
18 affected or invalidated by the fact that any of the directors of
19 this corporation are pecuniarily or otherwise interested in or
20 are directors or officers of such other corporation; any director,
21 individually, may be a party or may be pecuniarily or otherwise
22 interested in any contract, lease or other transaction of this
23 corporation and any director of the corporation who is so interested
24 may be counted in determining the existence of a quorum at any
25 meeting of the Board of Directors of this corporation which shall
26 consider such contract or transaction and may vote thereon with
27 like force and effect as if he were not so interested.

28 IN WITNESS WHEREOF, we have hereunto set our hands this

29 6th day of October, 1975.

30
31 Harold E. Wilson
32 Harold E. Wilson

Lloyd C. Merrill
Lloyd C. Merrill
Ruth B. Merrill
Ruth B. Merrill

1 STATE OF Idaho)
2 County of Cassia) ss.

3 On this 6th day of October, 1975, before me,
4 the undersigned, a Notary Public in and for said State, personally
5 appeared LOYD C. MERRILL and RUTH B. MERRILL, known to me to be
6 the persons whose names are subscribed to the within instrument,
7 and acknowledged to me that they executed the same.

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

11 Della Mae Johnson
12 Notary Public for Idaho
13 Residing at Burley, Idaho

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16 STATE OF Idaho)
17 County of Cassia) ss.

18 On this 6th day of October, 1975, before me,
19 the undersigned, a Notary Public in and for said State, personally
20 appeared HAROLD E. WILSON, known to me to be the person whose
21 name is subscribed to the within instrument, and acknowledged to
22 me that he executed the same.

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

26 Della Mae Johnson
27 Notary Public for Idaho
28 Residing at Burley, Idaho

CONSENT TO USE OF CORPORATE NAME

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, MERRILL EGG FARM, INC., with its place of business at Route #2, Boise, Idaho, does hereby consent to and authorize the designation of a new corporation to be known as "MERRILL'S POULTRY FARM, INC.". This consent is given to the incorporators of said new corporation, i.e., Loyd C. Merrill, Ruth B. Merrill, and Harold E. Wilson.

MERRILL EGG FARM, INC.

By Reed Merrill
Reed Merrill, President

ATTEST
By Beverly P. Merrill
Title Secretary

STATE OF Idaho)
County of Ada) ss.

On this 15th day of October, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared Reed Merrill and Beverly P. Merrill, known to me to be the President and Secretary respectively of MERRILL EGG FARM, INC., the corporation that executed the foregoing instrument and acknowledged to me that such corporation 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.

Russell S. Brown
Notary Public for Idaho
Residing at Eagle, Idaho