



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**NU - IDA, INC.**

was filed in the office of the Secretary of State on the **Twenty-fourth** day  
of **September** A.D. One Thousand Nine Hundred **Sixty-five** and  
/ will be duly recorded on ~~microfilm~~ **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  
**1742 Overland Ave., Burley** in the County of **Cassia.**

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 **24th** day of **September**,  
A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

NU - IDA, INC.

We, the undersigned, all of whom are natural persons over the age of 21 years and citizens of the United States, being desirous of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby this day voluntarily associate ourselves together for said purpose and agree as follows:

ARTICLE I.

The name of the corporation shall be

NU - IDA, INC.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purposes and powers of the corporation shall be as follows:

1. To enter into the manufacture, refining, treatment and processing of alcohol by the treatment of any and all raw materials and sources from which alcohol may be derived, including, but not limited to, potatoes, grains, animal products and by-products, and other agricultural products and by-products and to market, sell, dispose of and otherwise deal in the end products or any and all by-products both at wholesale and retail to such purchasers as may be interested.

2. To deal in patents and processes of all types and natures and for all purposes whatsoever and to acquire the right to

the use of patents and processes by contract, lease, royalty agreement and any and all other types of arrangements; to hold and use, apply for and obtain patents, patent rights and processes and to allow the same to be used by others upon royalty arrangements, contract, lease, sale and any and all other types and natures of arrangements and to receive in payment therefor monies, products, other patents and processes, stocks, bonds, notes and other securities or any other type of payment satisfactory to the Board of Directors.

3. To manufacture, produce, purchase or otherwise acquire, own, deal in, sell, pledge or otherwise dispose of chemicals of every description, dyes and dye stuffs, acids, alcohols and salts, paints, oils, varnishes, colors and pigments, drugs and pharmaceutical preparations and all articles or materials necessary or useful in connection therewith and in general, goods, wares and merchandise of every kind and description.

4. To carry on the business of chemists, druggists, oil and color men, importers and manufacturers of and dealers in pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, cements, oils, paints, pigments and varnishes, drugs, dye ware, paint and color grinders, makers and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials; to manufacture, import, export, purchase, sell and deal in drugs, medicines, paints, chemicals, oils, dye stuffs, alcohol and any and all other types of merchandise.

5. To purchase, acquire, buy, sell and deal in agricultural products of every kind and nature, including, but not limited

to, potatoes, grains, animals and animal products to be used in the manufacture, compounding, corporation, treatment and processing of chemicals and other products of all kinds and natures, or to deal in and sell, dispose of, hypothecate, mortgage, encumber and otherwise turn to account said agricultural commodities without manufacturing, processing or treating same in any manner whatsoever.

6. To buy and sell agricultural products and by-products of every kind and nature whatsoever; to own, maintain and operate warehouses, storehouses, storage cellars, graineries, elevators; to buy, sell and otherwise deal in agricultural products at wholesale or retail or to act as jobber, warehouser, or distributor of such products or by-products; to own and operate feed lots, feeding pens, ranches and farms of all kinds and natures; to own and operate slaughter houses, abattoirs, packing houses, meat processing plants and other related facilities of every type and nature.

7. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise invest, trade or deal in any manner permitted by law real and personal property of every kind or description or any interest or types of interest therein.

8. To enter into joint ventures, partnerships and other associations of all types and natures both limited and general.

9. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise invest, trade or deal in in any manner permitted by law real and personal property, plants and manufactories of all kinds and natures.

10. To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and of the interest thereon by mortgage on or pledge, conveyance or assignment in trust of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such security or other obligations of the corporation for its corporate purposes.

11. To promote, cause to be organized, finance and aid by loan, subsidy, guarantee or otherwise any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign located in or organized under the laws of any authority, and security of which is held directly or indirectly by or for the corporation or in the business, financing or welfare of which the corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of any of the foregoing, and to guarantee by endorsement or otherwise the payment of the principal of or interest or dividends on any such security and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such security.

12. To acquire all or any part of the securities, good will, rights, property or assets of all kinds and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation or otherwise in any manner permitted by law and to conduct in any lawful manner, the whole or any part of any business so acquired.

13. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperate with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

14. To make any guarantee respecting securities, indebtedness, dividends, interest, contracts or other obligations so far as the same may be permitted to be done under the laws of the jurisdictions where the corporation may be operating and the State of Idaho.

15. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of and to re-issue or cancel the shares of its own capital stock or bonds or any securities or

other obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of the State of Idaho and other jurisdictions where the corporation may be operating.

16. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of and to re-issue or cancel the shares of its own capital stock or bonds or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of the State of Idaho and other jurisdictions where the corporation may be operating; to purchase or to otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of and deal in shares of the capital stock or bonds or other securities, obligations or evidences of indebtedness of other corporations in the manner and to the extent now or hereafter permitted by the laws of the State of Idaho and other jurisdictions where the corporation may be operating.

17. To purchase, take, lease, improve and hold real and personal property whether for investment or for its own use or to protect existing interest therein or for other purposes, and to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to act as agent for others in the purchase, sale, renting and management of real estate and lease-hold interests therein.

18. In general to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Idaho and to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any

part of the world as principal factor, agent, contractor, trustee or otherwise either alone or in syndicates or otherwise in conjunction with any person, entity, syndicate, partnership, association or corporation, governmental, municipal or public authority, domestic or foreign; to enter into and participate in joint ventures, partnerships and all other kinds and types of associations; to establish and maintain offices and agencies and to exercise all or any of its corporate powers and rights throughout the world.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumerations and specified powers shall not be held to limit or restrict in any manner the general powers of this corporation granted to it by its right of existence as provided by the laws of the State of Idaho and are in furtherance of and in addition to and not in limitation of the general powers of this corporation conferred by said laws of the State of Idaho.

It is the intention that the purposes, objects and powers specified in this Article and all subdivisions thereof shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article and that each of the purposes, objects and powers specified in this Article shall be regarded as independent purposes, objects and powers.

#### ARTICLE IV.

The location and post office address of the registered office of the corporation in the State of Idaho is 1742 Overland Avenue, Burley, Idaho.



#### ARTICLE V.

The total authorized capital stock of the corporation shall be one million dollars (\$1,000,000) divided into one million (1,000,000) shares of capital stock, all of one class, common, capital, equal and identical in voting (one vote per share, no cumulative voting), dividend, distribution and distribution rights and in all other respects.

#### ARTICLE VI.

Each share of capital stock shall entitle the holder thereof to One (1) vote at all special and general meetings of the stockholders.

#### ARTICLE VII.

No holder of capital stock shall have any right as such holder to purchase or subscribe for or otherwise acquire any shares of stock or any securities or obligations convertible into or any right of option to purchase any shares of stock, obligations, rights or options which may be issued by the corporation and such securities, obligations, or options may be issued and disposed of by the Board of Directors of said corporation to such persons, firms, corporations and associations and for such lawful consideration and on such terms and conditions as the Board of Directors of said corporation in its sole discretion may determine without offering the same or any thereof to the stockholders, i.e., there shall be no preemptive rights.

#### ARTICLE VIII.

The name and post office address of each of the incorporators and the number of shares for which each has subscribed

are as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>
Floyd Daniel West Declo, Idaho	10
Wilbert Henry Moller 824 6th Street Rupert, Idaho	10
Arlo Montgomery Heyburn, Idaho	10
Foley Abbott 1310 South 2nd East, Box 683 Mountain Home, Idaho	10
Russell Johnson Melba, Idaho	10
Lloyd Eldon Cox 1535 Burton Avenue Burley, Idaho	10
John Trevino 914 9th Street Rupert, Idaho	10
Floyd Clark 2614 Bannock Avenue Boise, Idaho	10
Owen Scott Smith 120 South B Street Grangeville, Idaho	10
Dr. Eugene Victor Simison 84 Valley View Drive Pocatello, Idaho	10
Total Number of Shares Issued and Outstanding	100

#### ARTICLE IX.

Any provision of these Articles of Incorporation may be amended by affirmative vote of the holders of at least a majority of the issued and outstanding voting stock.

IN WITNESS WHEREOF, the parties hereto have set their  
hands this 31<sup>st</sup> day of June, 1965.

Floyd D. West  
Wilbert H. Moller  
Arlo Montgomery  
John Trevino  
Owen S. Smith  
Lloyd E. Cox  
Foley Abbott  
Floyd L. Clark  
Russell Johnson  
Dr. E. V. Simison

STATE OF IDAHO     )  
                              ) ss.  
County of Cassia    )

On this 31<sup>st</sup> day of June, 1965, personally appeared  
Floyd D. West, Wilbert H. Moller, Arlo Montgomery, Foley Abbott,  
Russell Johnson, Lloyd E. Cox, John Trevino, Floyd Clark, Owen S.  
Smith and Dr. E. V. Simison, who by me being first duly sworn  
did acknowledge to me, each for himself, that he is one of the  
incorporators of NU - IDA, INC. and that he did execute the  
foregoing Articles of Incorporation.

[Signature]  
Notary Public for Idaho  
Residing at Burley, Idaho