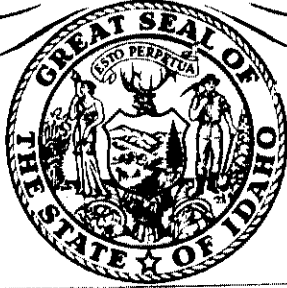


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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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

CLEAR SPRINGS TROUT CO.

was filed in the office of the Secretary of State on the **Twenty-sixth** day
August **Sixty-six** and
will be A.D. One Thousand Nine Hundred
XXXXXX microfilm

duly recorded on Film No. 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 **Twin Falls.**
Dahl, in the County of

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 **26th** day of **August**, **66** A.D., 19 .

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 CLEAR SPRINGS TROUT CO.

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5 KNOW ALL MEN BY THESE PRESENTS:

6 That the undersigned, Jess O. Eastman, Jr., Delva
7 Eastman and John C. Hepworth, all of Buhl, Twin Falls County,
8 Idaho, each and all citizens of the United States of America,
9 and each and all of the age of majority, do hereby associate
10 themselves together for the purpose of forming a corporation
11 under the laws of the State of Idaho, and to that end do hereby
12 adopt and execute the following Articles of Incorporation, and
13 do hereby certify and declare:

14 ARTICLE I.

15 That the name of said corporation is and shall be:

16 Clear Springs Trout Co.

17 ARTICLE II.

18 That said corporation is formed for the following
19 purposes:

20 (a) To engage in and carry on the business of propa-
21 gating and producing trout and owning, leasing, operating and
22 managing a trout farm or other fish farm and a processing and
23 packing plant; to process, propagate, produce, preserve, package
24 and otherwise prepare for sale and distribution, both the whole-
25 sale and retail trout, trout by-products and trout food, and sell
26 said trout, trout by-products and trout food both at wholesale and
27 retail; to sell trout, both live or in the process form.

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1 (b) For the purpose of buying, selling, jobbing or
2 otherwise dealing in, either in wholesale or retail trout and
3 other fish of every nature and description both on its own account
4 and as agent for other persons or corporations.

5 (c) To construct, equip, maintain and work trucks or
6 other motor vehicles appropriate for the carriage and transporta-
7 tion of trout and other fish of every nature and description and
8 to carry on the business of transporting said goods both inter-
9 state and intrastate and in foreign countries; to purchase,
10 construct, sell, hire or let trucks, engines, machinery and other
11 chattels and things used for any of the above purposes.

12 (d) To receive, acquire, hold, purchase, dispose of,
13 convey, mortgage, and/or lease, real and personal properties; to
14 dispose of, sell, lease, sign, transfer, mortgage and/or convey
15 any rights, privileges, franchises, real or personal property of
16 the corporation, other than its franchise of being a corporation,
17 and to acquire, purchase, guarantee, hold, mortgage, own, vote,
18 sell, pledge and/or otherwise dispose of and deal in shares,
19 bonds, securities and debentures and other evidences of indebted-
20 ness, of its own and of other corporations, domestic and/or
21 foreign; to own real estate and to enter into leases and options
22 thereof; to own personal property of every kind or nature or
23 to lease and sell the same; to own water filings or rights, or
24 sell, assign or purchase the same.

25 (e) To conduct business in this state, other states,
26 District of Columbia, territories and colonies of the United
27 States and in foreign countries, and to have one or more offices

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1 and places of business out of this state, and to acquire, receive,
2 hold, purchase, lease, mortgage, dispose of, and/or convey real
3 and personal property situate out of this state.

4 (f) To enter into, make, perform and carry out con-
5 tracts of every kind and for any lawful purpose, without limit
6 as to amount, with any person, firm, association, corporation,
7 municipality, state or government, or any subdivision, district
8 or department thereof.

9 (g) To carry on any lawful business whatsoever in
10 connection with the foregoing or which is calculated directly or
11 indirectly to promote the interest of the corporation or to
12 enhance the value of its properties and to have and exercise all
13 right, powers and privileges which are now or may hereafter be
14 conferred by the State of Idaho upon corporations; to execute
15 from time to time general or special powers of attorney to per-
16 sons, firms, associations or corporations and to revoke same as
17 and when the Board of Directors may determine; and to do any or
18 all of the things herein set forth to the same extent as natural
19 persons might or could do.

20 (h) Any and all of the rights, powers, privileges or
21 restrictions in these Articles of Incorporation granted and con-
22 tained, conferred or imposed may be enlarged, amended, altered,
23 changed in any manner and to any extent, or repealed by Articles
24 of Amendment made, executed, authorized by the laws of the State
25 of Idaho.

26 (i) To do any and all such other acts, things, business
27 or businesses in any manner connected with or necessary, incidental,
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1 convenient or auxiliary to any of the objects hereinbefore
2 enumerated, or calculated, directly or indirectly to promote the
3 interest of the corporation and to carry on its purpose, or for
4 the purpose of attaining or furthering in any of its businesses.

5 (j) To lend money and negotiate loans; to draw, accept,
6 endorse, discount, sell and deliver bills of exchange, promissory
7 notes, bonds, obligations, securities of any government or
8 authority or company; to form, promote, subsidize and assist
9 companies, firms, and partnerships of all kinds; to act as surety
10 and guarantor in any and all types of engagements, including the
11 power to execute, endorse and deliver contracts and to guarantee
12 the prompt and faithful performance and payment of debts, notes,
13 agreements, contracts and undertakings of any other person, firm,
14 partnership or corporation; and including also the power to act
15 as an accommodation co-maker or guarantor of obligations either
16 as a primary or secondary obliger; to enter into any arrange-
17 ments with any authorities, municipal, local or otherwise condu-
18 cive to the company's objects or any of them, and to obtain from
19 any such government or authority any rights, privileges and con-
20 cessions which the company may think it desirable to obtain, and
21 to carry out, exercise and comply with any such arrangement,
22 rights, privileges, and concessions. Generally to carry on and
23 undertake any business, undertaking, transaction, or operation
24 commonly carried on or calculated directly or indirectly to
25 enhance the value of, or render profitable, any of the company's
26 property or rights.

27 k. The several clauses contained in this statement of
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1 purposes shall be construed, as both purposes and powers, and
2 the statements contained in each clause shall, except where other-
3 wise expressed, be in no way limited or restricted by reference
4 to or inference from the terms of any other clause, but shall be
5 regarded as independent purposes and powers.

6 ARTICLE III.

7 That the location and post office address of the
8 corporation shall be at Buhl, Twin Falls County, State of Idaho.

9 ARTICLE IV.

10 That, subject to dissolution, in the manner provided by
11 law, the duration of this corporation shall be perpetual.

12 ARTICLE V.

13 That the amount of the authorized stock of said corpora-
14 tion shall be \$300,000.00 divided into 3,000 shares of common
15 stock, of the par value of \$100 per share.

16 ARTICLE VI.

17 That the names and post office addresses of each of
18 the incorporators and the number of shares subscribed by each is
19 as follows:

20	<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
21	Jess O. Eastman Jr.	Route #4, Buhl, Idaho	1
	Delva Eastman	Route #4, Buhl, Idaho	1
22	John C. Hepworth	316 Main, Buhl, Idaho	1

23 ARTICLE VII.

24 The private property of the stockholders of the corpora-
25 tion shall not be subject to the payment of corporate debts to
26 any extent, whatever, and the shares of the corporation shall not
27 be subject to assessment for the purpose of paying expenses, con-
28 ducting business, or paying debts of the corporation.

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ARTICLE VIII.

The number of directors of the corporation shall be as specified in the Bylaws, provided the number of directors of the corporation shall not be less than three. In case of any increase in the number of directors, 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.

All the officers of the corporation shall be stockholders, except that the secretary and treasurer may, but need not be stockholders, and any two or more offices may be held by the same one person except the office of president and treasurer. The term of office of the officers, except as in these articles otherwise expressly provided, shall be for one year and until their successors shall have been elected and qualified, unless sooner removed or resigned, as herein provided.

ARTICLE IX.

A majority of the board of directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation and, except as otherwise provided herein, may mortgage, pledge, sell or otherwise dispose of real or personal property of the corporation for the purpose of carrying on the business of the corporation. The board of directors shall have power to appoint agents and servants of the corporation, prescribe their duties and remove them at pleasure and may fix the compensation of the officers, agents and servants of the corporation, and shall have power to vote and

1 grant to themselves (any any officer or director may join in
2 granting to himself such salary), commission or compensation for
3 their services as officer or director, or both as they may deter-
4 mine. The board of directors or the stockholders may, by a
5 majority vote, adopt Bylaws for the regulation of the affairs
6 of the corporation, and by a majority vote amend or repeal the
7 same, provided that such Bylaws shall not conflict with these
8 Articles of Incorporation. The Bylaws adopted by the directors
9 shall provide the time and place of directors' meetings and the
10 manner of calling the same, which meeting may be held within or
11 without the State of Idaho.

12 In Witness Whereof, the parties have hereunto set their
13 hands this 24 day of August, 1966.

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Jess O. Eastman Jr.
Delva Eastman
John C. Hepworth

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 24 day of August, 1966, before me,
the undersigned, a notary public, personally appeared Jess O.
Eastman, Jr., Delva Eastman and John C. Hepworth, known to me to
be the persons whose names are subscribed to the foregoing
instrument and acknowledged to me that they executed the fore-
going Articles of Incorporation and that all of the incorporators
named therein are full-age citizens of the United States.

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In Witness Whereof, I have hereunto set my hand and seal the day and year in this certificate first above written.

Michael H. Pether

Notary Public for Idaho
Residing at Buhl, Idaho