

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

~~LOUIS E. SLAPP~~
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

SHELLEY POTATO INC.,

was filed in the office of the Secretary of State on the **Twenty-first** day
November A.D. One Thousand Nine Hundred **Sixty-six** and
~~will be~~ duly recorded on ~~Film No.~~ **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
Shelley, in the County of **Blighan.**

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 **21st** day of **November**,
A.D., 19⁵⁶.

Secretary of State.

ARTICLES OF INCORPORATION

of

SHELLEY POTATO INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being three or more persons of legal age and citizens of the United States of America, do voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and hereby agree as follows:

ARTICLE I.

The name of this corporation is SHELLEY POTATO INC.

ARTICLE II.

The location and post office address of the corporation's registered office in the State of Idaho is 210 South Spud Alley, Shelley, Idaho, but branch places of business, each complete in itself, for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho and within or without the United States of America.

ARTICLE III.

The corporation is to have perpetual existence.

ARTICLE IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis.:

A. To engage in any commercial, industrial or business enterprise calculated or designed to be profitable to this corporation which is in conformity with the laws of the State of Idaho; and without in any manner limiting the foregoing, to engage in the purchasing, fresh packaging, and the marketing and distributing of vegetable products, including but not limited to potatoes and potato products, and to engage in the manufacturing, purchasing, marketing, packaging, and distributing

of food and food products for consumption by humans and all kinds of animals; and to carry on all other businesses incident thereto or connected therewith; and to do a general commission and broker's business in any and all of the foregoing enterprises; to deal in, buy and sell, at wholesale or retail, on commission or otherwise, all kinds of farm produce and livestock, fertilizers, commodities and supplies of all kinds; to engage in farming and the raising of livestock of all kinds; to buy, sell, trade, exchange and deal in, both at wholesale and retail, all products, commodities and merchandise as may from time to time be deemed necessary, proper and desirable in the conduct of any merchandising business; and to do each and every thing necessary, suitable or proper for the accomplishment of any of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

B. To lend money and negotiate loans either without security or on security of any type relating to real or personal property or choses in action of any nature whatsoever; to make, execute, draw, accept, endorse, discount, pledge, buy, sell and otherwise deal with and in promissory notes, bills of exchange, drafts, warrants, bonds, debentures, choses in action, securities and evidences of indebtedness of all kinds.

C. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal in and with property and property rights of all kinds; and to compromise and settle demands, accounts and claims of all kinds.

D. To appoint agents, subagents, salesmen and dealers and to enter into contracts and agreements with the same.

E. To purchase, or otherwise, acquire, own, hold, lease, sell, convey, exchange, assign, transfer, mortgage, encumber, pledge, trade and deal in personal property of every class and description including personal property located outside of the State of Idaho.

F. To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, sell, convey, transfer,

develop, explore, exploit, improve, operate, lease, enjoy, control, manage, encumber, or otherwise dispose of real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and real property rights of every kind, nature and description whatsoever including such as are located outside of the State of Idaho.

G. To enter into, make, perform and carry out contracts or obligations of any type or kind, with any person, firm, association, or corporation essential, necessary or proper to the transaction of its affairs, or for the welfare of the corporation.

H. To organize, finance, develop, form, merge, re-organize and promote any business, concern, firm, association or corporation, domestic or foreign; and in connection therewith to acquire the same and to make payment therefor in cash or with stocks or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of any transferor thereof, or otherwise; to hold or in any manner dispose of the whole or any part of the assets so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

I. To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith to transfer collateral or rights of any type to the lender as security therefor either alone or jointly with any other person, firm, or corporation.

J. To purchase or otherwise acquire, hold, and sell, pledge, transfer or otherwise dispose of shares of its own capital stock; provided, that the funds or property of the corporation shall be used for the purchase of its own shares of capital stock only in accordance with the laws of the State of Idaho.

K. To conduct business and to exercise any of the corporate powers both within and without the State of Idaho and in any and all foreign countries and to have one or more offices and places

of business out of this state, and in particular to acquire, receive, hold, purchase, lease, mortgage, dispose of and convey interests in real and personal property situate out of the State of Idaho.

L. To have, exercise, and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges conferred upon general business corporations by Chapter 1, Title 30, Idaho Code Annotated.

M. All of the foregoing provisions of this Articles IV are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not limit or restrict in any manner the general powers of the corporation. The purposes, objects and powers specified in each of the paragraphs of this Article IV of the Articles of Incorporation shall in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article IV or of any provision of these Articles of Incorporation, and the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act prohibited to corporations formed under the laws of the State of Idaho.

ARTICLE V.

The amount of the capital stock of this corporation shall be \$50,000.00 divided into 500 shares of common stock of the par value of \$100.00 per share. Such shares shall not be transferable after issuance until all indebtedness of the holder thereof to the corporation shall have been paid in full, except with the consent of the board of directors; and the corporation first and then the holders of the outstanding shares shall have a first and second right of refusal respectively to purchase or otherwise acquire the shares of any shareholder desiring to sell shares

held by him for such consideration and upon such terms and conditions as such shareholder may be willing to accept from any third party. The right of refusal belonging to the shareholders may be exercised jointly or severally provided that each shareholder shall have the right to purchase severally, sufficient of the shares being offered for sale to maintain his relative voting power in the corporation.

ARTICLE VI.

All stock of the corporation not subscribed for shall remain in the corporation treasury as treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to such persons as the Board of Directors may determine, including the power and authority to issue the said stock for consideration other than cash, such as for labor, services performed, or other personal and/or real property.

ARTICLE VII.

The private property of the stockholders of this corporation shall not be liable for the debts, obligations, or liabilities of the corporation.

ARTICLE VIII.

The names and post office addresses of the incorporators, and the number of shares subscribed by each, are as follows:

| Name | Address | Shares | Stock | Amount |
|----------------------|-------------------------------------|--------|--------|------------|
| OTTO KORTE | 262 East 15th Idaho Falls, Idaho | 1 | Common | \$100.00 |
| KENT E. CARLSON | 394 South Park Shelley, Idaho | 1 | Common | \$100.00 |
| DEWEY M. CHRISTENSEN | Route #1 Shelley, Idaho | 1 | Common | \$100.00 ✓ |

ARTICLE IX.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to adopt, alter, amend, or repeal the by-laws of the corporation subsequent to the adoption of the initial by-laws by the shareholders.

ARTICLE X.

Meetings of the shareholders and of the Board of Directors may be held within or without the State of Idaho and at such times and places as may be provided by the by-laws.

ARTICLE XI.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the officers or directors of the corporation are financially or otherwise interested in, or are officers or directors of such other corporation or are otherwise interested in or affected by such actions and any officer or director individually, or any firm of which such officer or director may be a member, may be a party to, or may be financially or otherwise interested in, any contact or transaction of the corporation, provided that such officer or director shall, prior to the transaction, disclose to the Board of Directors of the corporation his interest, if not otherwise actually known thereto and any such director of the corporation may, with the consent of a majority of the other directors, participate in any meeting which shall consider such contract or transaction, with like force and effect as if he were not so interested.

ARTICLE XII.

The holders of each class of shares of the corporation shall, upon the sale by the corporation of unissued or treasury shares of the same class, have the right to subscribe and purchase an amount of such shares proportionate to their then respective shareholdings for such consideration and upon such terms as the Board of Directors shall then be willing to accept from third parties. Such right shall be exercised within thirty days following written notification to the shareholders of such sale.

ARTICLE XIII.

The corporate powers shall be vested in and be exercised by a Board of Directors which shall consist of three members, to be

elected annually by the shareholders at the shareholders annual meeting, provided that the number of directors may be increased by action of the shareholders. Each director shall hold office until his successor shall have been elected and qualified. The Board of Directors shall hold meetings at such times and places as a majority may from time to time appoint.

ARTICLE XIV.

An annual meeting of the shareholders shall be held within or without of the State of Idaho at such time and at such place as the by-laws may provide. Unless otherwise provided by the by-laws, all of the shareholders must be present at a shareholders meeting in order to form a quorum for purposes of electing directors. The presence of the holders of a majority of the voting power of all shareholders shall be required in order to form a quorum for all other purposes.

ARTICLE XV.

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands this
__ day of November 1966.

Dewey M. Christensen
Otto Korte
Kent E. Carlson

STATE OF IDAHO)
 : ss.
County of Bingham)

On this 16th day of November 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared OTTO KORTE, KENT E. CARLSON, and DEWEY M. CHRISTENSEN, known to me to be the persons whose names are subscribed to the above and foregoing ARTICLES OF INCORPORATION and acknowledged

to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first mentioned above.

Ruby Nielsen
Notary Public for the
State of Idaho
Residing at Shelley, Idaho
My Commission expires: 1-2-69