

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

INCO LAND, INC.

was filed in the office of the Secretary of State on the **10th** day
of **June** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **103** 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

in the County of

Twin Falls

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 **10th** day of **June**,
A.D., **1958**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

INCO LAND, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are of full age and are citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify:

I.

That the name of the said corporation shall be "INCO LAND, INC."

II.

That the purposes for which said corporation is formed are:

1.-To own, hold, buy, sell and otherwise acquire or exchange, breed, develop and handle cattle, horses, sheep, hogs and other livestock and to engage in the livestock business generally and to buy, sell, store and otherwise acquire and exchange the by-products of such livestock business; to engage in the business of farming, the reclamation, irrigation, drainage and development of farms and farm lands and range lands and to plant, grow, produce and develop, buy, sell and otherwise acquire and exchange any and all types of agricultural crops including grain, feed, hay, straw, seeds, vegetables and fruits and the grading, sorting, preserving, processing and marketing thereof, either at wholesale or retail.

2.-To purchase or otherwise acquire, own, hold, sell, improve, lease, mortgage, use and operate real estate or any interest therein within the State of Idaho or within any of the several states of the United States and to erect, manage, care for, maintain, extend, alter, use and operate warehouses, storage plants, silos, cellars, buildings, ditches, canals, fences and other improvements thereon and to purchase and otherwise acquire, own, hold, lease, mortgage, sell and otherwise dispose of, hire, use and operate such agricultural or farm implements, machinery, equipment, motor vehicles or other personal property as may be necessary or convenient for the transaction of its business or to carry out the purposes for which this corporation is formed.

3.-To borrow and lend money and negotiate loans, draw acceptances, make, issue, draw, endorse, discount, buy, and sell conditional sales contracts, bills of exchange, prom-

issory notes, bonds, debentures, coupons and other negotiable instruments, and securities, and mortgages and pledge agreements; to issue, subscribe for, take, acquire and hold, sell, exchange and deal in shares of capital stock, including the capital stock issued by it, and bonds, obligations and securities of any government or authority or company; to give any guaranty for the payment of money or performance of any obligation or undertaking incidental or appropriate for the carrying on generally of its business; to enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or corporation, private, public or municipal or body politic and with the government of the United States or any state, territory or colony thereof, or any foreign country; to make charitable and business donations or gifts.

4.-To create, purchase, own, hold, sell and otherwise acquire or exchange patent rights and inventions and designs with the right to issue licenses for the same and receive pay therefor.

5.-To employ executives, managers, bookkeepers, salesmen, clerical assistants and any and all employees that may be necessary or convenient to the proper carrying on of its business and in carrying on its business or for the purpose of attaining or furthering any of its objects to do any and all things which a co-partnership or natural person could do and exercise and which is now or hereafter may be authorized by law.

6.-To exercise, use and employ the authority specified in Section 30-114 Idaho Code, 1947, and to have, exercise, use and employ any or all of the same and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth both within and without the State of Idaho and within the United States of America, District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more corporate or business offices and places of business within and without said State, said United States of America, District of Columbia, territories and colonies of the United States and in foreign countries.

The statements contained in the several subdivisions numbered 1 to 6 of this Paragraph shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision but shall be regarded as independent purposes and powers. The several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers con-

ferred on this type of corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

III.

That the principal place of business, registered office and the location and post office address of the registered office of said corporation shall be Twin Falls, in the County of Twin Falls, State of Idaho.

IV.

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

V.

That the number of Directors of said corporation shall be not less than three (3) nor more than five (5), which number of Directors shall be fixed by the By-Laws of the corporation.

VI.

1.-The total authorized number of shares to be issued by the corporation shall be fifty (50) shares of common stock without nominal or par value.

2.-All of such shares when fully paid shall be non-assessable.

3.-Each holder of common stock shall be entitled to vote on all matters, one vote for each share of stock so held by him.

4.-In all elections of directors each holder of Common Stock shall have the right to vote the votes allocable to the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate such votes and give one candidate as many votes as the number of directors multiplied by the number of votes allocable to his shares shall equal, or to distribute such votes on the same principle among as many candidates as he shall think fit.

VI.

The following are the names and post office addresses of the incorporators, together with the number of shares which are subscribed by each, set opposite their respective names:

NAME:	POST OFFICE ADDRESS:	NO. OF SHARES OF STOCK:
HAROLD M. ABEND	636 West 36th St. New York 18, New York	5 shares
ROBERT H. ABEND	636 West 36th St. New York 18, New York	5 shares
JOHN KERBS	Rupert, Idaho	10 shares
LELAN L. BLACK	266 Buchanan Twin Falls, Idaho	10 shares

VII.

The Board of Directors shall have the power to repeal and amend the by-laws of the corporation, and adopt new by-laws, at any meeting of the Board of Directors, by two-thirds affirmative vote of the Board, but the Board of Directors shall not make or alter any by-law fixing their qualifications, classifications, term of office or compensation. All by-laws shall be subject to amendment, alteration and repeal by the stockholders at any annual meeting and at any special meeting called for such purpose.

IN WITNESS WHEREOF, We have hereunto signed quadruplicate originals of these Articles of Incorporation this 17th day of March, 1958.

Harold M. Abend
 Address: 636 West 36th St.
 New York, New York

Robert H. Abend
 Address: 636 West 36th St.
 New York, New York

John Kerbs
 Address: Rupert, Idaho

Lelan L. Black
 Address: 266 Buchanan
 Twin Falls, Idaho

STATE OF NEW YORK,)
COUNTY OF NEW YORK,) SS.

On this 17 day of March, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared HAROLD M. ABEND and ROBERT H. ABEND, known to me to be the persons whose names are subscribed to the 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 in this certificate first above written.

Jack Topal
Notary Public for New York
Residing at New York, New York.

My commission expires

Jack Topal
JACK TOPAL
Notary Public State of New York
No. 41-9357950 Qual. in Queens County
Commission Expires March 30, 1958

STATE OF IDAHO,)
COUNTY OF Minidoka) SS.

On this 27th day of March, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN KERBS, known to me to the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he 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.

Louis B. Stephens
Notary Public for Idaho,
Residing at Rupert, Idaho.

STATE OF IDAHO,)
COUNTY OF TWIN FALLS,) SS.

On this 21 day of March, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared LELAN L. BLACK, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he 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.

Donothy J. Dolling
Notary Public for Idaho,
Residing at Twin Falls, Idaho.