



Department of State

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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

BINGHAM PRODUCE, INC.,

was filed in the office of the Secretary of State on the **Seventeenth** day
November **Sixty-six**
will be A.D. One Thousand Nine Hundred and
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 **Bingham.**

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 **17th** day of **November**, A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BINGHAM PRODUCE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and 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 we do hereby certify:

I.

That the name of the corporation shall be BINGHAM PRODUCE, INC.

II.

That the purposes for which this corporation is formed are:

1. To engage in and carry on a general business in the business of producing, warehousing, storing and forwarding of potatoes and potato products and all type of farm produce and in any and all other goods, wares, and merchandise; to buy, sell, trade, exchange and deal in, all of such articles and any other articles and merchandise as may from time to time be deemed necessary, proper and expedient in the conduct of such business.
2. To conduct a general produce business, including the dealing in potatoes and all other farm products. To buy, sell, trade, exchange and deal in any other articles or commodities necessary, proper or desirable in the conduct of such business, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the objects herein enumerated of which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.
3. To transact the business of investing on behalf of itself and/or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, in selling or otherwise disposing of the same, or any part thereof, or interest therein.
4. To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

5. To loan money on any stock, bond, debenture, participation, certificate, contract or other writing, or personal property, or upon the security of real estate, and to collect said loans, together with interest thereon.

6. To purchase, or otherwise acquire, to own, hold, use and enjoy, to improve, lease, mortgage, sell and transfer, exchange or otherwise dispose of; to invest in, trade in and deal with, and deal in, real estate of every kind and description.

7. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security contract, overdraft, claim, judgment, choses in action, real estate, fixtures, furniture, or any other asset not herein enumerated.

8. To sue and be sued, appear and complain and defend in any Court of law and equity, or before any Board, Commission or Tribunal.

9. To make secured loans in any amount, and to sell participations in such loans, either with or without recourse, and to hold collateral in connection therewith in trust for the holders of participations, and to hold the evidence of debt in connection with such loans, and to issue evidences of interest of any person, partnership, firm, or corporation or association which may purchase any interest in such loan; and to enforce the collection thereof for the benefit of the holders of such participations.

10. To do all things necessary, essential, convenient or proper for the accomplishment of any and all of the aforementioned purposes or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

III.

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

IV.

That the principal place of business, and the registered office and the location and Post Office Address of the registered office of said corporation shall be Spud Alley, City of Shelley, County of Bingham, State of Idaho.

V.

That the total authorized capital stock of said corporation shall be Twenty-Five Thousand Dollars (\$25,000.00), divided into Twenty-Five Thousand (25,000) shares, of the par value of One Dollar (\$1.00) each, and all of such capital stock shall be common stock.

VI.

That the number of directors of said corporation shall be at least three (3) and shall not exceed six (6), to be elected annually.

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. All By-Laws shall be subject to amendment, alternation and repeal by the Stockholders at any annual meeting or at any special meeting called for such purpose.

VIII.

The capital stock of this corporation shall be non-assessable and the private property of the shareholders of this corporation shall not be liable for the debts, obligations, or liabilities of this corporation.

IX.

The following are the names and Post Office addresses of the incorporators, together with the number of shares subscribed by each:

NAME	ADDRESS	SHARES
Nolan Gneiting	Post Office Box 496, Shelley, Idaho	1
Bud Speas	General Delivery, Shelley, Idaho	1
Triece Collins	Post Office Box 317, Shelley, Idaho	1

IN WITNESS WHEREOF, we have hereunto set our hands this 15th day of November, 1966.

Nolan Gneiting

Triece Collins

Bud Speas

THOMAS E. MOSS
 ATTORNEY AT LAW
 THORESON BUILDING
 P. O. BOX 944
 BLACKFOOT, IDAHO 83221
 TELEPHONE 785-4518

STATE OF IDAHO,)
County of Bingham.) ss.

I HEREBY CERTIFY that on this 15th day of November, 1966, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Nolan Gneiting, Bud Speas, and Triece Collins, known to me to be the persons whose names are subscribed to the within and foregoing instrument, 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.

Thomas E. Moss

(Seal)

Notary Public for State of Idaho
Residing at Shelley, Idaho
My Commission Expires 9/26/70