



Department of State.

CERTIFICATE OF INCORPORATION

GEO. H. CURTIS,

I, [REDACTED] 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

IDAHO FAIM PRODUCTS CO.

was filed in the office of the Secretary of State on the fifth day
of October ~~1933~~ Forty
of A. D. One Thousand Nine Hundred Thirty- and
33
duly recorded in Book A- of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

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

from ~~the date~~ the date hereof, with its registered office in this State located at
in the County of .

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. ~~Done~~ Done at Boise City,
the Capital of Idaho, this day
of , in the year of our Lord
one thousand nine hundred ,
and of the Independence of the ~~United States~~ United States of
America the One Hundred .

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO FARM PRODUCTS CO.

* * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the Acts Amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is Idaho Farm Products Co.

SECOND

The purposes and objects for which the corporation is formed are:

(a) To conduct and carry on, both wholesale and retail, the business of planting, growing, cultivating, raising, harvesting, contracting for, buying, selling, storing, preparing for market, packing, shipping and dealing in agricultural and farm products of all kinds, and all other commercial and marketable products of every kind and description which may be produced or derived from the same; to engage in any business or activity involving or relating to the buying, receiving, grading, processing, packing, storing, financing, marketing, selling, distributing, and/or dealing in or otherwise handling farm and agricultural products; to establish, purchase, lease, operate and maintain all facilities, including land, buildings, plants, equipment, machinery, vehicles, rolling stock, roads, tracks, furniture and fixtures, or anything else deemed necessary to such business as the corporation may engage in; to engage in the business of refrigeration, preservation, transportation and sale of all of such products, and the ownership, dealing in, and processing of all of said products necessary or convenient for the furtherance of said purposes.

(b) To conduct and carry on a general wholesale and retail business in goods, wares, agricultural and farm products, commodities and merchandise of all kinds, and generally to buy, sell, prepare for market, lease, trade and otherwise deal in and with all such things and materials as are or may be dealt in or handled by a general farm produce and packing business.

(c) To act as agent, factor, broker, middleman, forwarder or any other capacity for manufacturers of, or dealers in, goods, wares, agricultural, farm and food products, feeds, commodities and merchandise of every kind and description, and to

employ agents, brokers, salesmen, employees and servants for carrying on any business of the corporation, and to engage in and conduct any or all lines of mercantile business either as principal or as agent for others, or on commission, consignment or otherwise.

(d) To buy, sell, manufacture, process, exchange and otherwise trade or deal in or with, export, import, manufacture, grow, raise, otherwise produce, prepare, adapt, handle, store and distribute vegetables, provisions, produce, foodstuffs, products and supplies of every character and description, and all articles and products of similar character; and to carry on and conduct a general wholesale and/or retail business, stores, packing and processing houses, warehouses and any other business or trade suitable or convenient to be carried on in connection therewith, or any other purposes for which this corporation is organized.

(e) To establish, maintain and operate stores and warehouses for the purpose of keeping, selling, trading and dealing in or with and otherwise disposing of such goods, wares, and food products, merchandise, commodities and other property of all kinds; and in connection therewith maintain and operate any and all kinds of trades, occupations, vocations, pursuits, arts and crafts, either as principal, agent or licensee, or by its lessees or licensees, and all other facilities suitable or convenient in connection therewith.

(f) To acquire and pay for in cash, stock or bonds of this corporation, or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation.

(g) To apply for, procure and obtain, by purchase or otherwise, any and all kinds of letters patent, trade marks, licenses and/or grants, both foreign and domestic, for inventions, improvements, secret processes, designs, trade marks and labels, useful or desirable in connection with the Company's business, and to exploit and develop any and all such inventions, improvements, trade marks, licenses, grants and processes controlled in whole or in part by the Company.

(h) To own, buy, or otherwise acquire, hold, manage, convey, sell, hypothecate, bond, dispose of, and deal in and with, all kinds of personal property, goods, wares and merchandise, within the State of Idaho or elsewhere, including franchises, for any of the purposes set forth herein or in any way related thereto; to purchase, own, hold, sell, mortgage, lease, rent, assign, transfer, and hypothecate promissory notes, conditional sale notes and contracts, and all other commercial paper of corporations, partnerships and individuals, real and personal property, bonds, contracts, causes of action, capital stock of other corporations, and all classes of indebtedness.

(i) To buy, sell, lease, let, operate, mortgage, exchange or otherwise acquire or dispose of lands, farms, lots, houses, buildings and real property, hereditaments and appurtenances, of all kinds and wheresoever situated, and of any interest and rights therein, and to construct or have constructed buildings or improvements of any kind on any of said property, to the same extent as natural persons might or could do, and without limit as to amount.

(j) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange,

transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, scrip, or any voting trust certificates in respect of the shares of capital stock of, or any bonds, mortgages, securities or evidence of indebtedness issued or created by, any other corporation, joint stock company or association, public or private, or of the Government of the United States of America, or of any foreign government, or of any state, territory, municipality or other political subdivision or of any governmental agency; and to issue in exchange therefor, in the manner permitted by law, shares of the capital stock, bonds or other obligations of this Corporation; and while the holder or owner of any such shares of capital stock, scrip, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

(k) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory, State or Government, or agency thereof.

(l) To borrow money, to draw, make, accept, endorse, guarantee, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

(m) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this Corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this Corporation, and provided further, that the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly.

(n) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(o) To organize, incorporate and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

(p) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation.

(q) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act Amendatory thereof or supplemental thereto or substituted therefor.

(r) The Board of Directors shall have the power and authority to sell, assign, mortgage, convey or otherwise dispose of any or all of the property and assets of the corporation on such terms and conditions as they shall prescribe, whether for cash or property, or bonds or stock in other corporations, and shall have full power to exercise all of the rights and privileges coming within, appertaining or incidental to, any of the powers and privileges in these Articles of Incorporation herein set forth, including the right and authority to sell, convey, mortgage, hypothecate, bond, dispose of, deal in and with, lease, assign and transfer any of the real estate or other property and assets of the corporation without the necessity of securing the authorization of the stockholders.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to do any act, carry on any business or exercise any power which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the sub-paragraphs (a) to (r), inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other subparagraph or clause of paragraph Second of these Articles, or of any other paragraph or article of these Articles of Incorporation.

THIRD

The corporation is to have existence for a term of twenty-five years from and after the date of its incorporation.

FOURTH

The location and post office address of the registered office of the corporation is Caldwell, Canyon County, Idaho.

FIFTH

The amount of the authorized capital stock of the corporation shall be \$5000.00, divided into 500 shares of the par value of \$10.00 per share.

SIXTH

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

<u>Names</u>	<u>Post Office Addresses</u>	<u>No. of shares of stock subscribed by each</u>
GEO. A. WEITZ	Caldwell, Idaho	1
GERTRUDE E. WEITZ	Caldwell, Idaho	1
G. L. REHNGREN	Caldwell, Idaho	1

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of Directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, 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.

NINTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TENTH

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law by a two-thirds vote of the shareholders, represented in person

or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 3rd day of October, 1940.

G. A. Weitz (SEAL)
Gertrude E. Weitz (SEAL)
G. L. Rehgren (SEAL)

STATE OF IDAHO)
COUNTY OF CANYON) ss.

On this 3rd day of October, 1940, before me, Geo. H. Heavensday, a Notary Public in and for said State, personally appeared GEO. A. WEITZ, GERTRUDE E. WEITZ and G. L. REHNGREN, known to me to be the persons whose names are subscribed to the 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.

Geo. H. Heavensday
Notary Public for Idaho,
Residing at Caldwell, Idaho.