

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

SEABOARD MANAGEMENT COMPANY

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **4th** day of **January**, 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **4th** day of **January** 19 **65**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **4th** day of **January**, A.D. 19 **65**.

Secretary of State.

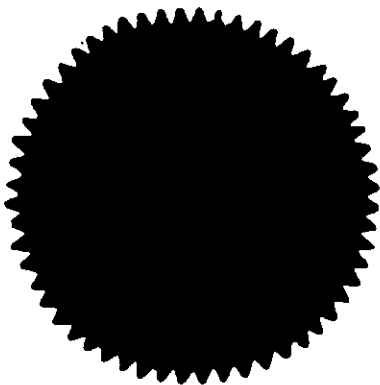
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "SEABOARD MANAGEMENT COMPANY", as
received and filed in this office the first day of December, A.D. 1964,
at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this ninth day
of December in the year of our Lord
one thousand nine hundred and sixty-four.



Elisha C. Dukes

Secretary of State

L. P. Douns

Asst's Secretary of State

CERTIFICATE OF INCORPORATION

OF

SEABOARD MANAGEMENT COMPANY

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FIRST: The name of the corporation is
SEABOARD MANAGEMENT COMPANY

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is THE CORPORATION TRUST COMPANY, No. 100 West Tenth Street, Wilmington, Delaware 19899.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To engage in the business of advisers, consultants, and managers in all branches of business, and to contract for, acquire, plan, superintend, manage, cooperate with, and assist in the maintenance and operation of business enterprises of any and every kind; and to own, manage, assist, finance, supervise and otherwise deal with corporations, associations, business, financial and other enterprises of all kinds.

To acquire, either by purchase or otherwise, own, hold, sell, pledge, hypothecate, discount, and generally deal in contracts for the purchase, sale, or leasing of real or personal property, for the erection, construction, alteration or repair of buildings, for the payment of money in installments or otherwise and contracts of every other character and description; also notes, drafts, bonds, open accounts, rights to receive moneys or property, whether real or personal, and other obligations and evidence of indebtedness, whether corporate or individual, whether negotiable or non-negotiable, and whether secured or unsecured, together with any security for the same; also leases and mortgages of an interest in and liens upon real or personal property; and shares of corporate stock and other corporate securities.

To engage in the sales finance business and in the credit card business and the business of loaning money with or without security and in any amount deemed advisable, for the purpose of earning interest on said loans, or otherwise, and to engage in the business of negotiating, guaranteeing, or endorsing loans in any amount with or without security, for the purpose of charging fees therefor, or otherwise.

To manufacture, construct, repair, own, buy, lease from others, or otherwise acquire, sell, convey, transfer, lease to others, and otherwise dispose of, mortgage, or otherwise encumber automobiles, motorcycles, tractors, motor boats, airplanes, and other motor vehicles of all kinds, also all parts, devices, instruments, appliances, engines, motors, machinery, and things used in the manufacture, construction, repair, or operation of such automobiles, tractors, motor boats, airplanes, and other motor vehicles.

To conduct a loan or brokerage business of financing the automobile trade and aerial transportation; to discount trade acceptances and finance automobiles, trucks or tractors on partial payment plan; to discount agreements made by automobile dealers in purchase or sale of any such vehicles; to finance farm or crop mortgage, to purchase, finance or discount commercial paper and warehouse receipts; to purchase or otherwise acquire open accounts receivable, notes, drafts, and acceptances from manufacturers and jobbers, and the installment lien obligations, covering any and all sales on any merchandise or other commodities; to purchase, loan upon, acquire or otherwise sell and dispose of any and all installment lien obligations, or indebtedness incurred or to be incurred by any written instrument, and to guarantee, pledge, borrow or raise money for any such investment in any way, and to do such other financing as may be for the welfare of aforesaid corporation.

To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission men and agents, and in the course of such business to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities, including debentures, bonds and notes.

To conduct a small or industrial loan business for the making of loans of money in such amount or amounts as permitted by the small loan act or industrial loan act or similar acts of the state or states in which the corporation may engage in business, at such rates of interest as the corporation shall see fit or as prescribed or permitted by law.

To promote, cause to be organized, finance, aid by loan, subsidy, guaranty, or otherwise, any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any part of

the world, any stock, bond or other evidence of indebtedness or obligation of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of any such entity, and to guarantee by endorsement or otherwise the payment of the principal of, or interest or dividends on, any such security of any such entity.

To subscribe for and/or to buy, own, hold, purchase, or receive, and to sell, negotiate, guarantee, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, acceptances, drafts and evidences of indebtedness issued or created by other corporations, joint stock companies or associations, whether public, private or municipal, or any corporate body, and while the owner thereof, to possess and to exercise in respect thereof all the rights, powers and privileges of ownership, including the right to vote thereon.

For the purposes of this corporation, to borrow money, either with or without security and to issue bonds, debentures, capital stock notes, installment notes, installment investment certificates and/or other written evidences of indebtedness (including, but not in limitation, obligations convertible into stock of the corporation), and to secure the payment of such borrowed money by pledge or mortgage of the whole or any part of the property of this corporation, either real or personal, or to deposit the property and/or money of said corporation in a trust fund, **to secure the repayment of said obligations** and to create, pursuant thereto, a trust and to execute thereunder trust indentures for such purpose or purposes; to issue bonds, debentures, capital stock, notes and/or other written obligations without security for their repayment.

To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents or brokers by such companies, and to conduct a general insurance agency and insurance brokerage business.

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, use, own, operate and introduce and to sell, assign, lease or otherwise dispose of any trade-marks, copyrights, trade names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States or any foreign country, or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any such trade-marks, copyrights, patents, licenses, processes and the like or any property or rights.

To buy, sell, manufacture, and generally deal in goods, wares, merchandise, property and commodities of any and every class and description and all articles used or useful in connection therewith insofar as may be permitted by the laws of this State; to engage in any business, whether manufacturing or otherwise, which this corporation may deem advantageous or useful in connection with any or all of the foregoing, and to purchase, acquire, manufacture, market or prepare for market, sell and otherwise dispose of any article, commodity or thing which this corporation may use in connection with its business. To make perform, enter into and carry out contracts of every kind for any lawful purpose, without limit as to amount with any person, firm, association or corporation.

To make, accept, endorse, draw, discount, guarantee, execute and issue bills of exchange, drafts, warrants, promissory notes, and all kinds of obligations, certificates, negotiable and transferable instruments.

To contract with, employ, hire, and remunerate any person, firm or corporation, for services rendered or to be rendered; to engage, hire, discharge, employ and compensate all persons whose services are necessary in connection with any of the business or businesses of this corporation.

To acquire by purchase or otherwise, own, hold, sell, lease, mortgage, pledge, hypothecate, manage, operate, and generally deal in all kinds of real and personal property, or any interest therein of any kind or character; to erect, construct, alter and repair buildings, and to do a general contracting and building business; to do a general hotel and apartment house business; to acquire, own, manage, operate, improve, dispose of, and encumber manufacturing plants and businesses, and other plants and businesses of every kind.

In general, to carry on any or all of the business of the corporation as principal, agent or contractor, and to carry on any other business incidental to and in connection with the foregoing and to have and exercise all the powers conferred by the laws of this State upon corporations formed under the act hereinabove referred to and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and powers specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from, the terms of any other clause, but the objects and powers specified in each of the foregoing clauses of this article shall be regarded as independent objects and powers.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is two hundred fifty (250) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregage to Twenty Five Thousand Dollars (\$25,000.00).

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
S. H. Livesay	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of

stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation.

ELEVENTH: Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

TWELFTH: The corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in

connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty; provided however, that such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the articles of incorporation, by-laws, resolutions, or other authorization heretofore or hereafter adopted, after notice, by a majority vote of all the voting shares then issued and outstanding. The shareholders and the directors shall have the power to make the by-laws of the corporation.

THIRTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED; being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seal this 20th day of November, A.D. 1964.

S. H. LIVESAY
S. H. Livesay

F. J. OBARA, JR.
F. J. Obara, Jr.

A. D. GRIER
A. D. Grier

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } SS:

BE IT REMEMBERED that on this 20th day of November, A.D. 1964, personally came before me, a Notary Public for the State of Delaware, S. H. Livesay, F. J. Obara, Jr. and A. D. Grier, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

HOWARD K. WEBB
Notary Public

" Howard K. Webb "
" Notary Public "
" Appointed June 27, 1964 "
" State of Delaware "
" Term 2 Years "
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