

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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

**PAYETTE VALLEY FRUIT COMPANY, INC.**

was filed in the office of the Secretary of State on the **First** day  
of **May**, A.D. One Thousand Nine Hundred **Sixty-two** and  
duly recorded on Film No. **119** 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

**Fifty years** from the date hereof, with its registered office in this State located at  
**Payette** in the County of **Payette**

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 **1st** day of **May**,  
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
PAYETTE VALLEY FRUIT COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, BEN H. HOWLAND of Payette, Idaho, R. W. OSTER of Payette, Idaho, W. E. OSTER of Payette, Idaho, LELAND D. JACKSON of Payette, Idaho, RAYMOND E. BRUBAKER of Payette, Idaho, JEROME S. BRUBAKER of Payette, Idaho, GEORGE T. DURHAM of Payette, Idaho, LOIS G. DAVIS of Payette, Idaho, and SCOTT BRUBAKER of Payette, Idaho, desiring to form a corporation under and by virtue of the laws of the State of Idaho, do hereby associate ourselves together for said purpose and execute, acknowledge, adopt and file the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be PAYETTE VALLEY FRUIT COMPANY, INC.

ARTICLE II.

The names of the persons so hereby associating themselves together for the purpose aforesaid are Ben H. Howland of Payette, Idaho, R. W. Oster of Payette, Idaho, W. E. Oster of Payette, Idaho, Leland D. Jackson of Payette, Idaho, Raymond E. Brubaker of Payette, Idaho, Jerome S. Brubaker of Payette, Idaho, George T. Durham of Payette, Idaho, Lois G. Davis of Payette, Idaho, and Scott Brubaker of Payette, Idaho, all of whom are residents and citizens of the State of Idaho.

ARTICLE III.

The principal place of business and registered office of this corporation shall be Payette, Idaho, and there may be such other subordinate and branch offices

hereafter established, either within or without the State of Idaho, as the Board of Directors of said corporation may determine.

#### ARTICLE IV.

The general nature of the business to be transacted by this corporation and the objects and purposes for which this corporation is formed are as follows: To buy, lease or otherwise acquire, own, hold and operate lands, packing houses, storage plants, dehydrating plants, tramways, stores and processing plants; to engage generally in the operation of lands, the raising of fruits, vegetables and other agricultural products and also livestock of every kind and nature; to operate mercantile establishments and to engage in the processing, buying, selling and marketing as owner, operator, broker or factor of fruits, vegetables and other agricultural products, including livestock, and also to engage in the buying and selling of all supplies and equipment used in the raising, packing, processing and marketing of fruits, vegetables and other agricultural products, including livestock; to act as and perform the duties of a broker, factor and/or commission merchant in the acquisition and sale of fruits, vegetables and other agricultural products, including livestock; to buy or otherwise acquire, hold and/or sell stock in other corporations;

To do any and all other things necessary in the operation and improvement of all property held by said corporation;

To borrow money and to issue therefor its notes or bonds or other evidence of its indebtedness and to secure the payment of the same by the execution of a pledge, deed, trust deed or mortgage upon any or all of its real or personal property; to sell and convey all or any of its corporate property, whether real or personal, giving to the purchaser thereof as full and complete title as may be possessed by said corporation;

To do any and all things hereinbefore set forth and such other acts and deeds as may be necessary or expedient in the operation of a business conducted for the purpose of buying, selling and operating agricultural lands, buying, processing, packing, marketing and disposing of agricultural products, buying, selling or otherwise disposing of the materials and equipment used in the producing, packing, processing, shipping and selling of agricultural products and conducting a general business of broker, factor, commission merchant and dealer and producer of agricultural products of every kind and nature, including livestock, to the same extent and as fully as natural persons might do, and in any state or territory of the United States of America, and generally to do and perform whatever other or additional acts may be necessary or desirable for the accomplishment of the purposes for which this corporation is formed.

#### ARTICLE V.

The capital stock of this corporation shall be One Hundred Thousand (\$100,000.00) Dollars, divided into one thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars, per share, and said stock shall be non-assessable, and all certificates of stock issued to any purchaser of stock of this corporation shall have printed thereon the following words:

"This stock is fully paid up and is non-assessable."

#### ARTICLE VI.

That Thirty-five Thousand One Hundred (\$35,100.00) Dollars, worth of the capital stock of this corporation has been subscribed by the following named persons in the amount set opposite their respective names, to-wit:

<u>Name</u>	<u>Number of Shares</u>	<u>Par Value</u>
Ben H. Howland	50	\$ 5,000.00
R. W. Oster	50	5,000.00
W. E. Oster	50	5,000.00
Leland D. Jackson	50	5,000.00
Raymond E. Brubaker	50	5,000.00
Jerome S. Brubaker	50	5,000.00
George T. Durham	20	2,000.00
Lois G. Davis	30	3,000.00
Scott Brubaker	1	100.00

#### ARTICLE VII.

That the government and management of the business of this corporation shall be vested in a Board of Directors to be elected upon issuance of the Company's corporate stock.

#### ARTICLE VIII.

The Directors, as well as the stockholders, shall have power to make such prudential By-Laws as they may deem proper for the management of the corporation, not inconsistent with the general By-Laws of the corporation, and power is hereby conferred upon the Board of Directors by a two-thirds vote of said Directors to repeal and/or amend the general By-Laws of the corporation and to adopt new general By-Laws.

#### ARTICLE IX.

That the time of commencement of this corporation shall be the day on which a copy of these Articles of Incorporation is filed in the office of the Secretary of the State of Idaho, and this corporation shall continue for the term of fifty (50) years thereafter.

IN WITNESS WHEREOF, The said parties have hereunto set their hands and seals this 30th day of April, 1962.

Ben H. Howland (SEAL)  
R. W. Oster (SEAL)

W. E. Oster (SEAL)

Leland D. Jackson (SEAL)

Raymond E. Brubaker (SEAL)

Jerome S. Brubaker (SEAL)

George T. Durham (SEAL)

Lois G. Davis (SEAL)

Scott Brubaker (SEAL)

STATE OF IDAHO )  
County of Payette ) : ss.

On this 30th day of April, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared BEN H. HOWLAND, R. W. OSTER, W. E. OSTER, LELAND D. JACKSON, RAYMOND E. BRUBAKER, JEROME S. BRUBAKER, GEORGE T. DURHAM, LOIS G. DAVIS and SCOTT BRUBAKER, 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 notarial seal the day and year in this certificate first above written.

Heide Hatcher  
Notary Public  
Residing at: Payette, Idaho