



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**MCLAM FARMS INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **March 27, 1989**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *M. H. Hinesman*

ARTICLES OF INCORPORATION  
OF  
MCLAM FARMS INC.

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

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Article I

The name of the Corporation shall be 'MCLAM FARMS INC.

ARTICLE II

The Corporations purposes are:

A. To carry on a general farm business, and to do all things incidental to the general business of farming, and to treat and market the products of the farming business.

B. To engage in any business related or unrelated to that described in Clause A of this Article, and from time to time authorized or approved by the Board of Directors of this Corporation.

C. To act as a partner or a joint venture in any transaction.

D. To have and exercise all rights and powers from time to time granted to a corporation by law.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The registered agent for the corporation shall initially be:

NAME	ADDRESS
Matt A McLam	253 Alturus St. Fairfield, ID 83327

The location and address of its registered office in this state shall initially be: 253 Alturus Street, Fairfield, Camas County, Idaho 83327.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is Two Thousand Five Hundred (2,500) no par.

ARTICLE VI

The names and post office addresses of the incorporators are as follows:

NAME	POST OFFICE ADDRESS
Matt A McLam	PO Box 253 Fairfield, Idaho 83327
Deborah L McLam	PO Box 253 Fairfield, Idaho 83327

ARTICLE VII

The Board of Directors shall consist of two directors. During the terms of their office, or thereafter, the number of directors may be increased or decreased from time to time as provided by the bylaws: provided, however, that the number of directors constituting the board shall not be less than one nor more than five. The names and addresses of the initial Board of Directors shall be as follows:

NAME	POST OFFICE ADDRESS
Matt A McLam	PO Box 253 Fairfield, Idaho 83327
Deborah L McLam	PO Box 253 Fairfield, Idaho 83327

ARTICLE VIII

The power to appeal and amend the bylaws and adopt new bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the bylaws.

ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the 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 financially or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be financially or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorized such contract or transaction and may vote thereon to authorized such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 24<sup>th</sup> day of March, 1989.

Matt A McLam

Deborah L McLam

STATE OF IDAHO  
COUNTY OF CAMAS

On this 24<sup>th</sup> day of March 1989, before me the undersigned, a Notary Public in and for said County and State, personally appeared, Matt A McLam and Deborah L McLam, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Sharon D. Allen  
Notary Public for State of Idaho  
Residing at Fairfield, Idaho  
My Commission Expires: 5-6-92