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5 **AMENDED ARTICLES OF INCORPORATION**

6 **OF**

7 **WHITE BROS. & CRUM CO.**
8 **(Formerly White Brothers & Crum Co., Limited).**

9 **-00-**

10 **KNOW ALL MEN BY THESE PRESENTS:** That we, the under-
11 signed, a majority of whom are citizens and residents of the
12 United States, and of the State of Idaho, being a majority of
13 the directors of White Bros. & Crum Co., formerly White
14 Brothers & Crum Co., Limited, pursuant to due and regular
15 meetings and resolutions of the directors and stockholders
16 of said corporation, do hereby make, execute, certify and
17 deliver the following Amended Articles of Incorporation, and
18 we hereby certify:

19 **I.**

20 That the name of this corporation shall be White Bros &
21 Crum Co.

22 **II.**

23 That the purposes for which this corporation is
24 formed are: To act as agent or representative of corporations,
25 firms, and individuals; to do a general business as commission
26 merchant, selling agent, and factor in any manner permitted by
27 law to the same extent as natural persons could do; to carry
28 on any or all business as manufacturers, producers, merchants,
29 wholesale and retail, importers, and exporters, generally without
30 limitation as to the class of products, and especially of
31 fruits and fruit products of every class and description; and
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to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles, or things required in connection with or incidental to the manufacture and handling of fruits and fruit and farm products and articles of food; to make and enter into all manner and kinds of contracts, agreements and obligations by and with any person or persons, corporation or corporations, for the purchasing, acquiring, holding, storing, manufacturing and selling, or otherwise disposing of, either as principal, as agent, upon commission or otherwise, fruits, fruit products, farm products and articles of food, and any article of personal property whatsoever, generally with full power to perform any or all acts connected therewith or arising therefrom or incidental thereto, and any or all acts proper or necessary for the purposes of business. To carry on and undertake any business undertaking, transaction or operation commonly carried on and undertaken by merchants, commission men, factors, importers and manufacturers' agents, and in the course of such business to draw, accept indorse, acquire and sell all or any negotiable or transferable instruments and securities.

To operate and maintain stores, buildings, warehouses, depots, wharves and cold storage plants for the carrying on of any of the aforesaid lines of business.

To construct, maintain and operate private telephones and telegraph lines for the purposes of this company, and any private system of transportation necessary and incidental to the business of the company.

To grow, produce, manufacture and sell fruit, farm and food products of any character; and to acquire, own, sell

and deal in live stock and poultry.

To buy, sell, manufacture and deal in all such machinery and implements as may be incidental or necessary to the business of the company.

To carry on a general nursery business and any and all kinds of agricultural and horticultural operations in connection therewith; to raise, buy, sell and deal in trees, shrubs, plants, sprouts, vines, seeds, bulbs, roots and flowers of all kinds.

To apply for, acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of patent rights, licenses, privileges, inventions, trade marks, trade names and pending applications therefor, relating to, or useful in connection with the business of the company; and to grant licenses under any letters of patent owned or controlled by the company.

To own, acquire, develop, use, and sell water rights and irrigation and power plants of any character.

To acquire the good will, business, property and assets, and to assume and undertake the whole or any part of the liabilities of any person, firm or corporation and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation, or otherwise, as the directors may determine.

To purchase or otherwise acquire, and to hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock and bonds, debentures or other evidences of indebtedness created by any other corporation, or corporations, and as the holder thereof to exercise all the rights and privileges of ownership, including the right to vote

thereon.

To conduct its business and have one or more of offices, and unlimitedly and without restriction to hold, purchase, lease, mortgage, and convey real and personal property in or out of this state and in such place and places in the several states and territories of the United States and in foreign countries as shall from time to time be found necessary or convenient for the purposes of this company's business.

To guarantee the payment of dividends or interest on any shares, stocks, debentures, or other securities issued by, or any contract or obligation of any corporation, whenever proper or necessary for the business of this corporation in the judgment of its directors.

To lend money with or without security, upon such terms as to this corporation may seem proper; to borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures, obligations, and evidences of indebtedness of all kinds. To secure the moneys so borrowed by mortgage, pledge, trust deed, or in any other lawful manner whatsoever; and to sell and in any manner incumber any of the company's real or personal property whatsoever, and any interest therein.

To acquire, own, hold, use, develop, lease, sell, assign, and incumber real property, or any interest therein, in any place where the company may lawfully transact its business and acquire such property.

Generally to acquire, use and dispose of such property and to transact all such business and to do all such things as may be necessary or convenient in the development of the company's business and as may be permitted by law whether specifically mentioned herein or not.

III.

The place where the principal business of the company is to be transacted is Lewiston in Nez Perce County in the State of Idaho.

IV.

The term for which this corporation is to exist is the unexpired period of existence of White Brothers & Grum Co., Ltd., to-wit: until March 21st, 1954.

V.

The Board of Directors of this corporation shall be five (5) and the names and residences of those now in office are :

Names:	Residences:
W. A. White	Lewiston, Idaho.
George H. Grum	Lewiston, Idaho.
H. A. White	Lewiston, Idaho.
H. B. Finch	Grand Forks, N. D.
W. K. Nash	Minneapolis, Minn.

The Board of Directors may be authorized by the by-laws, or in any other manner, to hold meetings outside of the State of Idaho at such places as may be lawfully authorized, and the company may by its by-laws, or in any other manner, provide for the creation of an executive committee of the Board of Directors with such powers and authority as may be authorized by law.

VI.

The amount of the capital stock of this corporation shall be Three Hundred Thousand Dollars (\$300,000.00). Two Hundred Thousand Dollars (\$200,000.00) of the said capital

stock shall be divided into Two Thousand shares of the par value of One Hundred Dollars each; One Hundred Thousand Dollars of said capital stock shall be seven per cent cumulative preferred stock, divided into one thousand shares of the par value of One Hundred Dollars per share, dividends upon which shall be payable semi-annually on the 30th. day of June, and the 31st, day of December of each year. The dividends upon said preferred stock shall be cumulative, and both the principal and accumulated dividends shall be preferred as against the common stock of said corporation and first payable out of the assets of the corporation. The holders of such preferred stock shall not participate in any manner in the profits and earnings of said corporation, except to the extent of seven per cent per annum, and the principal or par value of their stock. The said stock shall not be issued except for cash or its equivalent, nor for less than the par value of the shares, and at no time shall the total amount of the preferred stock issued and outstanding exceed two thirds of the capital stock paid in cash or property. The holders of preferred stock shall have no voting power in reference to the management of the business of the corporation. Such preferred stock shall be redeemable at not less than par and accumulated dividends at such times after the issuance thereof, and upon such terms as may be lawfully provided by the by-laws of the Company, and the holders thereof shall be entitled to receive, and the corporation shall be bound to pay thereon a fixed yearly dividend of seven per cent per annum, payable semi-annually as aforesaid, if actually earned, to be expressed in the certificates issued before any dividends shall be set apart or paid on the common stock, such dividends shall be set apart or paid on the common stock, such dividends to be cumulative as aforesaid. The form and terms of the preferred stock shall be determined by the by-laws of the Company. In no event shall a holder of preferred stock be personally liable for the debts of the corporation, and in case of insolvency, the debts and liabilities of the corporation shall be paid in preference to the preferred stock. On a dissolution of the corporation, voluntary or otherwise, the holders of the preferred stock shall be entitled to have their shares redeemed at par before any distribution of any part of the assets of the corporation shall be made to the

holders of the common stock. The said preferred stock shall be non-voting stock and the holders thereof shall not be entitled to vote at meetings of the stockholders of the corporation.

VII.

The amount of the capital stock of the corporation which has been actually subscribed and paid in is One Hundred Forty-four Thousand Eight Hundred Dollars (\$144,800.00), being for Fourteen Hundred Forty-eight (1448) shares of the common stock of the said company, and the following are the names of the persons by whom the same has been subscribed and the amounts subscribed, to-wit:

Name of Stockholders;	Number of Shares;	Amounts
W. K. Nash	4200	\$42,875.00
F. P. Nash	4200	42,875.00
H. B. Finch	1400	14,292.00
W. A. White	37	3,700.00
H. A. White	37	3,700.00
C. H. Green	37	3,700.00
Chas. Wilkins	1	100.00
F. H. DeLong	10	1,000.00
G. R. Winslow	100	1,000.00
T. P. Griffin	10	1,000.00
F. H. Wilson	100	1,000.00
H. A. Johnson	11	1,100.00
V. H. Smith	100	1,000.00
H. G. Baker	50	500.00
J. H. MacLean	17	1,700.00
A. C. Jacobson	100	1,000.00
G. H. Smith	50	500.00
J. W. Butler, Jr.	1	100.00
R. H. Mitchell	1	100.00
T. E. Corrigan	3	300.00
S. P. Lloyd	6	600.00
C. H. Pierce	5	500.00
H. H. Harty	50	500.00
H. H. Barker	40	400.00
H. G. Stockton	170	1,700.00
J. A. Hamilton	300	3,000.00
C. H. Barker,		
F. P. Nash, Trustee	5	500.00
H. P. Bond	14	1,400.00
Geo. Benton	1	100.00
H. W. Morgan	4	400.00
H. H. Alexander	40	400.00
G. D. Smith	50	500.00
J. H. Bishop	1	100.00

Names of Stockholders:	Number of Shares	Amounts
A. Greenburg	1	\$ 100.00
E. O. Paulsell	1	100.00
J. W. Hawkins	1	100.00
R. S. Hinchey	3	300.00
W. G. McDonald	2	200.00
L. C. Walker	4	400.00
M. B. Andrus	3	300.00
F. H. Harriek	2	200.00
J. H. McKinney	1	100.00
A. H. Gibbs	2	200.00
S. S. Morgan	2	200.00
H. D. Gumm	2	200.00
R. S. McDonald	2	200.00
S. T. Conlan	2	200.00
J. S. Browne	2	200.00
Wm. Colquhoun	3	300.00
D. L. Davidson	3	300.00
F. B. Mitchell	3	300.00
H. H. Brown	5	500.00
F. H. Simonton	1	100.00
P. B. J. Harding	2	200.00
John Hill	1	100.00
W. M. Sawyers	1	100.00
H. J. Jacobson	1	100.00
O. P. Marrow	1	100.00
H. F. Carrin	1	100.00
W. T. Carlisle	15	1,500.00
M. Schoedel	1	100.00
Geo. Darrah	1	100.00
C. O. Hagen	1	100.00
K. Forbes	1	100.00
W. P. Neir	1	100.00
Reginal Munkley	1	100.00
R. B. Skelton	1	100.00
Ferry Simington	1	100.00
Total	1,448	\$144,800.00

IN WITNESS WHEREOF, these presents have been executed
this 5th day of October, 1914.

Being a
majority of the Board
of Directors.

W. A. White
President and a Director.
George E. Crum
Vice President and a Director.
E. A. White
Secretary and a Director.

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3 State of Idaho

4 County of Nez Perce. SS

5 GEORGE E CRUM and E. A. WHITE, being each severally
6 sworn, each severally deposes and says:

7 That George E. Crum was the chairman and E A White
8 secretary at a meeting of the stockholders of White Brothers
9 & Crum Co., Ltd.(now White Bros. & Crum Co) held at
10 the principal office of the company at Lewiston, Idaho, upon
11 the 2nd day of October, 1914; that the said meeting was
12 called for the purpose of amending the articles of incorporation
13 of the said company and increasing the capital stock thereof
14 by the issuance of One Hundred Thousand Dollars(\$100,000.::)
15 of seven per cent cumulative preferred stock; that by a majority
16 vote of the directors the said meeting of stockholders was
17 called for the purpose of increasing its capital stock and
18 amending its articles; that personal notice of the time and place
19 of such meeting and the object thereof was served on each stock
20 holder more than thirty days prior to the date of such proposed
21 meeting; that the said notice contained the amount to which it
22 was proposed to increase the capital stock of the corporation
23 and the purposes of the meeting and the time and place thereof;
24 that at the said meeting more than two-thirds of the entire
25 capital stock voted in favor of such increase of the capital
26 stock, and the stockholders adopted the foregoing amended ar-
27 ticles of incorporation by the unanimous vote of all of the stock
28 holders present at said meeting, being in excess of three fourths
29 of the stockholders of the said corporation; and that the
30 foregoing articles were duly and regularly adopted by the
31 stockholders at the said meeting and a copy thereof spread upon
32 the minutes of the said meeting.

33
34 Geo E Crum
35 E.A. White

Subscribed and sworn to before me by George E. Crum
this 18th day of March A D 1915

Vernon A. Noel
Notary Public in and for the State of
Idaho, County of Nez Perce
Residing at Lewiston

Subscribed and sworn to before me by E. A. White this
18th day of March, A.D., 1915.

Vernon A. Noel
Notary Public in and for Nez Perce
County, State of Idaho
Residing at Lewiston

State of Idaho

County of Nez Perce SS

We, W. A. White, president, and a director of White
Brothers & Crum Co., Ltd., (now White Bros & Crum Co.),
George E. Crum, vice-president and a director of said company,
and E. A. White, secretary and a director of said company,
being a majority of the Board of Directors of said Company,
hereby subscribe the foregoing certificate, and we hereby
certify that the facts therein recited are true and that
the foregoing are the articles of incorporation of the said
company.

W. A. White Pres
Geo E Crum V.P.
E. A. White Secy

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3 State of Idaho
4 County of Nez Perce SS

5 On this 18th day of March, A.D., 1915
6 before me, Vernon A. Noel, a notary public in and
7 for said county, personally appeared E. A. White, personally
8 known to me and known to me to be the same person whose name
9 is subscribed to the foregoing articles of incorporation and
10 certificate, and acknowledged to me that he executed the same.

11 IN WITNESS WHEREOF, I have hereunto set my hand and
12 affixed my official seal the day and year in this instrument
13 first above written.

14 Vernon A. Noel
15 Notary Public in and for Nez Perce
16 County, State of Idaho
17 Residing at Lewiston

18 State of Idaho
19 County of Nez Perce SS

20 On this 18th day of March, A.D., 1915, before
21 me Vernon A. Noel, a notary public in and for said
22 state, personally appeared George E. Crum, personally known
23 to me and known to me to be the person whose name is
24 subscribed to the foregoing articles of incorporation and
25 certificate, and acknowledged to me that he executed the same.

26 IN WITNESS WHEREOF, I have hereunto set my hand and
27 affixed my official seal the day and year in this instrument
28 first above written.

29 Vernon A. Noel
30 Notary Public in and for Nez Perce
31 County, State of Idaho
32 Residing at Lewiston

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4 State of Idaho
5 County of Myburg SS

6 On this 5th day of April, 1915, before
7 me Vernon A. Noel, a notary public in and for
8 said county, personally appeared W. A. White, personally
9 known to me and known to me to be the person whose
10 name is subscribed to the foregoing articles of incorporation
11 and certificate, and acknowledged to me that he executed
12 the same.

13 IN WITNESS WHEREOF, I have hereunto set my hand and
14 affixed my official seal the day and year in this instrument
15 first above written.

16 Vernon A. Noel
17 Notary Public in and for Myburg
18 County, State of Idaho
19 Residing at Lewiston
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