

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 FARMS CO.

was filed in the office of the Secretary of State on the **Fourth** day
of **November** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~
/ duly recorded on ~~film~~ **microfilm** 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
perpetual existence from the date hereof, with its registered office in this State located at
805 Idaho, Boise in the County of **Ada.**

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 **November**,
A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

of

PAYETTE FARMS CO.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, having associated ourselves together for the purpose of forming a corporation under the General Corporation Law of the State of Idaho, do hereby certify:

ARTICLE I.

The name of this corporation is:

PAYETTE FARMS CO.

ARTICLE II.

The principal office or place of business of the corporation is to be located at 805 Idaho in the city of Boise, County of Ada, State of Idaho; but the corporation may maintain an office in such towns, cities, and places outside the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said corporation.

ARTICLE III.

The purposes and nature of the business or objects or purposes proposed to be transacted, promoted or carried on by the corporation are:

- (a) Purchasing, owning, leasing, acquiring, cultivating, improving, developing and operating farms and farm lands for the production of vegetables, fruit, grains and any and all types of agricultural crops, and purchasing, owning, leasing, acquiring, improving, developing and dealing in all other kinds of real property together with all types of rights, interests and estates therein.

- (b) Buying, selling, cultivating, growing and producing all types of vegetables, fruits, food products, grain, livestock and farm produce of every kind and nature.
- (c) Breeding, raising, buying, selling, or otherwise dealing in livestock, poultry, and animals of all classes and descriptions.
- (d) Acquiring, holding, mortgaging, pledging, buying, selling or otherwise dealing in such real and personal property as may be convenient or necessary for the transaction of its business.
- (e) To engage in a general investment business.
- (f) To buy, acquire, own, sell, dispose of and deal in real estate, livestock, corporate stock, bonds, securities and real and personal property of every type or description on its own account and for commission.
- (g) To purchase, acquire, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of the capital stock, debentures, notes or other securities or evidences of indebtedness of any corporation; and to receive, collect and dispose of dividends, interests or other income on any such securities held by it; and to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment broker, agent or principal.
- (h) To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same.

- (i) To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers, and commission merchants and any other incidental business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- (j) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.
- (k) To acquire, own, or operate any type of mercantile business, and to buy, sell, barter, exchange and generally deal in all types of goods, wares and merchandise and every type of article of trade, barter or exchange.
- (l) To acquire mines and mining rights and other property to own, work, and lease gold or other mineral lands, to treat, transport and dispose of the ores and other products obtained therefrom or thereunder, to construct and operate such works as shall be necessary, and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgment of this company may be requisite for its purposes or incidental thereto.
- (m) To own, lease or operate farms and farming property and conduct farming operations upon any real property owned or leased; and to own, lease or operate timber lands and conduct timber removal or logging operations thereon; and to operate sawmills, planing mills or wood working or merchandising operations; and generally to purchase, acquire, own, hold, lease (either as lessor or as lessee), sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind and description, within or without the State of Idaho.
- (n) To develop and turn to account any land acquired by or in which this corporation is interested; and in particular to lay out and prepare said land for building purposes, construction, altering, repairing, decorating, maintaining, furnishing and improving buildings; and in planting, paving,

draining or leasing buildings or entering into building agreements or arrangements with builders, tenants and others; and to equip, improve and generally operate any and all personal property owned by this corporation.

- (o) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own stock owned by it shall not be voted upon directly or indirectly.
- (p) To enter into, make, perform and carry out Contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.
- (q) To adopt, apply for and register, purchase, lease or otherwise acquire and to use, maintain and protect and to sell, assign, or grant licenses or other rights in respect of any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.
- (r) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payments of such debentures, notes or other obligations by Mortgages or Deeds of Trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated.
- (s) To carry out all or any part of the foregoing objects, or purposes as principal or agent, or otherwise, either alone or in conjunction with or as co-partner or joint venturer with any person, association or other corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

- (t) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.
- (u) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE IV.

The amount of the total authorized capital stock of this corporation is \$50,000, consisting of 5,000 shares of common stock of a par value of \$10.00 each per share.

ARTICLE V.

The members of the governing board of this corporation are styled "Directors" and the Board of Directors shall consist of three members; and the names and post office addresses of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
L. E. Haight	805 Idaho, Boise, Idaho
Dennis J. Sallaz	805 Idaho, Boise, Idaho
Doris J. Alspaugh	805 Idaho, Boise, Idaho

all of whom are of full age and are citizens of the United States of America.

ARTICLE VI.

The capital stock of this corporation shall be non-assessable; and the private property of the shareholders and each of them, of this corporation, shall not be subject to assessment or be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VII.

The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

L. E. Haight - 805 Idaho, P.O. Box 2777, Boise, Idaho
Dennis J. Sallaz - 805 Idaho, P.O. Box 2777, Boise, Idaho
Doris J. Alspaugh - 805 Idaho, P.O. Box 2777, Boise, Idaho

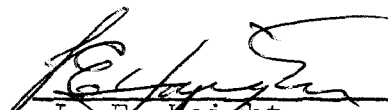
ARTICLE VIII.

The period for the duration of the existence of this corporation is perpetual.

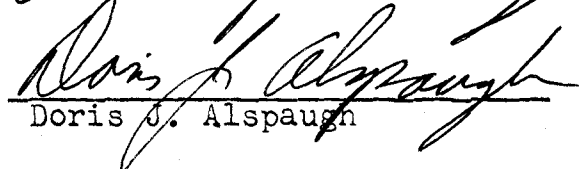
ARTICLE IX.

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of the capital stock of this corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 1st day of November, 1965.


L. E. Haight


Dennis J. Sallaz


Doris J. Alspaugh

STATE OF IDAHO)
County of Ada) ss.

On this 1st day of November, 1945, before
me, James F. Oakes, the undersigned, a Notary
Public in and for said State, personally appeared L. E.
HAIGHT, DENNIS J. SALLAZ and DORIS J. ALSPAUGH, known to
me to be the persons whose names are subscribed to the
within 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.

James F. Oakes
Notary Public for Idaho
Residing at: Boise, Idaho