



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

NAMAI ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **Fifth** day
of **December** A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **126** 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
Marsing in the County of **Cuyahoe.**

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 **5th** day of **December**,
A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KAWAI ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being citizens of the United States of legal age, this day having voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

The name of the corporation shall be "KAWAI ENTERPRISES, INC."

ARTICLE II.

Purposes

(a) To engage in a general agricultural farming, fruit growing and farm operation business.

(b) To engage in the business of growing, producing and marketing agricultural products and fruit of every type and nature; and to engage in the business of raising, purchasing or marketing poultry and poultry products of every type and nature; and to engage in the business of raising, feeding or marketing livestock and animals of every type and description and to dispose of the products thereof; and to engage in the business of producing and marketing dairy products of every kind or nature.

(c) To acquire, own, conduct and operate farms and farming properties wherever situated and any and all types of endeavor usually incident to farming operations.

(d) To acquire, own, sell and dispose of agricultural supplies, poultry supplies, dairy supplies and goods, wares and merchandise of every type or nature.

(e) To acquire, own or operate any type of mercantile establishment; and to purchase, sell, barter, exchange and generally deal in all types of goods, wares and merchandise.

(f) To purchase, own, hold, lease (either as lessor or as lessee), exchange, subdivide, mortgage, sell and generally operate and deal in any and all types of real property within or without the State of Idaho, necessary, suitable or useful in connection with the operation of the business of this corporation.

(g) To acquire, own, hold, construct, erect, lease (either as lessor or as lessee), mortgage, pledge, sell and generally operate and deal in any and all types of machinery, equipment and personal property.

(h) 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 capital stock owned by it shall not be voted upon directly or indirectly.

1 (i) To enter into, make, perform and carry out contracts
2 of every sort and kind which may be necessary or desirable for the
3 furtherance of the business of this corporation, with any person or
4 persons, firms, corporations, associations, any state, territory or
5 municipality of the United States or any foreign country, government
6 or body politic.

7 (j) To purchase, acquire and hold all or any part of the
8 property, capital stock, assets or good will of any business of any
9 person, firm, association or corporation engaged in any business in
10 whole or in part similar to that of this corporation, consistent
11 with the objects and purposes of this corporation, and to hold,
12 utilize and in any manner dispose of the whole or any part of the
13 stock, assets, property, good will and rights so acquired and to
14 conduct in any lawful manner in whole or in part any business so ac-
15 quired, and to undertake or assume the whole or any part of the ob-
16 ligations or liabilities of any person, firm, association or corpora-
17 tion engaged in the business so acquired.

18 (k) To adopt, apply for and register, purchase, lease or
19 otherwise acquire and to use, maintain and protect and to sell, as-
20 sign or grant licenses or other rights in respect of any trademarks,
21 trade names, patents, patent rights, copyrights, inventions, formu-
22 las, processes and rights analogous thereto.

23 (l) To borrow money for any purpose of this corporation
24 without limit as to amount, and to issue bonds, debentures, notes
25 and other evidences of indebtedness, secured or unsecured, of this
26 corporation for the moneys so borrowed, or in payment for property
27 acquired, or for any other objects or purposes of this corporation
28 or in connection with its business; and to secure payment of such
29 debentures, notes or other obligations by mortgages, or deeds of
30 trust or pledges or other liens upon any or all of the property of
31 this corporation wheresoever situated.

32 (m) 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 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 pow-
ers as a natural person could lawfully make, perform, do or exer-
cise, provided that the same be not inconsistent with the objects
or purposes of this corporation, or the statutes of the State of
Idaho.

(n) To conduct its business in all or any of its branch-
es in the State of Idaho and in any and all other states, territor-
ies, possessions, colonies and dependencies of the United States of
America and in the District of Columbia, and in any and all foreign
countries and to have one or more offices within or outside the
State of Idaho.

(o) The objects as specified herein shall, except as
otherwise expressed, be in no way limited or restricted by refer-
ence to or inference from the terms of any other clause or para-
graph of these Articles. The objects, purposes and powers speci-
fied in each of the clauses or paragraphs in these Articles shall
be regarded as independent objects, purposes and powers.

GIGRAY & BOYD
ATTORNEYS AT LAW
CALDWELL, IDAHO

1 .ARTICLE III.

2 Duration

3 The period of existence and the duration of the life of
4 this corporation shall be perpetual.

5 ARTICLE IV.

6 Place of Business

7 The location and post office address of the registered
8 office of this corporation in the State of Idaho shall be Marsing
9 in the County of Owyhee, State of Idaho.

10 ARTICLE V.

11 Stock

12 This corporation is authorized to issue one class of
13 shares of its capital stock to be designated as common stock; the
14 total number of shares of common stock which this corporation shall
15 be authorized to issue is 1,000. The aggregate par value of the
16 capital stock of this corporation shall be \$100,000.00; and the par
17 value of each of said shares of common stock shall be \$100.00.

18 ARTICLE VI.

19 Incorporators

20 The names and post office addresses of each of the incor-
21 porators of this corporation, and the number of shares of said com-
22 mon capital stock subscribed by each of those incorporators are as
23 follows:

24	25	26	27
NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED	
George S. Kawai	Route #1	One	
	Marsing, Idaho		
William J. Kawai	Route #1	One	
	Marsing, Idaho		
Misao Kawai	1924 Walnut Street	One	
	Caldwell, Idaho		
Ayako Kawai	Route #1	One	
	Marsing, Idaho		

28 Each of the persons above enumerated as incorporators is
29 a natural person over the age of twenty one years and is a citizen
30 of the United States of America.

31 ARTICLE VII.

32 The capital stock of this corporation shall be nonassess-
able; and the private property of the shareholders in this corpora-
tion shall not be liable for the debts, obligations or liabilities
of this corporation.

33 ARTICLE VIII.

34 A director of this corporation shall not be required to
35 be a holder of any of the shares of the common capital stock of the
36 corporation.

37 IN WITNESS WHEREOF, We, the undersigned, for the purpose
38 of forming this corporation under the statutes of the State of
39 Idaho, have executed these Articles of Incorporation this 21

1 day of December, 1963.

2
3 George S. Kawai (SEAL)
4 George S. Kawai

5 William J. Kawai (SEAL)
6 William J. Kawai

7 Misao Kawai (SEAL)
8 Misao Kawai

9 Ayako Kawai (SEAL)
10 Ayako Kawai

GIGRAY & BOYD
ATTORNEYS AT LAW
CALDWELL, IDAHO

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16
17 STATE OF IDAHO }
18 County of Canyon } ss.

19 On this day of December, 1963, before me, the under-
20 signed, a Notary Public in and for said State, personally appeared
21 GEORGE S. KAWAI, WILLIAM J. KAWAI, MISAO KAWAI and AYAKO KAWAI known
22 to me to be the persons whose names are subscribed to the within in-
23 strument and acknowledged to me that they executed the same, and I
24 further certify that each of said persons acknowledged to me that
25 they were each over the age of twenty-one years and were each citi-
26 zens of the United States of America.

27 IN WITNESS WHEREOF, I have hereunto set my hand and af-
28 fixed my official seal the day and year in this certificate first
29 above written.
30
31
32

Notary Public for Idaho
Residing at Caldwell, Idaho