

## 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

#### **CALDWELL ICE & COLD STORAGE, INC.**

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **January** A.D. One Thousand Nine Hundred **Sixty-four** 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 **Caldwell** in the County of **Canyon.**

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 **29th** day of **January**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
CALDWELL ICE & COLD STORAGE, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be:

CALDWELL ICE & COLD STORAGE, INC.

ARTICLE II

PURPOSES

The purposes for which it is to be formed are:

(a) To carry on the business of general warehousemen, and particularly to maintain, conduct and operate a cold storage warehouse, dry storage warehouses, bonded warehouses and common warehouses for the storage of merchandise, machinery, furniture, farm products, poultry, and all other products and manufacturers and chattels and effects of all kinds.

To carry on all or any of the businesses of ice makers, ice manufacturers, ice dealers, refrigerating storekeepers, and makers, manufacturers, importers, merchants and dealers of and in freezing and refrigerating agents, mixtures and mediums of all descriptions, both natural and artificial; to buy, sell, or let out to hire and deal in ice-making machines, and refrigerating machines, apparatus, implements and appliances of all kinds and descriptions.

(b) To buy and sell securities, mortgages, debentures, and other evidences of debt, subject to the provisions of law. To purchase, or otherwise acquire, hold and re-issue the shares of its capital stock. To acquire by purchase, subscription, or otherwise, and to hold and dispose of stocks, bonds, or any other obligations of any corporation, whether or not formed for, engaged in, or pursuing any one or more of the kinds of businesses above indicated.

(c) To acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

(d) To make and perform contracts of any kind and description in carrying on its business, or for the purpose of attaining or furthering any of its objects. To borrow or raise money for any of the purposes of the corporation. To buy or sell notes, mortgages, or other evidences of debt, including notes and mortgages of this corporation. To own, buy and sell real and personal property. To mortgage, hypothecate or otherwise encumber any of said property. To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages,

debentures, obligations, and evidence of indebtedness, and to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter be authorized by law. To have offices, conduct its business, and promote its objects within and without the State of Idaho, without restriction as to place or amount, and this corporation shall have the power to hold meetings within or without the State of Idaho, as may be determined from time to time by its By-Laws.

(e) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the State of Idaho upon business corporations, it being expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner such general powers.

### ARTICLE III

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

### ARTICLE IV

#### PLACE OF BUSINESS

The location and post office address of the registered office of this corporation in the State of Idaho shall be Caldwell, Canyon County, Idaho.

### ARTICLE V

#### STOCK

This corporation is authorized to issue one class of capital stock which shall be designated as common stock. The total number of shares of common stock this corporation shall be authorized to issue is 1,000 shares. The par value of the

common stock shall be \$100.00 per share. The aggregate par value of this common stock shall be \$100,000.00.

The entire voting power of the corporation shall be vested in the holders of common stock and every shareholder of record shall have the right, at every shareholders' meeting, to one vote for every share of common stock standing in his name on the books of the corporation.

The capital stock of this corporation shall be non-assessable, and the private property of the shareholders of this corporation shall not be liable for the debts, obligations and liabilities of this corporation.

#### ARTICLE VI

##### INCORPORATORS

The names and post office addresses of each of the incorporators of this corporation, and the number of shares of stock subscribed by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
GILBERT M. PICKETT	Post Office Box 501 Wenatchee, Washington	250
HARRIET PICKETT	9004 West Shorewood Drive Mercer Island, Washington	250
HELEN PICKETT BRANDEN	122 West Hazel Caldwell, Idaho	250

Each of the above named as Incorporators is a natural person, over the age of 21 years, and is a citizen of the United States of America.

#### ARTICLE VII

##### DIRECTORS

The number of directors of this corporation shall be at least three (3), and such additional number of directors, not exceeding seven (7), as may be determined from time to time by the By-Laws of this corporation.

a. At all elections of directors of this corporation, each stockholder of common stock shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

b. More than one-half of the directors shall be necessary to contribute a quorum of the board for the transaction of business at any meeting, but a lesser number may adjourn the meeting.

#### ARTICLE VIII

##### POWERS

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of the corporation and adopt new By-Laws. Such power shall not extend to making or altering any By-Laws fixing the qualifications, classifications, terms of office, or compensation of the Board of Directors, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-134 Idaho Code.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the Incorporators of this corporation, have executed these Articles of Incorporation this 30<sup>th</sup> day of December, 1963.

Gilbert M. Pickett

Harriet Pickett

Henry Pickett Brander

STATE OF WASHINGTON )  
 ) ss.  
County of Chelan )

I, Ray L. Town, a Notary Public  
in and for the State of Washington, do hereby certify that on  
this 3rd day of JANUARY, 1964, personally appeared  
before me GILBERT M. PICKETT, to me known to be the individual  
described in and who executed the within instrument, and acknow-  
ledged that he signed and sealed the same as his free and volun-  
tary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal this 3rd day  
of JANUARY, 1964.

Ray L. Town  
Notary Public in and for the State of  
Washington, residing at WENATCHEE

STATE OF WASHINGTON )  
 ) ss.  
County of King )

I, Beverlie Bair, a Notary Public  
in and for the State of Washington, do hereby certify that on  
this 16th day of January, 1964, personally appeared  
before me HARRIET PICKETT, to me known to be the individual des-  
cribed in and who executed the within instrument, and acknowledged  
that she signed and sealed the same as her free and voluntary  
act and deed, for the uses and purposes therein mentioned.

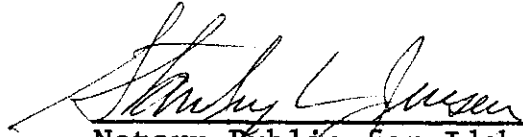
Given under my hand and official seal this 16th day  
of January, 1964.

Beverlie Bair  
Notary Public in and for the State of  
Washington, residing at Rickland

STATE OF IDAHO     )  
                              )ss.  
County of Canyon    )

On this 20th day of JANUARY, 1964,  
before me, the undersigned, a Notary Public in and for said State,  
personally appeared HELEN PICKETT BRANDEN, known to me to be the  
person whose name is subscribed to the within instrument, and  
acknowledged to me that she 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.

  
Notary Public for Idaho  
Residing at Caldwell, Idaho