

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

McMILLAN FARMS, INC.

was filed in the office of the Secretary of State on the **SIXTH** day
of **JANUARY** A.D., One Thousand Nine Hundred **SEVENTY-FIVE** and

~~will be~~ / ~~duly recorded on Film-Nonmicrofilm~~ 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 **Moscow, Idaho** in the County of **Latah**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the

ARTICLES OF INCORPORATION
OF
McMILLAN FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America and the State of Idaho, of the age of twenty-one years and upwards, desiring to form a corporation under the laws of the State of Idaho, do hereby adopt these Articles of Incorporation and execute the same in triplicate:

ARTICLE I.

The name of this corporation is "McMILLAN FARMS, INC."

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of this corporation in the State of Idaho is Moscow, Idaho.

ARTICLE IV.

The capital stock of this corporation shall be divided into two classes, 500 shares of which shall be known as Class A stock and 2000 shares of which shall be known as Class B stock. The Class B stock shall be distinguished from Class A stock in that the Class B/stock shall have no voting rights, privileges or powers and shall have no right to participate proportionately in future increases of capital stock of this corporation. In other instances Class B stock shall

have full rights, privileges and power with Class A stock.

The par value of each of the shares of Class A stock and Class B stock shall be One Hundred Dollars (\$100.00).

The aggregate par value of the authorized shares of the corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000.00).

ARTICLE V.

The purposes, objects and powers of this corporation shall be as follows:

To engage, generally, in farming and livestock raising.

To conduct and carry on the business of raising, producing, buying, selling and dealing in and with wheat, peas, barley, lentils, hay and other farm products and livestock of every type, kind and description, and to do each and every thing incidental or related thereto; and to buy, sell and deal in and with goods, wares and merchandise of every type, kind and description whether or not related or similar to the foregoing.

To, in general, carry on and conduct any other business or businesses which may be advantageously carried on and conducted with, or incidental to, any or all of the matters and things aforesaid.

To lease, purchase, or otherwise secure, acquire, own, hold, manage, improve, use, operate, sell, assign, transfer, rent, lease, convey and otherwise deal in and with real and personal property of every type, kind and description.

To enter into, execute, perform, and carry out contracts of every kind for any lawful purpose, the doing of which is incidental, ancillary, related, pertaining, necessary or proper to or connected with any or

all of the objects, purposes and kinds of business in this article mentioned.

To lend and advance money or give credit to such persons and on such terms as may seem expedient, and to give guaranty and become security for any such persons; but nothing herein contained shall be construed to give this corporation banking powers.

To borrow money without limitation as to the amount for any purpose or purposes of the corporation, whether secured or unsecured, and from time to time, make, accept, indorse, execute, and issue bonds, debentures, promissory notes, bills of exchange or other obligations of the corporation for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, trust deed, or by other lien upon, assignment of or agreements in regard to, all or any part of the property, rights, or pledges of the corporation wheresoever situated, whether now owned or hereafter to be acquired.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects or purposes in this article mentioned or any part or parts thereof, provided that the same shall be not inconsistent with the laws and statutes of the State of Idaho or of any state

wherein this corporation shall engage in business.

The purposes specified in this article shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning or general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be in like nature.

ARTICLE VI.

This corporation shall have power and authority to buy its own stock and to hold the same as treasury stock and to sell or otherwise dispose of the same.

ARTICLE VII.

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

<u>Name of Incorporator:</u>	<u>Post Office Address:</u>	<u>Number of Shares Subscribed:</u>
Elton McMillan	Route 4 Moscow, Idaho 83843	One (1) share of Class A stock
Mattie I. McMillan	Route 4 Moscow, Idaho 83843	One (1) share of Class A stock
Lloyd G. Martinson	P. O. Box 9045 Moscow, Idaho 83843	One (1) share of Class A stock

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands this 31 day of December, 1974.

Elton McMillan
Elton McMillan

Mattie I. McMillan
Mattie I. McMillan

Lloyd G. Martinson
Lloyd G. Martinson

STATE OF IDAHO)
 : ss.
County of Latah)

On this 31 day of December, 1974, before me, the undersigned, a Notary Public in and for said state, personally appeared ELTON McMILLAN, MATTIE I. McMILLAN and LLOYD G. MARTINSON, known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

Yvonne Bong
NOTARY PUBLIC in and for the State of Idaho, residing at Moscow, Idaho.

