



CERTIFICATE OF INCORPORATION  
OF

JEFFERSON GRAIN & SEED, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 30, 1986



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Shirley J. Clark*

ARTICLES OF INCORPORATION  
OF  
JEFFERSON GRAIN & SEED, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, DEWAYNE LEE, JEAN LEE, SHELDON STOKER and LUKE STOKER, all residents of the State of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

I

The name of this corporation is JEFFERSON GRAIN & SEED, INC.

II

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

III

Said corporation is formed for the following purposes:

- a. To carry on and transact any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho;
- b. To buy, sell, lease, encumber, or otherwise deal with real or personal property;
- c. To lend or advance money or give credit to such persons, firms, corporations or associations on such terms as may seem expedient;
- d. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, or dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid businesses of the company;
3. To carry on other businesses, of any nature, whatsoever, which may seem to the corporation capable of being conveniently carried on in connection with its businesses or calculated directly or indirectly to enhance the value of any of the corporation's property or rights or generally to enhance the profitability of the corporation;

f. If deemed advisable by the corporation, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees and stockholders, and to make payments toward insurance;

g. The corporation shall have the power to buy its own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same;

h. To acquire the goodwill, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other securities of this corporation or otherwise; and to acquire and/or take all or any part of the business, assets, liabilities of any person, firm, association or corporation;

i. To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or any other lawful means with property of the corporation;

j. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the attainment of any of the objects, for the exercise of any of the powers herein set forth, whether specified herein or not;

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein expressly declared shall be deemed to preclude powers or purposes not so declared, and that all other lawful powers not inconsistent herewith are hereby included.

#### IV

The corporation shall have authority to issue a total of 600 shares of capital stock with no par value all of which shall be of one class, and shall be designated as common stock, all of said stock to be non-assessable.

V

No sale of shares shall be made by any shareholder to any person who is not a shareholder of the corporation, except as may be allowed pursuant to any Buy-Sell Agreements entered into between all of the shareholders, or, if no such Agreement(s) exist, then:

a. In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the corporation, he shall first submit to the shareholders of the corporation satisfactory evidence of the agreement to purchase such shares by such third person and the price agreed to be paid therefor;

b. In the event the remaining shareholders agree to purchase such shares at the same price which the shareholder can receive from the third party, then the shares shall be sold to the shareholders of the corporation in such proportionate amounts as their respective shareholdings bear to all of the shares held by the shareholders of the corporation;

c. In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from a third party to such of the shareholders who may desire to purchase the same, and in the same proportion as above set forth;

d. No shares shall be sold to any person other than the shareholders of the corporation until each of the shareholders shall have been afforded an opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so;

3. Notice in writing to the shareholders of the corporation or the desire of any shareholder to sell his shares shall be given by such shareholder, and, at the same time, satisfactory evidence shall be furnished to the shareholders as to the price hereinabove set forth. Shareholders shall have thirty (30) days time after the receipt of such notice within which to elect in writing to purchase such shares or to decline to do so.

VI

The registered office of the corporation is P. O. Box 248, Roberts, Idaho 83444. The registered agent at that office is Luke Stoker.

VII

The number of directors of this corporation shall be not less than three directors, except that in cases where all shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but no less than the number of stockholders.

VIII

The names and addresses of the persons who are the incorporators and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

Dewayne Lee, Box 25, Terreton, Idaho

Jean Lee, Box 25, Terreton, Idaho

Luke Stoker, Box 248, Roberts, Idaho

Sheldon Stoker, Box 248, Roberts, Idaho

XI

The power to adopt, repeal and amend by the By-Laws of the corporation shall be in the stockholders and the By-laws may be amended, adopted, or repealed by a majority vote of the stock issued.

IN WITNESS WHEREOF, The Articles of Incorporation have been signed by the subscribers this 26th day of December, 1986.

Dewayne Lee  
DEWAYNE LEE

Jean Lee  
JEAN LEE

Luke Stoker  
LUKE STOKER

Sheldon Stoker  
SHELDON STOKER

STATE OF IDAHO )  
County of Jefferson ) ss.  
~~TWIN FALLS~~

On this 23<sup>rd</sup> day of December, 1986, before me, the undersigned, a Notary Public for Idaho, personally appeared DEWAYNE LEE and JEAN LEE, known or identified to me to be the persons whose names are subscribed to the foregoing 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.

Tall Hallenay  
Notary Public for Idaho  
Residence: Mud Lake, Idaho  
Commission Expires: 12/5/92

STATE OF IDAHO )  
County of Jefferson ) ss.

On this 26<sup>th</sup> day of December, 1986, before me, the undersigned, a Notary Public for Idaho, personally appeared SHELDON STOKER and LUKE STOKER, known or identified to me to be the persons whose names are subscribed to the foregoing 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.

Roni S. Statum  
Notary Public for Idaho  
Residence: Twin Falls, Idaho  
Commission Expires: 12-1-91