

# 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

#### **SIMPLOT EASTERN IDAHO PRODUCE, INC.**

was filed in the office of the Secretary of State on the **sixth** day of **August,** A.D. One Thousand Nine Hundred **Fifty-Nine,** and duly recorded on Film No. **108** 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 **Blackfoot,** in the County of **Bingham.**

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 **sixth** day of **August**, A.D., 19 **59**

Secretary of State.

ARTICLES OF INCORPORATION

of

SIMPLOT EASTERN IDAHO PRODUCE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

I.

The Name of this corporation is :

SIMPLOT EASTERN IDAHO PRODUCE, INC.

II.

The purposes for which this corporation is formed are:

(a) To engage in a general produce marketing and general merchandising business.

(b) To purchase, acquire, own, sell, market (either as principal or agent) or dispose of farm crops, farm produce, dairy products, poultry products, fruit, vegetables and livestock and meat of every kind and description.

(c) To maintain and operate storage warehouses for the storage and deposit of goods and merchandise of every kind and description, and conduct all business appertaining thereto, including making advances on goods and merchandise stored and deposited with it, and to have and receive all of the rights and emoluments thereunto belonging.

(d) To advance funds and money upon produce or merchandise purchased by or to be marketed through it; and to lend money to any person or persons, associations or corporations upon any terms or periods, and with or without security.

(e) To own, acquire, operate, sell or dispose of farms or farming property of every type or description, wherever located.

(f) To 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.

(g) 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 or description, within or without the State of Idaho, necessary, suitable or useful in connection with any of the objects or purposes herein set forth.

(h) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation.

(i) 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.

(j) 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.

(k) 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 in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, 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.

(l) 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.

(m) 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 payment 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.

(n) 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 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.

(o) To conduct its business in all or any of its branches in the State of Idaho and in 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.

(p) 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.

### III.

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

### IV.

The location and Post Office address of the registered office of this corporation in the State of Idaho shall be Blackfoot, in the County of Bingham, State of Idaho.

### V.

This corporation is authorized to issue one class of shares of its capital stock to be designated as "common stock". The total number of shares of common stock which this corporation shall be authorized to issue is 1,000. The aggregate par value of the common capital stock of this corporation shall be \$10,000.00; and the par value of each share of said common capital stock shall be \$10.00.

### VI.

The names and Post Office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of those incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
John M. Dahl	Boise, Idaho	One
L. E. Haight	Boise, Idaho	One
James F. Oakes	Boise, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of 21 years and is a citizen of the United States of America.

VII.

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

VIII.

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the 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 association have executed these Articles of Incorporation this 1st day of July, 1959.

John M. Dahl  
John M. Dahl

L. E. Haight  
L. E. Haight

James F. Oakes  
James F. Oakes

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 1st day of July, 1959, before me, Doris J. Alspaugh, a Notary Public in and for said state, personally appeared JOHN M. DAHL, L. E. HAUGHT, and JAMES F. OAKES, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and I further certify that each of said persons acknowledged to me that they were each over the age of 21 years and were each citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Doris Alspaugh  
Notary Public for Idaho  
Residing at: Boise, Idaho