



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

**FARMERS AND RANCHERS GROUP PURCHASING, INC.**

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twelfth** day of **June**

**1973**, a properly authenticated copy of its articles of incorporation, and on the **12th** day of **June** **1973**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **12th** day of **June**  
A.D., **19 73**.

Pete T. Cenarrusa  
Secretary of State

Corporation Clerk

STATE OF CALIFORNIA



OFFICE OF THE  
SECRETARY OF STATE

(PHOTOCOPY CERTIFICATION)

I, EDMUND G. BROWN JR., Secretary of State of the State of California,  
hereby certify:

That the photographic reproduction hereunto annexed was prepared by  
and in this office from the record on file of which it purports to be a copy,  
and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUN 5 1973

*Edmund G. Brown Jr.*

Secretary of State



STATE OF CALIFORNIA

In the office of the Secretary of State  
of the State of California

OF

MAY 1 1973

FARMERS AND RANCHERS GROUP PURCHASING, INC. *EDMUND G. BROWN Jr., Secretary of State*

*James E. Gray*  
By *James E. Gray*  
Deputy

I

The name of this corporation shall be FARMERS AND RANCHERS GROUP PURCHASING, INC.

II

The purposes for which this corporation is formed are:

(a) To engage primarily in the specific business of providing a service for farmers and ranchers through direct purchasing;

(b) To engage in any one or more businesses or transactions which the board of directors of this corporation may from time to time authorize or approve, related or unrelated to the business described in (a) above or to any other business then or theretofore done by this corporation;

(c) To exercise any and all rights and powers which a corporation may now or hereafter exercise;

(d) To act as principal, agent, joint venturer, partner or in any other capacity which may be authorized or approved by the board of directors of this corporation;

(e) To transact business in the State of California or in any other jurisdiction of the United States of America or elsewhere in the world.

The above purpose clauses shall not be limited by reference to or inference from one another, but each such purpose clause shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

Registration certificate  
to amend articles  
of incorporation

III

The county in the State of California where the principal office for the transaction of business of this corporation is located is Los Angeles County.

IV

(a) The number of directors of this corporation shall be three.

(b) The names and address of the persons who are appointed to act as the first directors of this corporation are:

Name	Address
Herbert D. Stone	707 Loma Lista Dr. Long Beach, California
Jamie D. Plotkin	22315 Avis Court, Torrance, California
Harry Plotkin	22315 Avis Court, Torrance, California

V

The total number of shares which this corporation shall have authority to issue is 25,000 shares, all of one class. The aggregate par value of all of said shares is \$25,000.00 and the par value of each such share is \$1.00.

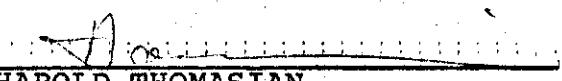
IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors of this corporation, have executed these Articles of Incorporation this 10th day of May, 1973.

Herbert D. Stone  
Jamie D. Plotkin  
Harry Plotkin

State of California )  
County of Los Angeles ) SS:

On this 10th day of May, 1973, before me, HAROLD THOMASIAN, a Notary Public for the State of California, personally appeared Herbert D. Stone; Jamie D. Plotkin, and Harry Plotkin, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same.

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

  
\_\_\_\_\_  
HAROLD THOMASIAN  
Notary Public

#47613-  
FOREIGN-California  
6/17/76  
ml

**RESIGNATION OF AGENT UPON WHOM PROCESS MAY BE SERVED**

Secretary of State

Boise, Idaho

RECEIVED 11-1-54 FARMERS AND RANCHERS GROUP PURCHASING, INC.

Gentlemen's

Please take notice that the undersigned hereby resigns as of this date as agent upon whom process may be served in Idaho for FARMERS AND RANCHERS GROUP PURCHASING, INC.

a corporation organized under the laws of the State of California.

IN WITNESS WHEREOF, the undersigned has caused this notice  
to be executed this              day of              , 19      .

Paul B. Ennis  
Paul B. Ennis

Paul B. Ennis

IDAHO-R.A.-F & D