

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SEED POTATO SERVICES, 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: March 9, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Shelly Davies*

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**ARTICLES OF INCORPORATION**  
OF **SEED POTATO SERVICES, INC.**  
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SECRETARY OF STATE

We, the undersigned, natural persons all being of the age of eighteen years or more, acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for Seed Potato Services, Inc. (the "Corporation"):

**Article I**

**NAME**

The name of the Corporation is Seed Potato Services, Inc.

**Article II**

**DURATION**

The period of duration for the Corporation is perpetual.

**Article III**

**PURPOSE**

The purpose or purposes for which the Corporation is organized is to engage in all aspects of the custom cutting and treating of seed potatoes as well as providing custom roguing and consulting services for growers of certified seed potatoes. The Corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act and any amendments thereto.

## Article IV

### STOCK

The Corporation shall have authority to issue Ten Thousand (10,000) shares of stock which stock shall be of one class only. The par value of said stock is one dollar (\$1.00). The voting rights of the stock are to be determined by board of directors at a meeting called for this purpose.

## Article V

### DIRECTORS

The number of directors of this Corporation shall be three, or more than three, as fixed from time to time by the By-laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and shall qualify are:

Spencer Glenn Brookshier  
350 N. 312 W.  
Blackfoot, ID 83221

George W. Brookshier  
143 Cedar St.  
Blackfoot, ID 83221

Michael Kirk Dance  
350 N. 314 W.  
Blackfoot, ID 83221

## Article VI

### OFFICERS

The officers of the Corporation may consist of a Chairman of the Board, President, one or more Vice Presidents, a Secretary and a Treasurer, as determined by the Board of Directors. However, the President may not also serve as the Secretary.

## Article VII

### REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be:

350 N. 312 W.  
Blackfoot, ID 83221

The Corporation's initial registered agent at such address shall be:

Spencer Glenn Brookshier

I hereby acknowledge and accept appointment as corporation registered agent:

Spencer Glenn Brookshier  
Spencer Glenn Brookshier

## Article VIII

### PRINCIPLE PLACE OF BUSINESS

The principle place of business of the Corporation shall be Blackfoot, Idaho. The business of this Corporation may be conducted in all counties of the State of Idaho and in all states of the United States, and in all territories thereof, and in all foreign countries as the directors shall determine.

## Article IX

### INCORPORATORS

The names and addresses of the incorporators are:

Spencer Glenn Brookshier  
350 N. 312 W.  
Blackfoot, ID 83221

George W. Brookshier  
143 Cedar St.  
Blackfoot, ID 83221

Michael Kirk Dance  
350 N. 314 W.  
Blackfoot, ID 83221

## Article X

### LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be liable for corporate obligations.

## Article XI

### STOCKHOLDER'S MEETING

#### Annual Meeting:

The annual meeting of the stockholders shall be held at such place and time as are prescribed in the By-Laws of the Corporation, and notice of such meeting and of any special meeting of the stockholders shall be given in the manner and for other time provided in the Corporation's By-Laws.

#### Procedure at Meetings:

At all meetings of the stockholders, sixty-seven percent (67%) of the outstanding capital stock of said Corporation shall constitute a quorum, and each share of stock shall be entitled to one (1) vote, either in person or by proxy. Should a majority not be represented at any regular or special stockholder's meeting, adjournments may be taken from time to time without further notice until a sufficient number of shares are represented to hold such a meeting.

## **Article XII**

### **BY-LAWS**

The Board of Directors by a sixty-seven percent (67%) vote may adopt and may from time to time amend and/or repeal By-Laws for the Corporation, not inconsistent with the Corporation's Articles of Incorporation and subject to any statutory restrictions or limitations imposed under Idaho law.

## **Article XIII**

### **PREEMPTIVE RIGHTS**

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible in such shares or carrying a right to subscribe to or acquire shares. This preemptive right shall also constitute a right of first refusal to purchase any shares which are to be sold by any other shareholder. Holders of common stock without voting power shall have no preemptive right to shares of common stock with voting power. The preemptive right shall be only an opportunity to acquire shares or other securities under such terms and conditions as the board of directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

## **Article XIV**

### **RE-ACQUIRED SHARES**

The Board of Directors shall have the power to create a fund for the purchase of the Corporation's stock by the Corporation. Any such shares so purchased shall be deemed to be authorized but unissued stock and shall be subject to preemptive rights, if any, of the remaining stockholders.

## Article XV

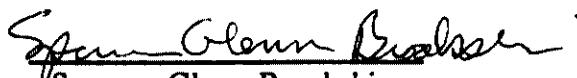
### AMENDMENT

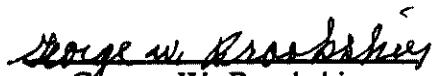
These Articles, or any By-Laws which may be created, may be amended by the affirmative vote of sixty-seven percent (67%) of the shares outstanding at a meeting called for that purpose upon giving of not more than thirty (30) days nor less than ten (10) days notice to all such stockholders of record; provided, however, that such a meeting may be called without notice when notice is by all shareholders of the Corporation.

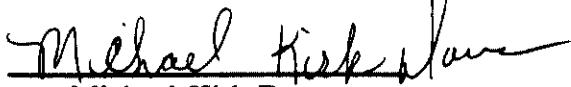
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In Witness Whereof, We, **Spencer Glenn Brookshier, George W. Brookshier, and Michael Kirk Dance** have executed these Articles of Incorporation in duplicate this    day of   , 1992, and say:

That we are all incorporators herein; that we have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same are true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters we believe them to be true.

  
Spencer Glenn Brookshier

  
George W. Brookshier

  
Michael Kirk Dance