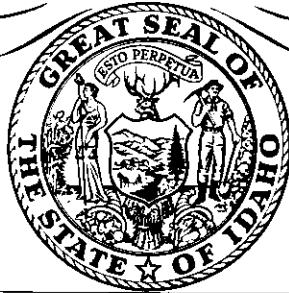


# State of Idaho



## 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

#### MANWARING CORPORATION

was filed in the office of the Secretary of State on the **Seventh** day of **August,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **120** 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

**Rexburg**

in the County of

**Madison**

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 **7th** day of **August**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

of

MEATLANDS CORPORATION  
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and WE CERTIFY:

FIRST

That the name of this corporation is

"MEATLANDS CORPORATION".

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To carry on and conduct a cold storage warehouse business for the storage of meat, foods, and any and all other perishable commodities; to erect, maintain and acquire by lease, purchase or otherwise, public cold storage warehouses and other warehouses for the storage of foods and any and all perishable commodities; to carry on the business of cold storage warehousing and all businesses necessarily or impliedly incidental thereto, including the issuance of warehouse receipts, negotiable or otherwise, and the making of advances upon goods warehoused with the corporation, and to receive, handle, ship and forward all classes of perishable commodities.

(b) To carry on the business of slaughtering livestock of all kinds, including but not limited to cattle, hogs, sheep and game animals; to purchase for slaughter of the same animals; and to cut, wrap and store for its customers the meats of said animals; to manufacture and dispose of the products thereof; also, to buy, sell and deal in meats, provisions and all classes of produce, packing house products, and generally to deal in the

business of preparing for its customers and buying and selling livestock, poultry, eggs, dairy products, and all of the above specified products and by-products, and in all materials used in the production thereof, and to carry on any other business which may be conveniently conducted in conjunction with any of the businesses aforesaid.

(c) To purchase, or in anywise acquire, for investment, or for sale, or for operation or otherwise, personal property of any kind and nature, lands, contracts for the purchase or sale of lands, buildings, improvements and any other real or personal property of any kind or nature, or any interest therein; and to manage, improve, develop and turn to account any land or contracts for purchase or sale of lands or other real or personal property acquired by the corporation or in which the corporation is interested.

(d) To apply for, procure, and take out patents of the United States of America and the State of Idaho, upon any lands in which the corporation may have any interest.

(e) To purchase, take on lease, or otherwise acquire, mining claims and mines, gas and oil properties, and to drill for and dispose of any mineral, including uranium, phosphate, gold, silver, lead, zinc, tungsten, mica, copper, aluminum, gas, oil and trace minerals, and associated and related materials and minerals, and to construct all works, pumping plants, storage facilities, and any and all other necessary structures or appliances for the proper operation of mining and gas and oil properties.

(f) To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the accomplishment or the attainment of any of the objects, or the furtherance of any of the powers heretofore 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 or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures and other evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or the federal government.

(c) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

(d) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries.

(e) And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, sub-leases, assignments and re-assignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares shall have preemptive rights.

#### THIRD

That the existence of this corporation is to be perpetual, after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

#### FOURTH

That the place where its principal business is to be transacted, and the registered office of the corporation in this state shall be in the City of Rensburg, Madison County, State of Idaho.

#### FIFTH

That the total authorized capital of this corporation shall be \$50,000.00, divided into 50,000 shares with a par value of \$1.00 per share. All stock shall be common stock and when fully paid, shall be non-assessable and not subject to call. Each share of stock shall be entitled to one vote.

The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or

transfer of shares of stock; provided that the same shall be in accordance with applicable law.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of six shares, and following are the names of the persons, their addresses and number of shares by whom the same have been subscribed, to-wit;

| <u>Name of Subscriber</u>  | <u>Address</u>      | <u>No. of Shares</u> | <u>Amount</u> |
|----------------------------|---------------------|----------------------|---------------|
| D.H. & Zella H. Manwaring, | Rexburg, Idaho      | 1                    | \$1.00        |
| Jess & Helen Orme          | Seattle, Washington | 1                    | \$1.00        |
| Erwin & Beth Schick        | Bountiful, Utah     | 1                    | \$1.00        |
| Don & Vera Archibald       | Rigby, Idaho        | 1                    | \$1.00        |
| Blair & JoAnn Manwaring,   | Rexburg, Idaho      | 1                    | \$1.00        |
| Var & Florence Manwaring,  | Brigham City, Utah  | 1                    | \$1.00        |

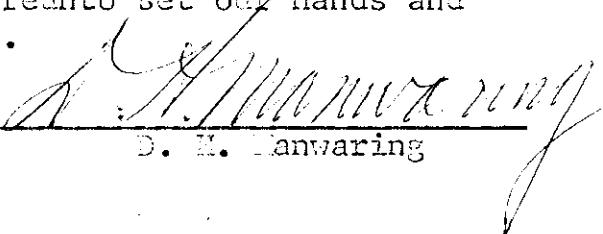
SEVENTH

That the management of this corporation shall be vested in a board of not less than three nor more than seven directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of this corporation in said City of Rexburg, Idaho, at a time in each year to be designated by the By-Laws, and until such election, the directors of said corporation shall be: D. H. Manwaring, President and General Manager; Blair Manwaring, Vice-President and Assistant Manager, and Vera Archibald, Secretary-Treasurer.

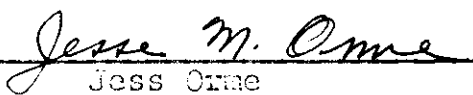
EIGHTH

The By-Laws may be adopted by the shareholders and the board of directors in the manner provided for by the laws of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30th day of June, 1962.

  
D. H. Manwaring

\_\_\_\_\_  
Zella H. Manwaring

  
Jess Orme

  
Helen Orme

Erwin Schick  
Erwin Schick

Beth Schick  
Beth Schick

Don Archibald  
Don Archibald

Vera Archibald  
Vera Archibald

Blair Manwaring  
Blair Manwaring

JoAnn Manwaring  
JoAnn Manwaring

Var Manwaring  
Var Manwaring

Florence Manwaring  
Florence Manwaring

STATE OF IDAHO                    )  
County of Madison.                ) ss.

On this 30th day of June in the year 1952, before me, the undersigned, a Notary Public in and for said County and State, personally appeared D. M. Manwaring, Zella H. Manwaring, Jess Orme, Helen Orme, Erwin Schick, Beth Schick, Don Archibald, Vera Archibald, Blair Manwaring, JoAnn Manwaring, Var Manwaring, Florence Manwaring, known to me to be the persons whose names are subscribed to the within 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.

Lay W. Legby  
Notary Public

Residence Henrieville, Idaho

My commission expires 1-25-55