

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

ART KRESS AND SONS, INC.

was filed in the office of the Secretary of State on the **ninth** day of **December** A.D., One Thousand Nine Hundred **seventy-four** and ~~will be~~ ~~duly~~ recorded on ~~Film~~ ~~Microfilm~~ 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 **American Falls, Idaho** in the County of **Power**

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 **9th** day of **December**, A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
ART KRESS AND SONS, INC.,

KNOW ALL MEN BY THESE PRESENTS, that we, ARTHUR KRESS, LARRY KRESS and A. LEE KRESS, all residing at American Falls, Idaho, who are over the age of 21 years and natural born citizens of the United States of America, whose names are hereunto subscribed, do under and pursuant to the general corporation laws of the State of Idaho, associate ourselves together, for the purpose of becoming a body corporate and carrying on and conducting the business hereinafter mentioned, and doing all lawful things and acts necessary, convenient, or beneficial in regard thereto, we do hereby execute those Articles of Incorporation of ART KRESS AND SONS, INC.

ARTICLE I.

The name of this corporation shall be ART KRESS AND SONS, INC.

ARTICLE II.

The purposes of this corporation and the pursuits and business which it may carry on are, and shall be, to acquire, purchase, rent, own and operate farms and agricultural lands and engage in the general business of farming and in all business related thereto, both within and without the State of Idaho.

To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenance, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or struc-

tures at any time owned by or held by the corporation.

To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this state to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase, and to undertake in conjunction therewith, any liabilities of any person, firm, association or company, described as aforesaid, possessing property, suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and for the consideration of the same to pay cash or to issue shares, stocks or obligations of this company.

To purchase, sell, and in general to deal in, implements, machinery, vehicles, and any and all articles pertaining to agriculture, in any or all the states and territories of the United States, and to acquire property for the purpose of carrying on such business.

To manufacture and produce, and to acquire property for the manufacturing and producing, and to otherwise acquire and generally deal in, ores, metals, timber, lumber, and other materials and products which may be used in, or in connection with, the manufacture of machinery, implements, tools, vehicles and other articles pertaining to agriculture.

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 by any other lawful means.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or

corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferrable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

To purchase, acquire and own its shares of stock, but shares of such capital stock so purchased or acquired may be re-sold unless such shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more to the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III

The principal place of business of this corporation shall be at Rt. 1, Lake Channel, American Falls, Idaho.

ARTICLE IV.

This corporation shall have perpetual existence unless sooner disincorporated according to law.

ARTICLE V.

The corporate powers, business and property, of this corporation must be exercised, conducted and controlled by a board of three directors; provided, however, that said board may not act

so as to bind the corporation or its property unless a majority of said directors shall be in attendance at the meeting at which said action shall be taken, and the number in favor of such action shall be a majority of all of the directors of the corporation.

The several members of the Board of Directors shall be elected at the regular meeting of the stockholders, and shall hold office for a period of one year.

Arthur Kress, Larry Kress and A. Lee Kress shall act as directors of this corporation until their successors have been regularly elected and qualified. No person shall be a director of the corporation who is not a stockholder thereof. In the event of a vacancy in the Board of Directors, the remaining directors shall appoint some stockholder to fill the unexpired term of office.

There shall be a regular, annual, stockholders' meeting on the third Friday of January of each year, subsequent to the effective dates of these Articles of Incorporation, together with such other stockholders' meetings as shall be lawfully called or provided for. The stockholders of this corporation shall not be individually liable for the debts of this corporation.

The officers of this corporation shall be President, Vice-President, Secretary and Treasurer, to be elected by a majority vote of the Board of Directors. The terms of said office for said officers shall be set by the Board of Directors and said officers may be removed upon thirty days' notice by said board.

ARTICLE VI

The amount of authorized capital stock in this corporation shall be ONE MILLION DOLLARS (\$1,000,000.00) divided into Ten Thousand (10,000) shares of par value of One Hundred and no/100 Dollars (\$100.00) per share. No distinction shall exist between

the shares of this corporation, or the holders thereof.

ARTICLE VII.

The amount of capital stock of this corporation that has been actually subscribed and the number of shares subscribed by each subscriber and the par value thereof are as follows:

| <u>NAME OF SUBSCRIBER</u> | <u>NUMBER OF SHARES</u> | <u>PAR VALUE</u> |
|---------------------------|-------------------------|------------------|
| ARTHUR KRESS | 1 | \$100.00 |
| LARRY KRESS | 1 | \$100.00 |
| A. LEE KRESS | 1 | \$100.00 |

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of December, 1974.

Arthur Kress
Arthur Kress

Larry Kress
Larry Kress

A. Lee Kress
A. Lee Kress

STATE OF IDAHO)
) ss.
County of Power)

On this 5th day of December, 1974, before me, a Notary Public in and for said County and State, personally appeared Arthur Kress, Larry Kress and A. Lee Kress, 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.

Ilean Meadows
NOTARY PUBLIC for Idaho
Residing at American Falls, Idaho

(SEAL)