

## Department of State.

### CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

**VERMEYEN, INC.**

was filed in the office of the Secretary of State on the **Third** day  
of **October** A.D. One Thousand Nine Hundred **Fifty-eight** and  
duly recorded on Film No. **104** 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

**Nampa** in the County of **Canyon**

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 **3rd** day of **October**,  
A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
VERHEYEN, 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:

VERHEYEN, INC.

II.

The purposes for which this corporation is formed are:

(a) To engage in a general agricultural, investment and merchandising business.

(b) To engage in the business of growing and producing all types of farm produce; and to purchase and market farm produce of all types and description; and to raise, feed and market livestock and animals of every type and description and to dispose of the products thereof; and to engage in the raising, feeding and marketing of poultry and to dispose of the products thereof; and to produce dairy products and market those products; and to engage in feeding operations; and to acquire, purchase, use or dispose of farm supplies and equipment of every type or description.

(c) To acquire, own and operate any type of mercantile business or establishment; and to purchase, acquire, sell, exchange, and generally deal in any type of goods, wares and merchandise.

(d) To engage in the repair and maintenance of machinery, equipment and motor vehicles; and to purchase, acquire, manufacture, fabricate, rebuild, repair, lease, sell, exchange and deal in machinery, equipment, motor vehicles, mechanical repair parts, supplies and assemblies of every

kind or nature.

(e) To engage in the business of servicing machinery, equipment, motor vehicles; and to deal in petroleum products, accessories and supplies for motor vehicles.

(f) To acquire, own, lease (either as lessor or as lessee), or operate warehouses or storage facilities for the storage, repair or care of any goods, wares, merchandise or supplies.

(g) To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trusts with respect to and generally deal in, either alone or in syndicates, or otherwise in conjunction with others, any form of security, namely any form of shares of capital stock, debentures, voting trust certificates, trust certificates, bonds, mortgages, obligations, contracts, certificates of interest, choses in action issued by any corporation, association, partnership, syndicate, person, governmental, municipal or public authority, or other entity, without limitation thereto; and to receive, collect and dispose of dividends, interest, or other income upon any securities held by it.

(h) To purchase, acquire, hold, mortgage, pledge, transfer, or otherwise dispose of or deal in real estate and personal property; and to erect, construct, alter and maintain buildings or structures on any real property.

(i) To acquire, hold, sell, or otherwise dispose of all or any part of the capital stock, assets or good will of any business, person, firm, co-partnership, association or corporation engaged in any type of business whatsoever; and to hold, utilize or in any manner dispose of the whole or any part of the stock in trade, assets, good will and rights so acquired; and to conduct in any manner, in whole or in part, any business so acquired; and to undertake or assume the whole or any part of the obligations, liabilities or indebtedness of any person, firm, partnership, association or corporation in connection with the business so acquired.

(j) 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 stock owned by it shall not be voted upon directly or indirectly.

(k) 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.

(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 to 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 or as co-partner or joint venturer with any person, association, or other corporation, and in any part of the world; and in carrying on its business and for the purposes 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 any and 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 Nampa, in the County of Canyon, State of Idaho.

V.

This corporation shall be authorized to issue one class of its shares of 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 2,500. The aggregate par value of the common stock of this corporation shall be \$25,000.00. The par value of each share of common stock issued by this corporation 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 common stock subscribed by each of those incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>Common Stock Subscribed</u>
Wm. J. Verheyen	Nampa, Idaho	One share
Bertha L. Verheyen	Nampa, Idaho	One share
Robert I. Troxell	Boise, Idaho	One share

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

VII.

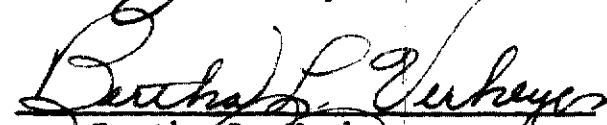
The capital stock of this corporation shall be non-assessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

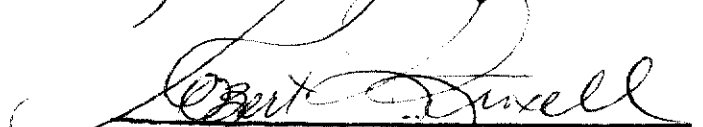
VIII.

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of the common stock of this 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 corporation, have executed these Articles of Incorporation the 1st day of October, 1958.

  
Wm. J. Verheyen

  
Bertha L. Verheyen


  
Robert I. Troxell

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 1st day of October, in the year 1958, before me, a Notary Public in and for said State, personally appeared WM. J. VERHEYEN, BERTHA L. VERHEYEN and ROBERT I. TROXELL, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that each had executed the same; and I further certify that each of said persons acknowledged to me that he or she was over the age of twenty-one years and was a citizen 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.

(SEAL)

  
Notary Public for Idaho  
Residence: Boise, Idaho