

FILED

DEC 15 1981
SECRETARY OF STATE
STATE OF WASHINGTON

RESTATED ARTICLES OF INCORPORATION
OF
DUMAS CORPORATION

THE UNDERSIGNED, for the purposes of organizing a corporation, pursuant to the laws of the State of Washington, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be DUMAS CORPORATION and its existence shall be perpetual.

ARTICLE II. PURPOSES

The purpose and object of this corporation are as follows:

1. To engage in the business of purchasing or otherwise acquiring, storing, preparing, processing, marketing, trading and otherwise dealing in and with respect to feeds of all kinds and pea, lentil and other crops and commodities; to manufacture, market and otherwise deal in and with respect to derivatives, products and by-products of such crops and commodities; and to acquire, hold, improve, lease, sell, convey, exchange, mortgage, grant security interests in or otherwise encumber its assets and to otherwise deal in and with respect to property of every kind and nature, including stock and securities of other corporations, incidental or appropriate to the conduct of the aforesaid business.

2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.

3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this corporation shall also have the following powers:

- (a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.
- (b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.
- (c) To borrow money and give security therefor.
- (d) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.
- (e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.
- (f) To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE III. REGISTERED OFFICE AND AGENT

The location and post office address of the registered office of the corporation and the name of the registered agent at that address is:

Kenneth B. Myklebust
SE 1255 Professional Mall Blvd.
Pullman, Washington 99163

ARTICLE IV. PRE-EMPTIVE RIGHTS

Shareholders of this corporation shall not have pre-emptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE V. INCORPORATORS

The names and addresses of the persons forming this corporation and the subscription of each are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
E. A. Dumas	1110 Maiden Lane Pullman, Washington	1,750	\$175,000.00
E. Merrill Boyd	Route 3 Moscow, Idaho	100	10,000.00
Carl Boyd	Route 1 Pullman, Washington	50	5,000.00
H. L. Gearhiser	306 S. Spring St. Pullman, Washington	50	5,000.00

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
Claude K. Irwin	506 Derby St. Pullman, Washington	50	\$5,000.00
Harold Boyd	Route 2 Pullman, Washington	50	5,000.00
Morton C. Swanson	R. F. D. Palouse, Washington	50	5,000.00

All of the above-named persons are citizens of the United States.

ARTICLE VI. DIRECTORS

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall not be less than three nor more than nine unless all shares of the corporation are owned of record by fewer than three shareholders, in which event the number of directors may be the same as the number of shareholders.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist,

even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reasons of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation. A general notice that a director or officers of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

5. The first directors of this corporation shall be six in number and their post office addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. A. Dumas	1503 Grand Ave., Pullman, Washington
E. Merrill Boyd	Route 3, Moscow, Idaho
Carl Boyd	Route 1, Pullman, Washington
Morton C. Swanson	R. F. D., Palouse, Washington
G. E. Krumneck	500 Lewis Bldg., Portland, Oregon

The term of the first directors shall be until the first annual meeting of the shareholders of the corporation and until their successors are elected and qualified.

ARTICLE VII. CAPITAL STOCK

1. The total number of shares of stock authorized and which may be issued by this corporation and the par value thereof is as follows:

Total number of shares authorized: 3,000
Total capital stock: \$300,000.00
Par value: \$100.00

IN WITNESS WHEREOF, we have hereunto set our hands this 6th day of October, 1981.

DUMAS CORPORATION

By: Quell R. Johnson
President

Attest: K. B. Myklebust
Secretary

STATE OF WASHINGTON)
) ss.
County of Whitman)

KENNETH B. MYKLEBUST, being first duly sworn, on oath deposes and says:

That he is the Secretary of DUMAS CORPORATION; that he has read the above and foregoing Restated Articles of Incorporation; knows the contents thereof; and states that the Restated Articles of Incorporation set forth all of the operative provisions of the Articles of Incorporation of DUMAS CORPORATION, as theretofore amended and said Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended and they do supercede the original Articles of Incorporation and all amendments thereto.

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SUBSCRIBED AND SWORN to before me this 7th day of October,
1981.

Cheryl R. Coulter

NOTARY PUBLIC in and for the State
of Washington, residing at Albion.