

State of Idaho



Department of State.

I, **FRED E. LUKENS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that the

UTAH PACKING CORPORATION

a corporation duly organized and existing under the laws of the **State** of **Utah**

has fully complied with Section 10 of Article XI of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes, by filing in this office on the **11th** day of **September**, 19 **18**

a properly authenticated copy of its articles of incorporation, and on the **12th** day of **September**, 19 **18**, a certificate of appointment of

F. M. CONDIE residing at **Preston** in the County of **Franklin**, State of Idaho, as agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho relating to corporations not created under the laws of this State, as contained in Chapter 187 of the Idaho Compiled Statutes, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **twentysixth**

day of **September**, in the year of our Lord one thousand nine hundred and

twenty-eight, and of the Independence of the United States of America the One Hun-

dred and **Fifty-third**.

Secretary of State.

STATE OF UTAH
EXECUTIVE DEPARTMENT
SECRETARY OF STATE'S OFFICE

I, H. E. Crockett, Secretary of State of the State of Utah, do hereby certify that the attached is a full, true and correct copy of a certified copy of the Articles of Incorporation and Amendments of

UTAH PACKING CORPORATION

as appears on file in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah this 4th day of September, 1928.

H. E. CROCKETT

Secretary of State

THE GREAT SEAL OF THE
STATE OF UTAH

ARTICLES OF INCORPORATION

of

UTAH PACKING CORPORATION.

KNOW ALL MEN BY THESE PRESENTS that the undersigned do hereby associate themselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Utah and for that purpose do hereby agree as follows, to wit:

ARTICLE I.

The name of this corporation shall be UTAH PACKING CORPORATION.

ARTICLE II.

Said corporation is organized at Ogden, Weber County, State of Utah.

ARTICLE III.

The names of the incorporators, together with their places of residence, respectively, are as follows, to wit:

Name	Residence.
L. A. Ray,	Ogden Utah;
H. R. Macmillan,	Salt Lake City, Utah;
Frank K. Nebeker,	Salt Lake City, Utah;
R. H. Butterfield,	Salt Lake City, Utah;
N. W. Best,	Salt Lake City, Utah;
H. R. Mcmillan, Trustee,	Salt Lake City, Utah;

ARTICLE V.

The pursuit of business agreed upon is and shall be as follows:

To carry on and conduct a business generally known as the canning business, for the purpose of canning and otherwise preserving fruits and vegetables and such like articles, and preparing the same, as well as any byproducts therefrom, for the market; To buy, store, sell and otherwise deal in any of said articles or products; to buy, rent, lease, hold, sell, mortgage and otherwise acquire, hold and dispose of farm lands, and to cultivate the same and grow and produce crops thereon and therefrom; to supply farmers and gardeners with seed and seedlings of vegetables and fruits, with and from which to grow and produce vegetables and fruits to be canned, preserved, bought, sold and otherwise dealt in and with by this corporation; to make all necessary contracts respecting crops and for the cultivation, preservation and acquisition of the same; to apply for, obtain, register, lease or otherwise acquire, and to hold, use operate, sell, assign or otherwise dispose of trade marks and trade names, patents, inventions, improvements and processes used in connection with the canning business, or for the canning and preservation of fruits and vegetables and the manufacture of byproducts resulting in the operation of canning factories; to purchase, rent, lease hold, operate, manage, run and conduct canning plants and factories and to otherwise acquire and hold, mortgage or dispose of the same, or any interest in canning plants and factories; to carry on and conduct in connection with any of its plants or factories a general wholesale and retail store and merchandising business; to purchase, rent, lease, hold, mortgage, sell, and otherwise acquire and dispose of real estate and all the necessary machinery and appliances for carrying on and conducting a canning business or to carry out any of the objects hereinabove

stated; to purchase, rent, lease, hold, own, operate, mortgage and otherwise acquire and dispose of warehouses or an interest in warehouses for the storage or preservation of fruits or vegetables; to purchase, rent, lease, hold, mortgage, sell and otherwise acquire and dispose of franchises, rights of way, railroads, tramways, power plants, power sites, and all such other like interests as may be necessary or convenient in conducting or carrying on the said business, and to carry on any other business whatsoever which the corporation might deem proper or convenient to be carried on in connection with any of the foregoing purposes or calculated directly or indirectly to promote the business of the corporation, and to have and enjoy and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon corporations engaged in a like business and incorporated under the laws of the State of Utah.

The purpose of the corporation is from time to time to do any one or more of the acts and things herein set forth.

Without in any particular limiting or restricting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to issue bonds and other obligations in payment for property purchases or acquired by it, for money borrowed or for any other lawful object in and about its business; to mortgage or pledge any property which may be acquired by it; to secure any bonds, guaranties or other obligations by it issued or incurred; to guarantee any dividends, bonds, contracts, or other obligations; to make and perform contracts of every kind and description; and in carrying on its business or for the purpose of attaining or furthering any of its objects or purposes, to do any and all other things and exercise any and all other powers which now or hereafter may be permitted by law.

ARTICLE VI.

The place of the general business of this corporation and where its principal place shall be located is Ogden, Weber County, State of Utah, but branch houses and places of business, as well as agencies and sub-agencies may be established and carried on elsewhere by resolution of the board of directors.

ARTICLE VII.

The amount of the capital stock of this corporation shall be five hundred thousand dollars (\$500,000), divided into five thousand (5,000) shares of the par value of one hundred dollars (\$100) per share, and the amount of the capital stock subscribed by each of the several incorporators, parties to this agreement, is as follows, to wit:

Name	Shares
L.A.Ray	1
H.R.Mcmillan	1
Frank Nebeker	1
R.H.Butterfield	1
N.W.Best	1
H.R.Macmillan, Trustee,	1745
Total-----	1750

The capital stock not subscribed for shall constitute treasury stock to be disposed of by the board of directors upon resolutions adopted from time to time;

ARTICLE VIII.

The officers of this corporation shall be;

- A board of directors consisting of three(3) members;
- A president;
- A vice-president;
- A secretary; and
- A treasurer.

One and the same person may be secretary and treasurer.

ARTICLE IX

To entitle a person to hold office in this corporation, such person shall be the owner of at least one (1) share of the capital stock hereof, and shall be recorded by the books of the corporation as being such owner at the time of his election.

ARTICLE X.

No person shall be elected to the office of president, vice-president or treasurer who is not a director of the corporation.

ARTICLE XI.

The term of office of each of the officers of this corporation shall be for a period of one (1) year from the time of the general election and until their successors shall be elected and qualified, provided, however, that the persons hereinafter named as officers of this corporation shall hold office only until the first general election of this corporation to be held as hereinafter stated and until their successors be elected and qualified.

ARTICLE XII.

The following named persons, parties to this agreement, shall be the directors and officers of this corporation until their successors have been elected at the first general election to be held as hereinafter stated, to-wit;

H.R. Macmillan,
R.H. Butterfield,
L.A. Ray,

Director and president;
Director and Vice-president;
Director, secretary and treas.

ARTICLE XIII.

Any vacancy occurring in the board of directors or among the other officers shall be filled by the directors at a meeting

called for that purpose, or at any regular meeting of said board of directors, without previous notice. Should it appear that any officer has become disqualified by reason of having disposed of his stock, his successor shall be immediately elected by the board.

ARTICLE XIV

The annual meeting of the stockholders for the general election of officers and the transaction of such other business as shall properly come before the meeting, shall be held on the first Monday in February at two o'clock p.m. of said day, in each and every year, at the general office of the corporation.

No business shall be transacted at any meeting of the stockholders, either general or special, unless a majority of the capital stock outstanding is represented thereat; provided, however, that any such meeting may be adjourned to a specified time and place by those present, and no additional notice in such event shall be required to validate such adjourned meeting.

Stockholders shall be allowed one vote for each share of stock owned and held by them at all meetings of the stockholders as shown by the books of the corporation at the time of holding such meeting.

Each stockholder may appear and vote either in person or by proxy.

Election of officers shall be by ballot and a majority of the votes cast shall be essential to elect.

At the general election of the corporation there shall annually be elected three (3) directors. Immediately after such election, the board of direction shall meet and organize and shall

elect a president, vice-president, treasurer and secretary.

The resignation of any director or officer shall be effective when filed in writing with the secretary.

Any director or officer may be removed at any general or special meeting of the stockholders upon a majority vote of the capital stock represented thereat.

ARTICLE XV.

At all meetings of the directors a majority of the entire board shall constitute a quorum, and a majority of those present may transact the business and shall have authority to exercise the corporate powers of the corporation.

Meetings of the board of directors may be held at Ogden, Utah, or San Francisco, California, or at such other place as the directors may by resolution or bylaws provide.

ARTICLE XVI.

The private property of the stockholders of the corporation shall not be liable for the debts of the corporation.

ARTICLE XVII.

This corporation shall have the right and power to purchase its own stock or to accept the same as collateral security, or to acquire the same in any lawful manner, upon a resolution adopted by a majority vote of the entire board of directors.

ARTICLE XVIII.

This corporation shall and does hereby purchase, accept and take over in full payment of all of the capital stock subscribed, the following described property, to wit:

The following real estate situated in Weber County, State of Utah, to-wit:

A part of the southwest quarter of Section 30, in Township 6 North, Range 1 West, of the Salt Lake Meridian, U.S. Survey: Beginning at a point on the west line of the right of way of the Oregon Short Line Railroad Company 246 feet east and 619 feet north 45 degrees 12' east from the southwest corner of said quarter section; and running thence west 97 feet, thence north 6 degrees 24' east 660.2 feet, thence north 0 degrees 38' east 175 feet, more or less, to the south line of Twenty fourth Street projected through said quarter section, thence east along said south line of said Twenty fourth Street to the west line of the right of way of the Oregon Short Line Railroad Company above mentioned, thence south 45 degrees 12' west along said right of way to the place of beginning; also

A part of the west half of the southwest quarter of the northwest quarter of section 21, in township 6 north of range 2 west, Salt Lake Meridian, bounded as follows: Beginning at the northeast corner of the said west half of the southwest quarter of the northwest quarter of said section 21, and running thence south 270 feet, more or less, to the north line of the right of way of the Southern Pacific Railroad; thence north 270 feet, more or less, to the north line of the said west half of the southwest quarter of the northwest quarter of said section 21, thence east to the place of beginning; subject, however, to a right of way 20 feet in width along the north side of said premises, also

A part of section 5, township 6 north, range 2 west, of Salt Lake Meridian, bounded as follows: Beginning in the middle of the north line of the said section 5, and running thence east $18\frac{1}{2}$ rods, thence south 13 rods, thence west $18\frac{1}{2}$ rods, thence north 13 rods, to the place of beginning, containing $240\frac{1}{2}$ square rods; also

A part of the southwest quarter of Section 18, township 5 north, of range 2 west of the Salt Lake Meridian, bounded as follows: Beginning at a point 21.62 chains west and 12.86 chains north $\frac{1}{4}$ degree east and 13 rods north $89\frac{1}{2}$ degrees east from the southeast corner of said quarter section, the same being a point in the center of the street, running thence south 18 rods, thence east 20 rods, thence north 18 rods, thence west 20 rods to the place of beginning; also

A part of the southwest quarter of section 18, township 5 north of range 2 west of the Salt Lake Meridian, bounded as follows: Beginning at a point 25.71 chains south and 18.36 chains east from the northwest corner of said quarter section, and running thence east 330 feet, thence north 1082 feet, more or less to the center of the ditch, thence in a southwesterly direction along the center of said ditch to a point north of the place of beginning, thence south 787 feet, more or less, to the place of beginning.

Also the following described property situated in Davis and Weber Counties, State of Utah, to-wit:

All that part of the southwest quarter of section 23, township 5 north, or range 2 west of the Salt Lake Meridian, bounded as follows: Beginning at the northwest corner of said quarter section, and running thence south 80 rods, thence east 36 rods, thence north 80 rods, thence west 36 rods, to the place of beginning:

Together with all water and water rights used and enjoyed thereon, or appurtenant thereto.

The said property being necessary to this corporation in the pursuit of the business agreed upon and the fair cash value thereof being not less than the sum of one hundred and seventy five thousand dollars (\$175,000).

IN WITNESS WHEREOF the said parties have hereunto set their hands this 23rd day of March, 1917.

L.A. Ray

H.R. MACMILLAN

FRANK K. NEBEKER

R.H. BUTTERFIELD

N.W. BEST

H.R. MACMILLAN

Trustee.

STATE OF UTAH, }
COUNTY OF WEBER } SS.

H. R. MacMillan, L. A. Ray and R. H. Butterfield, being first duly sworn, each on his oath says: That he is one of the incorporators named in the foregoing agreement; that the above named persons have commenced, or it is bona fide their intention to commence and carry on the business mentioned in said agreement, and that he verily believes that each party to the agreement has paid or is able to pay and will pay the amount of the stock subscribed by each stockholder and more than ten per cent of the entire capital stock of the corporation has been paid in; that he is acquainted with the property mentioned in this agreement and which is accepted in payment of seventeen hundred and fifty(1750) shares of the capital stock of said corporation that said property is necessary to the pursuit of the business agreed upon and is reasonably worth the amount in cash for which it is accepted by said corporation.

H. R. MacMillan

L. A. Ray

R. H. Butterfield

Subscribed and sworn to before me this 23rd day of March, 1917

Jos. E. Evans

(SEAL)

My Commission Expires Oct. 5, 1917

Notary Public

UNITED STATES OF AMERICA.

STATE OF UTAH |
County of Weber | SS

I, C. M. Ramey, County Clerk in and for Weber County, in the State of Utah, do hereby certify that the incorporators of Utah Packing Corporation did on the 23rd day of March A.D., 1917 file in my office the Original Articles of Incorporation of said Corporation, duly acknowledged, as is required by Sections 318 and 319 of Chapter 1, of Title 14, Compiled Laws of Utah, 1907.

AND I DO FURTHER CERTIFY, that the above and foregoing is a full, true and correct copy of said original Articles, deposited, filed and

recorded in my Office on said 23rd day of March A.D., 1917, as the same appears on file and of record.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this the 23rd day of March, A.D., 1917.

C. M. RAMEY

County Clerk

By Edith Reid

Deputy County Clerk

(SEAL)

Filed and Certificate issued this 24th day of Mar., 1917.

HARDEN BENNION

Secretary of State

CERTIFICATE OF AMENDMENT

to the Articles of Incorporation of the
UTAH PACKING CORPORATION

** * **

We, L. A. Ray, President, and R. Wadsworth, Secretary of the Utah Packing Corporation, a corporation organized and existing under and by virtue of the laws of the State of Utah, do hereby certify that at the annual meeting of the stockholders of the Utah Packing Corporation, called and held in accordance with the provisions of the Articles of Incorporation of the said Utah Packing Corporation, at the offices of the said Company in the David Eccles Building, in the City of Ogden, County of Weber, and State of Utah, (the City of Ogden being the place of business of said corporation) on Monday, the fourth day of February, A. D. 1918, at two o'clock P.M.; that at said meeting two thousand (2000) shares of the issued and outstanding capital stock of said corporation (on which last day afore mentioned the total outstanding capital stock of said corporation was two thousand (2000) shares) was represented and voted on the resolutions adopted and that all the capital stock of said corporation issued and outstanding so represented as aforesaid at said meeting was voted in the affirmative on the adoption of said Resolution.

RESOLUTION

RESOLVED, that the number of Directors of the Utah Packing Corporation, be and is hereby increased from three (3) to five (5), to take effect on the issuing of a certificate of Amendment to the Articles of Incorporation by the Secretary of the State of Utah.

BE IT FURTHER RESOLVED, that Article VIII of the Articles of Incorporation, be and the same is hereby repealed, and the following Article to be known as "Article VIII", be, and the same is hereby adopted in lieu thereof, to-wit:

ARTICLE VIII

The officers of this Corporation shall be:

A Board of Directors, consisting of five members;
A president;
A Vice-President;
A Secretary; and
A Treasurer.

One and the same person may be Secretary and Treasurer.

RESOLUTION

RESOLVED, that the day on which the annual meeting of the stockholders of the Utah Packing Corporation shall be held, shall be changed from the first Monday in February, at 2:00 o'clock P.M. on said day in each year, to the second Monday in March, at 2:00 o'clock P.M. on said day, in each and every year thereafter; and

BE IT FURTHER RESOLVED, that the first paragraph of Article IX of the Articles of Incorporation, reading as follows, to-wit:

"The annual meeting of the stockholders for the general election of officers, and the transaction of such other business as shall properly come before the meeting, shall be held on the first Monday of February, at 2:00 o'clock P.M. on said day, in each and every year, at the general office of the Corporation."

be, and the same is hereby repealed and the following paragraph be substituted as the first paragraph of "Article IX", and the same is hereby adopted in lieu of the said first paragraph of Article IX, to-wit:

"The annual meeting of the stockholders for the general election of officers, and the transaction of such other business as shall properly come before the meeting, shall be held on the second Monday of March, at 2:00 o'clock P.M. on said day, in each and every year, at the general office of the corporation."

IN WITNESS WHEREOF, we, the said L. A. Ray, and R. Wadsworth, President and Secretary, respectively, of the said Utah Packing Corporation, a corporation, have hereunto set our hands and affixed the corporate seal of said corporation this 6th day of February, A.D. 1918.

Attest:

Lucian A. Ray
President.

R. Wadsworth
Secretary

(Corporate Seal)

UNITED STATES OF AMERICA.

STATE OF UTAH |
COUNTY OF WEBER | SS

I, C. M. Ramey, County Clerk in and for Weber County, in the State of Utah, do hereby certify that the incorporators of UTAH PACKING CORPORATION did on the 7th day of February A. D., 1918 file in my office the Original Amendments to the Articles of Incorporation of said Corporation, duly acknowledged, as is required by Section 338 and 339 of Chapter 1, of Title 14, Compiled Laws of Utah, 1907.

AND, I DO FURTHER CERTIFY, that the above and foregoing is a full, true and correct copy of said Original Amendments, deposited, filed and recorded in my Office on said 7th day of February A.D., 1918, as the same appears on file and of record.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this the 8th day of February, A.D., 1918.

C. M. RAMEY

County Clerk.

(SEAL)

By Flora Belnap

Deputy County Clerk.

Filed and certificate issued February 13, 1918.

HARDEN BENNION

Secretary of State

CERTIFICATE OF AMENDMENT

TO THE ARTICLES OF INCORPORATION of the UTAH PACKING CORPORATION

We, R. Wadsworth, Vice-President, and W.W.Barrett, Secretary, of the UTAH PACKING CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Utah, do hereby certify that the annual meeting of the stockholders of the UTAH PACKING CORPORATION was duly called and held, in accordance with the provisions of the Articles of Incorporation of said UTAH PACKING CORPORATION, at the office of said Company, in the City of Ogden, County of Weber and State of Utah, (the City of Ogden being the place of business of said corporation) on Thursday, the 11th day of March, 1920, at four o'clock p. m.; that at said meeting two thousand (2000) shares of the issued and outstanding capital stock of said corporation (on which said last date aforementioned the total issued and outstanding capital stock of said corporation was two thousand (2000) shares,) were represented, and voted on the resolutions hereinafter contained; that the following resolutions were adopted and that all the capital stock of said corporation issued and outstanding so represented, as aforesaid, was voted in the affirmative for the adoption of said resolution:

BE IT RESOLVED, that the number of Directors of the UTAH PACKING CORPORATION be fixed at five and that the officers of the corporation be a president, two vice-presidents, a secretary and a treasurer.

BE IT FURTHER RESOLVED, that Article VIII of the Articles of Incorporation, as heretofore amended, be and the same is hereby repealed, and the following article, to be known as "Article VIII", be and the same is hereby adopted in lieu thereof, to-wit:

ARTICLE VIII.

The government of the Company and the management of its affairs shall be vested in a Board of five Directors, There shall be other officers of the Company, hereinafter called corporate officer, to-wit: A President, two Vice-Presidents, a Treasurer, a Secretary, and a General Manager. All of the corporate officers shall be members of the Board of Directors, except the Secretary, who may, but need not be, a member of the Board of Directors, or a stockholder of the Company, Provided further, that any other officer of the corporation may likewise

fill the office of Treasurer of the corporation, except the Secretary, who may only be Treasurer of the corporation when the Secretary is a member of the Board of Directors.

The duties of the General Manager of the corporation shall be such as shall be prescribed from time to time by the Board of Directors. The office of General Manager may, but need not be, held by any other officer of the corporation, and the General Manager need not be a member of the Board of Directors.

IN WITNESS WHEREOF, we, the said R. Wadsworth and W. W. Barrett, respectively Vice-President and Secretary of the said UTAH PACKING CORPORATION, a corporation of the State of Utah, have hereunto set out hands and affixed the corporate seal of said corporation this 22nd day of March, 1920.

(Corporate Seal)

R. WADSWORTH
Vice-President

Attest: W. W. BARRETT
Secretary

UNITED STATES OF AMERICA.

STATE OF UTAH,)
County of Weber) SS

I, Walter N. Farr, County Clerk in and for Weber County, in the State of Utah, do hereby certify that the incorporators of the UTAH PACKING CORPORATION did on the twenty-sixth day of March, A.D., 1920 file in my office the Original Amendments to the Articles of Incorporation of said Corporation, duly acknowledged, as is required by Section 338 and 339 of Chapter 1, of Title 14, Compiled Laws of Utah, 1907:

AND I DO FURTHER CERTIFY, that the above and foregoing is a full, true and correct copy of said Original Amendments, deposited, filed and recorded in my Office on said 26th day of March A.D., 1920, as the same appears on file and of record.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this the 30th day of March, A.D. 1920.

(SEAL)

WALTER N. FARR
County Clerk.
By MYRTLE HUBAND

Filed and certificate issued this 31st day of March, 1920.

HARDEN BENNION
Secretary of State.

CERTIFICATE OF AMENDMENT OF THE ARTICLES
OF INCORPORATION OF THE
UTAH PACKING CORPORATION

We, R. Wadsworth, Vice-President and W. W. Barrett, Secretary, of the Utah Packing Corporation, a corporation organized and existing under and by virtue of the laws of the State of Utah, hereby certify that pursuant to call and waiver of all the Stockholders of the Utah Packing Corporation a special meeting of the Stockholders of the Utah Packing Corporation was held at the office of the Company at No. 900 West Twenty-fourth Street, in the City of Ogden, County of Weber and State of Utah, on Friday, the 25th day of May, 1928 at the hour of three o'clock P.M., that at said meeting all of the stock issued and outstanding on the books of the Utah Packing Corporation was present in person or by proxy.

That the following resolution was adopted, and that all of the members present at said meeting voted in the affirmative and for the adoption of said resolution, to-wit:

R E S O L U T I O N

Whereas, the Articles of Incorporation of Utah Packing Corporation provide for a secretary and a treasurer of the Company and whereas, for the due carrying out of the business of the Company it is deemed expedient that the Articles be amended so as to provide for an assistant secretary or assistant secretaries and for an assistant treasurer or assistant treasurers:

Now, therefore, be it resolved that Article VIII of the Articles of Incorporation of the Utah Packing Corporation, as heretofore amended, be and the same is hereby repealed, and the following Article to be known as Article VIII be and the same is hereby adopted in lieu thereof.

ARTICLE VIII

The government of the Company and the management of its affairs shall be vested in a Board of five Directors, there shall

be other officers of the Company, hereinafter called corporate officers, to-wit: A President, two Vice-Presidents, a Treasurer, a Secretary, and a General Manager. All of the corporate officers shall be members of the Board of Directors, except the Secretary, who may, but need not be a member of the Board of Directors, or a stockholder of the Company. Provided, further, that any other officer of the corporation may likewise fill the office of Treasurer of the corporation, except the Secretary, who may only be Treasurer of the corporation when the Secretary is a member of the Board of Directors.

The duties of the General Manager of the corporation shall be such as shall be prescribed from time to time by the Board of Directors. The office of General Manager may, but need not be, held by any other officer of the corporation, and the General Manager need not be a member of the Board of Directors.

The Board of Directors may by resolution or by-law, at any time, or from time to time, create the office or offices of one or more Assistant Secretaries and/ or the office or offices of one or more Assistant Treasurers, and such Assistant Secretary or Secretaries and/ or Assistant Treasurer or Treasurers, shall, when elected by the Board of Directors, have and exercise such powers as shall be fixed by the by-laws or by resolution of the Board of Directors.

IN WITNESS WHEREOF, we, the said R. Wadsworth and W. W. Barrett, Vice-President and Secretary of the said Utah Packing Corporation, have hereunto set our hands and affixed the corporate seal of said corporation this 26th day of May, 1928.

R. Wadsworth
Vice-President

Attest:

W. W. Barrett
Secretary.

STATE OF UTAH)
) ss
County of Weber)

R. Wadsworth, W. W. Barrett and John Russell, three (3) of the members and officers of the Utah Packing Corporation, a corporation, being first duly sworn, each for themselves and not one for the other, says, I am a stockholder of the Utah Packing Corporation, a corporation, organized and existing under and by virtue of the laws of the State of Utah; that said corporation is engaged in and is carrying on the business and pursuit mentioned and described in its Articles of Incorporation and the amendments thereto, including the amendment set forth in the resolution embodied in the certificate hereinabove; that on the 26th day of May, 1928, the foregoing amendments to the Articles of Incorporation were adopted by a majority of the stockholders of the Utah Packing Corporation at a duly and regularly called meeting of the stockholders of the Utah Packing Corporation.

R. WADSWORTH
W. W. BARRETT
JOHN RUSSELL

Subscribed and sworn to before me this 15th day of August, A. D. 1928.

James R. Shaughnessy,
Notary Public,
Residing at Ogden, Utah

(SEAL)

My commission expires:
April 24th, 1932.

Statement of Domestic Corporation

Required by Chapter 41, Laws of Utah, 1925

We, the ~~president~~ (or vice-president) and secretary (or treasurer) of

UTAH PACKING CORPORATION

a corporation being organized under the laws of the State of Utah, do hereby certify and declare:

1. That the principal office and place of business in Utah will be at
Ogden, Utah
2. That the general nature of the business of said corporation to be transacted in the
State of Utah is

3. That the names and addresses of the principal officers of said corporation are as follows:

Name		Address
A. L. Kyle	President	San Francisco, Calif.
R. Wadsworth		Ogden, Utah
John Russell	Vice-President	Ogden, Utah
W. W. Barrett	Secretary	Ogden, Utah
W. W. Barrett	Treasurer	Ogden, Utah
	General Manager	

4. The amount of the authorized capital stock of said corporation is

Five hundred thousand - - - - - Dollars.

Common \$ 500,000.00

Preferred \$

5. The amount of capital stock subscribed is

Common \$ 200,000.00

Preferred \$

6. The amount of capital stock actually paid in, in cash or property is

Two hundred thousand - - - - - Dollars.

7. The proportion and amount of the capital stock of said corporation represented by its
property located in Utah or to be acquired therein and by its business to be transacted therein is

Two hundred thousand - - - - - Dollars.

Statement of Domestic Corporation

Notary Public

My Commission expires April 24th, 1932

Residing at Ogden, Utah
James R. Shaughnessy
Notary Public (Seal)

in fact

corporation and made oath that the foregoing statement by them subscribed is true in substance and who are respectively president (or vice-president) and secretary (or treasurer) of the above described

R. Wadsworth and W. W. Barrett
personally appeared before me, a Notary Public in and for said County and State

On this 16th day of August A. D. 1928

STATE OF UTAH
COUNTY OF WEBBER

ss.

Secretary - Treasurer

W. W. Barrett

President - Vice-President

R. Wadsworth

UNITED STATES OF AMERICA

STATE OF UTAH)
) ss
County of Weber)

I, Lawrence A. Van Dyke, County Clerk in and for Weber County, in the State of Utah, do hereby certify that the incorporators of Utah Packing Corporation did on the Sixteenth day of August, A. D. 1928, file in my office the original amendments to the Articles of Incorporation and statement of said corporation, duly acknowledged, as is required by Sections 886 and 887 of Chapter 1, of Title 19, of the Compiled Laws of Utah, 1917, as amended by Chapter 16 of the Session Laws of Utah, 1919.

And I do further certify that the above and foregoing is a full, true and correct copy of said original amendments, deposited, file and recorded in my office on said 16th day of August, A. D. 1928, as the same appears on file and of record.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this the 18th day of August, A. D. 1928.

LAWRENCE A. VAN DYKE
County Clerk

By EMMA FAHEY
Deputy Clerk

(SEAL)

Filed and certificate issued on 20th day of August, 1928.

H. E. CROCKETT,
Secretary of State

STATE OF IDAHO,)
) ss.
County of Franklin)

I, JOHN A. KOFOED, County Recorder of Franklin County, Idaho, do hereby certify that the foregoing is a true and correct copy of ~~the original~~ a certified copy of the Articles of Incorporation and amendments there to of UTAH PACKING CORPORATION now on file in my office at Preston, Franklin County, Idaho.

Given under my hand and the seal of said court, at office in Preston, Idaho, this 11th day of September A. D. 1928

Attest _____
County Recorder.

By _____
Deputy.

RESOLUTION

BE IT RESOLVED, that the President or any Vice- President of this corporation and the Secretary or any Assistant Secretary of this corporation, be and they are hereby authorized and directed to file with the County Recorder of Franklin County, State of Idaho, a copy of the articles of incorporation of this corporation and the amendments thereto, duly certified by the Secretary of State of the State of Utah, and to file with the Secretary of State of the State of Idaho a copy of such articles of incorporation duly certified by such County Recorder of Franklin County, State of Idaho.

BE IT FURTHER RESOLVED, that said officers be and they are hereby authorized and directed to file with the Clerk of the District Court of Franklin County, State of Idaho, an acceptance of the provisions of the constitution of the State of Idaho and a designation of agent of this corporation in the State of Idaho, and to file with the Secretary of State of the State of Idaho a copy of such designation, certified by said Clerk of the District Court of Franklin County, State of Idaho.

BE IT FURTHER RESOLVED, that said officers be and they are hereby authorized and directed to do any and all things necessary to qualify this corporation in the State of Idaho and to pay the necessary fees therefor.

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I, W. W. Barrett, secretary of Utah Packing Corporation, a corporation organized and existing under the laws of the State of Utah, do hereby certify that the foregoing is a true and correct copy of a resolution of the Board of Directors of said Utah Packing Corporation, passed at a duly convened meeting of said Board of Directors held on the 6th day of September, 1928, as taken by me from the minutes of said meeting and compared by me with the original of said resolution recorded in said minutes.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the corporate seal of said Utah Packing Corporation to be hereunto affixed on this 6th day of September, 1928.

W. W. Barrett
Secretary of Utah Packing Corporation

STATE OF IDAHO, }
County of Franklin } ss. I, JOHN A. KOFOED, County Recorder
of Franklin County, Idaho, do hereby certify
that the foregoing is a true and correct copy of the original RESOLUTION
of Utah Packing Corporation by its Secretary W. W. Barrett.
now on File in my office at Preston Idaho.

Given under my hand and the seal of said court,
at office in Preston, Idaho this
11th day of September A. D. 1928
Attest John A. Kofoed
County Recorder.
By Deputy.