

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CLAR-DEL FARMS, INC.

File number C 115413

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 17, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. J. Smith*

**ARTICLES OF INCORPORATION**

**OF**

**CLAR-DEL FARMS, INC.**

JUN 11 10 00 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporators, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I**

The name of the Corporation shall be CLAR-DEL FARMS, INC..

**ARTICLE II**

The Corporation is to have perpetual existence.

**ARTICLE III**

The purpose for which said Corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV**

The capital stock of the Corporation shall be Two Hundred Fifty (250) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

**ARTICLE V**

Provisions denying preemptive rights are: None

**ARTICLE VI**

The address of the Corporation's initial registered office shall be 2887 Sandstone, Idaho Falls, Idaho 83402, and the name of its initial registered agent at such address is Layne Holm.

IDAHO SECRETARY OF STATE  
DATE 06/17/1996 0800 71068

CK #: 58681 CUST# 2357

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## **ARTICLE VII**

The number of directors constituting the initial board of directors of the Corporation is two (2) and the name and address of each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Del Ray Holm  
2743 East 500 North  
Roberts, ID 83444

Claren Holm  
842 Claire View Lane  
Idaho Falls, Id 83402

## **ARTICLE VIII**

The name and address of each incorporator are:

Del Ray Holm  
2743 East 500 North  
Roberts, ID 83444

Claren Holm  
842 Claire View Lane  
Idaho Falls, Id 83402

## **ARTICLE IX**

Provisions for the regulation of the internal affairs of the Corporation are: None

## **ARTICLE X**

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

a. For breach of a director's duty of loyalty to the Corporation or its stockholders.


b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. Liability under §30-1-48 of the Idaho Code.

d. For any transaction from which the director derived an improper personal benefit.

DATED this \_\_\_\_ day of May, 1996.

  
\_\_\_\_\_  
Del Ray Holm

  
\_\_\_\_\_  
Claren Holm

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