

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

C & G, INCORPORATED

was filed in the office of the Secretary of State on the **Twenty-seventh** day
of **December** A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **126** 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

Caldwell 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 **27th** day of **December**,
A.D., 19 **63**.

Secretary of State.

5 KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
6 all being citizens of the United States, of legal age, this day hav-
7 ing voluntarily associated ourselves together for the purpose of
forming a corporation under and pursuant to the laws of the State of
Idaho, do hereby certify:

ARTICLE I.

10 The name of the corporation shall be "C & G, INCORPORATED"

ARTICLE II.

(a) To engage in a general agricultural farming, fruit growing and farm operation business.

14 (b) To engage in the business of growing, producing and
15 marketing agricultural products and fruit of every type and nature;
16 and to engage in the business of raising, purchasing or marketing
17 poultry and poultry products of every type and nature; and to engage
in the business of raising, feeding or marketing livestock and ani-
mals of every type and description and to dispose of the products
thereof; and to engage in the business of producing and marketing
dairy products of every kind or nature.

18 (c) To acquire, own, conduct and operate farms and farm-
19 ing properties wherever situated and any and all types of endeavor
usually incident to farming operations.

20 (d) To acquire, own, sell and dispose of agricultural
21 supplies, poultry supplies, dairy supplies and goods, wares and
merchandise of every type or nature.

22 (e) To acquire, own or operate any type of mercantile
23 establishment; and to purchase, sell, barter, exchange and generally
deal in all types of goods, wares and merchandise.

24 (f) To purchase, own, hold, lease (either as lessor or
25 as lessee), exchange, subdivide, mortgage, sell and generally oper-
26 ate and deal in any and all types of real property within or without
the State of Idaho, necessary, suitable or useful in connection with
the operation of the business of this corporation.

27 (g) To acquire, own, hold, construct, erect, lease (either
28 as lessor or as lessee), mortgage, pledge, sell and generally oper-
29 ate and deal in any and all types of machinery, equipment and per-
sonal property.

30 (h) To purchase, hold, sell and transfer the shares of
31 its own capital stock; provided it shall not use its funds or prop-
32 erty 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 capital stock owned by it shall not be

1 voted upon directly or indirectly.

2 (i) To enter into, make, perform and carry out contracts
3 of every sort and kind which may be necessary or desirable for the
4 furtherance of the business of this corporation, with any person or
5 persons, firms, corporations, associations, any state, territory or
6 municipality of the United States or any foreign country, government
7 or body politic.

8 (j) To purchase, acquire and hold all or any part of the
9 property, capital stock, assets or good will of any business of any
10 person, firm, association or corporation engaged in any business in
11 whole or in part similar to that of this corporation, consistent with
12 the objects and purposes of this corporation, and to hold, utilize
13 and in any manner dispose of the whole or any part of the stock, as-
14 sets, property, good will and rights so acquired and to conduct in
15 any lawful manner in whole or in part any business so acquired, and
16 to undertake or assume the whole or any part of the obligations or
17 liabilities of any person, firm, association or corporation engaged
18 in the business so acquired.

19 (k) To adopt, apply for and register, purchase, lease or
20 otherwise acquire and to use, maintain and protect and to sell, as-
21 sign or grant licenses or other rights in respect of any trademarks,
22 trade names, patents, patent rights, copyrights, inventions, formulas,
23 processes and rights analogous thereto.

24 (l) To borrow money for any purpose of this corporation
25 without limit as to amount, and to issue bonds, debentures, notes
26 and other evidences of indebtedness, secured or unsecured, of this
27 corporation for the moneys so borrowed, or in payment for property
28 acquired, or for any other objects or purposes of this corporation
1 or in connection with its business; to secure payment of such deben-
2 tures, notes or other obligations by mortgages, or deeds of trust or
3 pledges or other liens upon any or all of the property of this cor-
4 poration wheresoever situated.

5 (m) To carry out all or any part of the foregoing objects
6 or purposes as principal or agent, or otherwise, either alone or in
7 conjunction with any person, association or other corporation and in
8 any part of the world; and in carrying on its business and for the
9 purpose of attaining or furthering any of its objects or purposes to
10 make and perform such contracts of any kind and description, to do
11 such acts and such things, and to exercise any and all such powers
12 as a natural person could lawfully make, perform, do or exercise,
13 provided that the same be not inconsistent with the objects or pur-
14 poses of this corporation, or the statutes of the State of Idaho.

15 (n) To conduct its business in all or any of its branches
16 in the State of Idaho and in any and all other states, territories,
17 possessions, colonies and dependencies of the United States of
18 America and in the District of Columbia, and in any and all foreign
19 countries and to have one or more offices within or outside the
20 State of Idaho.

21 (o) The objects as specified herein shall, except as
22 otherwise expressed, be in no way limited or restricted by reference
23 to or inference from the terms of any other clause or paragraph of
24 these Articles. The objects, purposes and powers specified in each
25 of the clauses or paragraphs in these Articles shall be regarded as
26 independent objects, purposes and powers.

ARTICLE III.

3 The period of existence and the duration of the life of
this corporation shall be perpetual.

ARTICLE IV.
Place of business

6 The location and post office address of the registered
7 office of this corporation in the State of Idaho shall be Caldwell
in the County of Canyon, State of Idaho.

ARTICLE V. Stock

9 This corporation is authorized to issue one class of
10 shares of its capital stock to be designated as common stock; the
11 total number of shares of common stock which this corporation shall
12 be authorized to issue is 750. The aggregate par value of the capi-
 tal stock of this corporation shall be \$75,000.00; and the par value
 of each of said shares of common stock shall be \$100.00.

ARTICLE VI. Incorporators

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of those incorporators are as follows:

	<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
17	J. S. Chaney	P.O. Box 115 Middleton, Idaho	One
18	J. M. Johnson	9th & Dearborn Sts. Caldwell, Idaho	One
19	F. H. Banks	9th & Dearborn Sts. Caldwell, Idaho	One
20			
21			

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

ARTICLE VII.

25 The capital stock of this corporation shall be nonassess-
26 able; and the private property of the shareholders in this corpora-
27 tion shall not be liable for the debts, obligations or liabilities
of this corporation.

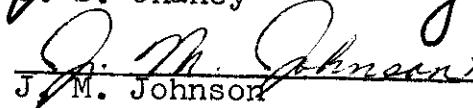
ARTICLE VIII.

29 A director of this corporation shall not be required to
30 be a holder of any of the shares of the common capital stock of the
corporation.

31 IN WITNESS WHEREOF, We, the undersigned, for the purpose
of forming this corporation under the statutes of the State of
32

1 Idaho, have executed these Articles of Incorporation this 24th day
2 of December, 1963.

3 
4 J. S. Chaney (SEAL)
5

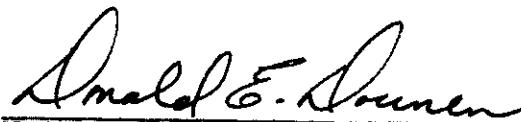
6 
7 J. M. Johnson (SEAL)
8

9 
10 F. H. Banks (SEAL)
11
12
13
14
15
16
17
18

19 STATE OF IDAHO }
20 County of Canyon } ss.

21 On this 24th day of December, 1963, before me, the under-
22 signed, a Notary Public in and for said State, personally appeared
23 J. S. CHANEY, J. M. JOHNSON and F. H. BANKS known to me to be the
24 persons whose names are subscribed to the within instrument and
acknowledged to me that they executed the same, and I further certi-
fy that each of said persons acknowledged to me that they were each
over the age of twenty one years and were each citizens of the United
States of America.

25 IN WITNESS WHEREOF, I have hereunto set my hand and af-
fixed my official seal the day and year in this certificate first
26 above written.

27 
28 Notary Public for Idaho
29 Residing at Caldwell, Idaho
30
31
32