

State of Idaho



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

SHAKE FARMS, INC.

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **March** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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

Payette

in the County of

Payette

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 **25th** day of **March**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SHAKE FARMS, INC.

1 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all full
2 age citizens of the United States of America, have this day voluntarily
3 associated ourselves together for the purpose of forming a corporation under
4 and pursuant to the laws of the state of Idaho, and we do hereby certify:

5 I.

6 That the corporate name of this corporation shall be "SHAKE FARMS,
7 INC."

8 II.

9 That the purposes and objects for which said corporation are formed are
10 as follows:

11 (a) To engage in the business of raising fruit, vegetables and farm
12 products, including the marketing and selling of the same, together with
13 all attendant businesses and operations connected therewith.

14 (b) To acquire, buy, own, hold, sell, exchange, let or lease personal
15 property and real estate within the state of Idaho, or outside the State
16 of Idaho, and to lend money for profit, and to make, hold, and realize
17 upon any property pledged or hypothecated for the payment thereof.

18 (c) To borrow money for the purposes of this corporation, to issue
19 bonds, notes and debentures and other evidences of indebtedness therefor,
20 and to secure the same by mortgage or pledge of personal property, includ-
21 ing the income of said corporation, or by mortgage of real property, execut-
22 ed in trust or otherwise. All or any portion of the real or personal property
23 of the corporation may be so pledged, mortgaged or hypothecated.

24 (d) To build any or all buildings, structures, warehouses and stores
25 necessary or convenient for the conduct of the business of said corporation,
26 or to acquire the same by purchase, lease or otherwise.

27 (e) To purchase, lease, or otherwise acquire, in whole or in part,
28 the business, goodwill, rights, franchises and property of every kind, and
29 to take over the whole or any part of the assets or liabilities of any per-
30 son, firm, association or corporation engaged in or authorized to be conduct-
31 ed by this corporation, or owning property necessary or suitable for its pur-
32 poses and to pay for the same in cash, in the stock or bonds of this corpora-

1 tion, or otherwise; to hold or in any manner dispose of the whole or any
2 part of the business property so acquired, and to exercise all the powers
3 necessary or incidental to the conduct of such business.

4 (f) To enter into any contract, co-operative agreement or profit
5 sharing plan with its officers or employees that the corporation may deem
6 advantageous or expedient, or otherwise to reward or pay such persons for
7 their services as the directors may deem fit.

8 (g) To purchase, or otherwise acquire, own, hold, mort age, pledge,
9 sell, assign, transfer or otherwise dispose of shares of capital stock of
10 this corporation or evidences of indebtedness of any kind or nature created
11 by any corporation or corporations, wherever organized, whether public or
12 private, including the right to participate in the forming of any new
13 corporation that in anywise affects or is related to the major purposes of
14 this corporation, including the purchase of stock of any other corporation.

15 (h) To exercise generally the powers customarily exercised by busi-
16 ness corporations, and particularly the powers provided by the laws of the
17 State of Idaho, referring especially to Section 30-114 Idaho Code, in any
18 State in the United States and throughout the world.

19 (i) To carry on any other business, or to do anything in connec-
20 tion with the objects and purposes above mentioned that may be necessary
21 or proper to accomplish successfully or promote the said objects and pur-
22 poses. The foregoing clauses, by reason of the specific enumeration of
23 powers, shall not be held to restrict the powers of the corporation to do
24 any of the things within the purview of its general purposes.

25 III.

26 This corporation shall have perpetual existence.

27 IV.

28 The location and post office address of the registered office in this
29 State and principal place of business shall be Layette, Payette County,
30 Idaho.

31 V.

32 That the authorized capital stock of this corporation shall be \$100,000.

1 HUNDRED FIFTY THOUSAND and NO/100 (\$250,000.00) DOLLARS, divided into 2500
2 shares of common capital stock at the par value of \$100.00 per share, each
3 share of which stock shall be entitled to one vote on all matters, and no
4 subsequent issue of any stock shall be entitled to any voting privileges,
5 and no preference or restrictions are granted to or imposed upon this first
6 issue of 2500 shares of common capital stock, except that said stock shall
7 be non-assessable.

8 VI.

9 That the corporate powers of said corporation shall be vested in a
10 board of directors, five in number, which shall be elected and chosen as
11 set forth in the By-Laws of this corporation.

12 VII,

13 That the corporate stock of said corporation, at the date of said
14 incorporation is subscribed as follows:

| 15 | <u>Name</u> | <u>Address</u> | <u>Shares</u> |
|----|------------------|------------------|---------------|
| 16 | Rodney H. Shake | Fruitland, Idaho | 1 |
| 17 | Julia H. Shake | Fruitland, Idaho | 1 |
| 18 | James H. Shake | Fruitland, Idaho | 1 |
| 18 | Shirley P. Shake | Fruitland, Idaho | 1 |

19 All of whom constitute the incorporators of this corporation.

20 IN WITNESS WHEREOF, The persons named herein as incorporators have
21 hereunto set their hands this 25 day of March, 1964.

22
23 Rodney H. Shake

24 Julia H. Shake

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26 James H. Shake

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28 Shirley P. Shake

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1 STATE OF IDAHO)
2 County of Payette) ss.

3 On this 25 day of March, 1964, before me, Dwaine T. Welch, a
4 Notary Public in and for the State and County aforesaid, personally appear-
5 ed ROONEY H. SHANE, SOLITA M. SHANE, JAMES H. SHANE AND WILLIAM P. SHANE,
6 personally known to me to be the persons whose names are subscribed to the
7 within instrument, and duly acknowledged to me that they executed the same.

8 WITNESS My hand and official seal the day and year in this certificate
9 first above written.

Dwaine T. Welch
Notary Public for Idaho,
Residing at Payette, Idaho.

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