



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

FEED SERVICE CO., INC.

was filed in the office of the Secretary of State on the **15th** *day*
of **November** *A.D. One Thousand Nine Hundred* **Fifty-Four** *and*
duly recorded on Film No. **88** *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

fifty years *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

15th *day of* **November**

A.D., 19 **54**

Secretary of State.

ARTICLES OF INCORPORATION
OF
FEED SERVICE CO., INC.

WE, the undersigned, hereby mutually agree to unite and associate ourselves as a corporation; that we are all natural persons of full age, at least two-thirds of whom are citizens of the United States, and for such purpose, we hereby execute, make, and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be FEED SERVICE CO., INC.

ARTICLE II

The period of existence and the duration of the life of this corporation shall be FIFTY YEARS.

ARTICLE III

The principal office and place of business of this corporation shall be Caldwell, Canyon County, Idaho.

ARTICLE IV

The seal of this corporation shall be circular in form, containing the name of the corporation "FEED SERVICE CO., INC."

ARTICLE V

The object of this corporation and the purpose of this corporation shall be to carry on, transact, and conduct the business of distributorship, wholesale, retail, sale and distribution of livestock feeds, fertilizer, feeding equipment, manufacturing of feed, and equipment; to conduct in all manner and form of livestock and agricultural feed; to deal in all appliances, machinery, goods and merchandise related thereto, or allied in any way to said business; to actually engage in the feeding of cattle; to own, sell and conduct business in the feeding, trading, sale and resale of all kinds of agricultural animals, beef animals, sheep, and any other allied business related thereto; to conduct such service for

1 feeding, relative to livestock feed, fertilizer, and in general,
2 to conduct experiments and research into the better application of
3 food nutriments for agricultural animals. To purchase land, build,
4 otherwise purchase, lease and rent, operate buildings and deal in
5 goods, wares, services necessary or incidental to the purposes and
6 objects of this corporation.

7 To issue notes, bonds, debentures, or obligations of this
8 corporation from time to time, for any of the objects or purposes
9 of the corporation and to secure the same by mortgage, pledge, deed
10 of trust, or otherwise.

11 To purchase, hold, sell and transfer the shares of its
12 own capital stock; and provided it shall not use its funds or pro-
13 perty for the purchase of its own shares of capital stock when such
14 use would cause any impairment of its capital; and provided further,
15 that shares of its own capital stock belonging to it shall not be
16 voted upon directly or indirectly.

17 To receive, purchase, hold, guarantee, sell, assign,
18 transfer, mortgage, pledge or otherwise dispose of shares of the
19 capital stock of, or any bonds, securities, warrants or evidences of
20 indebtedness created by any other corporation or corporations,
21 either public or private, organized under the laws of this State or
22 any other state, county, nation or government, and while the owner
23 thereof, to exercise all the rights, powers and privileges of
24 ownership, including the right to vote any such stock.

25 To have one or more offices to carry on all or any of its
26 operations and business, and, without restrictions or limit as to
27 amount, to purchase or otherwise acquire, hold, own, improve, lease,
28 mortgage, sell, convey or to otherwise dispose of real and personal
29 property of every class and description in any of the states,
30 districts, territories, or colonies of the United States, and in
31 any and all foreign countries, subject to the laws of such state,
32 district, territory, colony, or country.

1 In general, to carry on any other business, or transaction
2 in connection with the foregoing, and to have and exercise all the
3 powers conferred by the laws of the State of Idaho upon corporations
4 formed under the laws thereof, and to do any and all things herein-
5 before set forth to the same extent as natural persons might or
6 could do.

7 The foregoing clauses shall be constructed both as objects
8 and powers; and it is hereby expressly provided that the foregoing
9 enumerations of specific powers shall not be held to limit or
10 restrict in any manner the powers of this corporation.

11 ARTICLE VI

12 The business and prudential affairs of this corporation
13 shall be managed and controlled by a board of three (3) directors,
14 to be elected annually at the annual meeting of the stockholders.

15 ARTICLE VII

16 The names and residences of the persons who have been
17 selected as the Board of Directors to manage the business and pru-
18 dential affairs of this corporation for the first year, are as
19 follows:

20	<u>NAMES</u>	<u>RESIDENCES</u>
21	YALE B. HOLLAND	Nampa, Idaho.
22	FRANK N. RAWLINGS	Ogden, Utah.
23	ROBERT S. HOGG	Caldwell, Idaho.

24 ARTICLE VIII

25 The annual meeting of the stockholders for the election
26 of directors and for the transaction of other business shall be held
27 at the office of the corporation on the first Monday in July, 1955,
28 and on the first Monday in July in each year thereafter. The vote
29 in the election for directors shall be by ballot, and the election
30 may be conducted in such manner and form as may be provided by the
31 By-Laws.

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1 ARTICLE IX

2 In all elections for directors, each stockholder shall be
3 entitled to one vote for each share of stock owned by him for each
4 director. In all elections for directors, each stockholder shall
5 have the right to vote the number of shares of stock held by him
6 for as many persons as there are directors to be elected. On all
7 matters involving corporate acts transacted in stockholders'
8 meeting, any stockholder may demand a vote according to the owner-
9 ship of stock.

10 ARTICLE X

11 The amount of the authorized capital stock of this cor-
12 poration shall be FIFTY THOUSAND DOLLARS (\$50,000.00) divided into
13 FIVE HUNDRED (500) shares of the par value of ONE HUNDRED DOLLARS
14 (\$100.00) each, all stock to be fully paid for prior to issue and
15 non-assessable.

16 ARTICLE XI

17 Any stockholder desiring to dispose of or sell said stock-
18 holder's stock of this corporation shall first offer, by a sixty
19 day written notice of intention to sell, dispose of, or transfer,
20 said stock, to the corporation by serving such notice upon the
21 Secretary of the corporation, giving the corporation and its remain-
22 ing stockholders the preferential right of purchasing said stock
23 at the price which the stockholder proposes to sell his stock so
24 stated in the notice, the By-Laws shall provide such regulations
25 as may be necessary to properly carry out these provisions.

26 ARTICLE XII

27 Subject always to By-Laws made by the stockholders, the
28 Board of Directors may make By-Laws, and, from time to time, may
29 alter, amend or repeal any By-Laws; but any By-Laws made by the
30 Board of Directors may be altered or repealed by the stockholders
31 at any annual meeting, or at any special meeting, provided notice
32 of such proposed alteration or repeal by the stockholders be

1 included in the notice of special meeting to the stockholder.

2 ARTICLE XIII

3 Immediately upon the election of directors and the adjourn-
4 ment of the stockholders' meeting, or as soon thereafter as con-
5 venient, the directors so elected shall meet and organize by
6 electing one of their number President, one of their number Vice-
7 President, by electing from their number or from the stockholders,
8 a Secretary and Treasurer, each of whom shall perform such duties
9 and powers as generally appertain to such offices and as may be
10 stated or required of them by the By-Laws or by the Board of
11 Directors.

12 ARTICLE XIV

13 The amount of said capital stock that has been actually
14 subscribed for is 3 shares of \$ 300.00, and
15 the following are the names of the persons by whom the same has
16 been subscribed, and the amount subscribed by each, to-wit:

17	<u>NAMES</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
18	YALE B. HOLLAND	<u>1</u>	\$ <u>100.00</u>
19	FRANK N. RAWLINGS	<u>1</u>	\$ <u>100.00</u>
20	ROBERT S. HOGG	<u>1</u>	\$ <u>100.00</u>

21 IN WITNESS WHEREOF, We have hereunto set our hands and
22 seals, this 17th day of August, 1954.

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25 Frank N. Rawlings (SEAL)
26 Yale B. Holland (SEAL)
27 Robert S. Hogg (SEAL)
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1 STATE OF IDAHO)
2 County of Canyon) SS.

3 On this 17th day of August, 1954, before me, the undersigned,
4 a Notary Public in and for said State, personally appeared YALE B.
5 HOLLAND, and ROBERT S. HOGG, known to me to be the persons whose
6 names are subscribed to the foregoing instrument, and acknowledged
7 to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
9 my official seal the day and year in this certificate first above
10 written.

11
12 (SEAL)

Earl E. Reed
Notary Public for Idaho,
Residing at ampa, Idaho.

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16 STATE OF UTAH)
17 County of Weber) SS.

18 On this 17th day of August, 1954, before me, the undersigned,
19 a Notary Public in and for said State, personally appeared FRANK
20 N. RAWLINGS, known to me to be the person whose name is subscribed
21 to the foregoing instrument, and acknowledged to me that he executed
22 the same.

23 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
24 official seal, the day and year in this certificate first above
25 written.

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27 (SEAL)

Frank N. Rawlings
Notary Public for Utah,
Residing at Ogden, Utah.

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