

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

ASHTON PACKING CORPORATION

was filed in the office of the Secretary of State on the **Eighth** day of **September** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ ~~recorded on film~~ ~~microfilm~~ 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

Ashton

in the County of

Fremont

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 **8th** day of **September**, A.D., 19 **65**

Secretary of State.

ARTICLES OF INCORPORATION

OF

ASHTON PACKING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this corporation is

"ASHTON PACKING CORPORATION."

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To engage in and carry on the business of growing, purchasing, processing, preserving and selling of fruits, vegetables, and other agricultural products, particularly potatoes, including certified and uncertified seed potatoes, and potato products; to pack or preserve said agricultural products for human or animal consumption or for further processing.

(b) To act as consignor, commission merchant, dealer, cash buyer, broker and/or agent in dealing with farm products as those terms are defined and in accordance with the provisions of Title 22, Chapters 13 and 14, Idaho Code, as amended.

(c) To engage in the manufacture of any item, article, commodity, or product or thing, which is now or later may become useful, convenient or of interest to man; to acquire, stock, market and deal in all necessary raw materials, supplies, tools, equipment and things which might be used in connection with said manufacturing activities and to engage in manufacturing in all of its phases.

(d) To engage in any business pursuit, or endeavor, or

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engage in any activity of whatever kind and nature which may be of a benefit to the shareholders of this corporation.

(e) To engage in any recreational, commercial, industrial, and agricultural enterprise calculated or designated to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

(f) To purchase, or in anywise acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or nature, or any interest therein; and to manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the corporation or in which the corporation is interested.

(g) To do all and everything necessary, suitable and proper for and incident to the powers enumerated above and for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, and to comply with the provisions of the individual state laws in which it does business, and to comply with any and all other applicable laws and regulations appertaining thereto.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Idaho, especially the laws pertaining to this type of a corporation, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or the federal government.

(b) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of real and personal property of every kind and nature and wherever situate.

(c) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such

state, territory or country.

THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the principal place of business and the registered office of this corporation in this state shall be in Ashton, Fremont County, State of Idaho.

FIFTH

(a) That the amount of the capital stock of this corporation shall be \$100,000.00 divided into 100,000 shares of common stock of the par value of \$1.00 per share; all of said stock to be held, sold, and paid for at such time and in such manner as provided for in these Articles and in the By-Laws of this corporation, and as the board of directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) Before any stockholder shall sell or transfer any of his shares, he shall first offer to sell the same to the corporation at book value according to the last annual audit, or at the price for which the stockholder has a bona fide offer of purchase, whichever is higher, and in the event the corporation does not purchase said stock, he shall then offer such stock for sale to the remaining stockholders, or any of them; it being the intention hereof to give the corporation first preference, and the remaining stockholders, or any of them, second preference, in the purchase of the same, and any attempted sale or transfer in violation of this provision shall be null and void; provided, however, that no restriction upon the transfer of stock herein provided shall apply to any gift of such stock to a member of the immediate family of the stockholder, or the transfer thereof to a corporation in which the stockholder has not less than a fifty per cent interest; and provided further that in the event of the death of a stockholder, such restriction shall not apply to the transfer of such stock under the terms of the will of any stockholder or under laws of descent and distribution. This provision shall be binding upon the heirs, administrators and executors of any deceased stockholder. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale; and unless his terms are accepted by the corporation within 30 days, then the stock shall be offered for sale to the remaining stockholders; and unless his terms are accepted by the said remaining stockholders,

or any one or more of them, within 30 days thereafter, the corporation and said stockholders shall be deemed to have waived their privilege of purchasing, and he shall be at liberty to sell his stock to anyone else by complying with the other provisions of these Articles, the By-Laws, and the laws in such cases made and provided.

(c) In the event of a tie vote on any proposition submitted to the shareholders, each opposing faction shall appoint one person, other than themselves, and those persons chosen shall together select another person, and the three persons so chosen shall together constitute a board of arbitration, to whom the proposition will be submitted, and the decision of the board of arbitration shall be binding upon the opposing stockholder factions.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of six shares of common stock for the sum of \$6.00, and following are the names and addresses of the incorporators and number of shares by whom the same have been subscribed and the amount paid thereon, to-wit:

Name	Address	No. of Shares	Amount Paid
H. Eugene Hess	Ashton, Idaho	1	\$1.00
Stanley M. Clark & Leland E. Clark	Ashton, Idaho	2	\$2.00
Ivan Crouch	Ashton, Idaho	1	\$1.00
Sherman Hess	Ashton, Idaho	1	\$1.00
George Nedrow, Jr.	Ashton, Idaho	1	\$1.00

SEVENTH

That the board of directors, subject to the laws of the State of Idaho, shall have the power to repeal and amend the By-Laws and adopt new By-Laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-Laws made by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the board of directors or by vote of two-thirds of the allotted shares. The board of directors shall not make or alter any by-law fixing their qualifications, classification, term of office, or compensation. Whenever any amendment or any by-law is adopted, it shall be recorded in the Book of By-Laws immediately after them, and shall not take effect until so recorded.

EIGHTH

That the management of this corporation shall be vested in

a board of not less than three nor more than fifteen directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the shareholders to be held at the general office of this corporation in said Ashton, Fremont County, Idaho, on a day and at the time to be specified in the By-Laws; and until the first election of directors to be held within three months of the filing of these Articles, the directors of this corporation shall be: H. Eugene Hess, President; Stanley M. Clark, Vice-President; George Nedrow, Jr., Secretary-Treasurer; Ivan Crouch and Sherman Hess.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 7th day of September, 1965.

H. Eugene Hess
Stanley M. Clark
Leland E. Clark
Ivan Crouch
Sherman Hess
George Nedrow Jr.

STATE OF IDAHO,)
County of Madison.) SS.

On this 7th day of September, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared H. EUGENE HESS, STANLEY M. CLARK, LELAND E. CLARK, IVAN CROUCH, SHERMAN HESS and GEORGE NEDROW, JR., known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Ray W. Higby
Notary Public for Idaho
Residing at Rexburg, Idaho

My commission expires:

1-26-67