

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JOHN MEYER FIVE, INC.

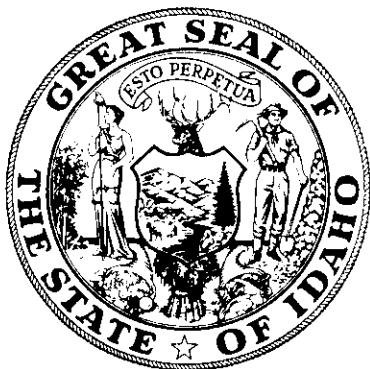
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

JOHN MEYER FIVE, INC.

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: *February 22, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

JOHN MEYER FIVE, INC.

THE UNDERSIGNED, being over the age of twenty-one (21) years and for the purpose of forming a corporation under the Idaho Business Corporation Act hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be JOHN MEYER FIVE, INC.

and its existence shall be perpetual.

ARTICLE II. PURPOSES

The purpose and object of this corporation are as follows:

1. Farming and related activities.
2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.
3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

- (a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation; provided, that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.
- (b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.
- (c) To borrow money and give security therefor.
- (d) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.
- (e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.
- (f) To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Idaho , or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE III. PRE-EMPTIVE RIGHTS

Shareholders of this corporation shall have pre-emptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The location and post office address of the initial registered office of the corporation and the name of the initial registered agent at that address are:

Pat Ross
HAYDEN & ROSS
127 S. Washington
Moscow, Idaho 83843

ARTICLE V. CAPITAL STOCK

1. The total number of shares of stock authorized and which may be issued by this corporation and the par value thereof is as follows:

Total number of shares authorized: 50,000

Total capital stock: \$50,000.00

Par value: \$1.00

2. No stock in the corporation shall be issued, transferred or encumbered without compliance with the terms, conditions and procedures set forth in the By-Laws of the corporation.

3. The corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

ARTICLE VI. PAID-IN CAPITAL

The amount of paid-in capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE VII. DIRECTORS

1. The number of Directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of Directors shall not be less than ~~three~~ nor more than nine.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho , the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its Directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as Directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such Director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such Director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized

by him through any such contract or transaction; provided, that in the case of Directors and officers of the corporation (but not in the case of shareholders who are not Directors or officers) the nature of the interest of such Director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the Directors or of any officers of the corporation which shall be ratified by the majority of a quorum or the shareholders of the corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

5. The first Directors of this corporation shall be 3 in number and their post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
John H. Meyer	Route 1, Box 10B, Uniontown, WA 99179
Barbara H. Meyer	Route 1, Box 10B, Uniontown, WA 99179
Kelly N. Brown	P. O. Box 604, Pullman, WA 99163

The term of the first Directors shall be until the first

annual meeting of the shareholders of the corporation and until their successors are ~~elected~~ and qualified.

ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator is:

<u>Name</u>	<u>Post Office Address</u>
MEYER BROS., INC.	Route 1, Box 10B, Uniontown, Washington 99179

IN WITNESS WHEREOF, the incorporators hereinabove named have hereunto set their hands in duplicate this 18 day of February, 1982.

MEYER BROS., INC.

By: Edward J. Meyer
President

Attest: Barbara H. Meyer
Secretary

STATE OF WASHINGTON)
) ss.
County of Whitman)

On this 18 day of February, 198, before me personally appeared EDWARD F MEYER and BARBARA H. MEYER, to me known to be the President and Secretary respectively of MEYER BROS., INC., the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

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

Kelly A. Brown
Notary Public in and for the State
of Washington, residing at Pullman