

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

FOREVERGREEN FARM, INC.

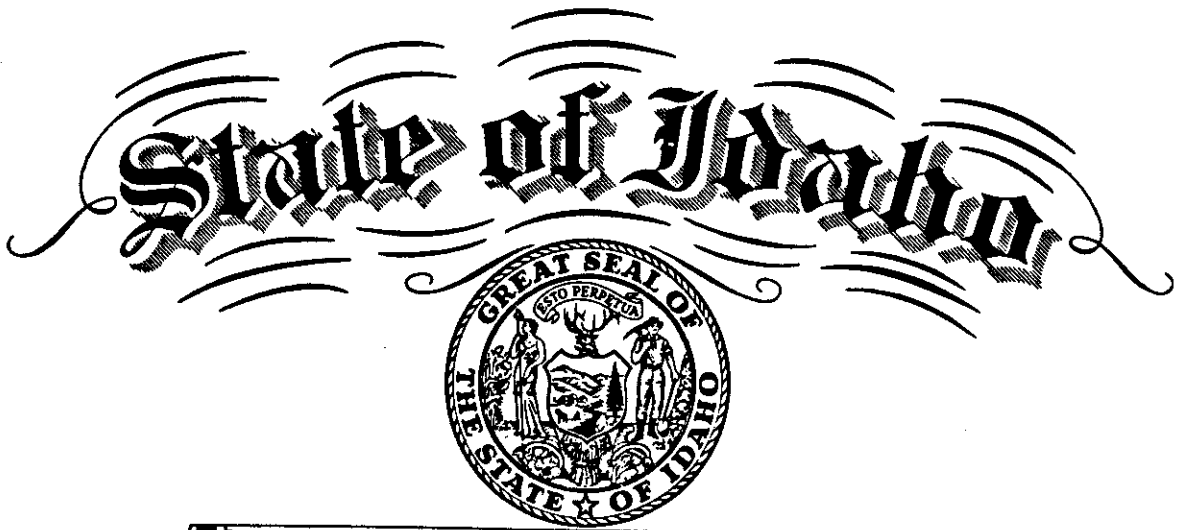
was filed in the office of the Secretary of State on the **21st** day of **August** A.D., One Thousand Nine Hundred **seventy-four** and will be duly recorded on ~~Film~~ ~~No~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts 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 **Idaho Falls, Idaho** in the County of **Bonneville**

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 **21st** day of **August**, A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.



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ARTICLES OF INCORPORATION

of

FOREVERGREEN FARM, INC.

KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned, being three or more persons of legal age and citizens of the United States of America, do voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and hereby agree as follows:

ARTICLE I.

The name of this corporation is FOREVERGREEN FARM, INC.

ARTICLE II.

The location and post office address of the corporation's registered office in the State of Idaho is, Rt. 5, Idaho Falls, Idaho but branch places of business, each complete in itself for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho and within or without the United States of America.

ARTICLE III.

The corporation shall have perpetual existence.

ARTICLE IV.

The nature of the business and the objects and purposes to be

transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis.:

A. To engage in any commercial, industrial or business enterprise calculated or designed to be profitable to this corporation which is in conformity with the laws of the State of Idaho; and without in any manner limiting the foregoing, to engage in, carry on and conduct a general tree farming and farming business; to deal in, buy and sell, at wholesale or retail, on commission or otherwise, all kinds of trees, shrubs, plants and farm produce, fertilizers, commodities and supplies of all kinds; to engage in farming and the raising of trees and shrubs of all kinds; to buy, sell, trade, exchange and deal in, both at wholesale and retail, all products, commodities and merchandise as may from time to time be deemed necessary, proper and desirable in the conduct of any general tree farming and farming business; and to do each and every thing necessary, suitable or proper for the accomplishment of any of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

B. To lend money and negotiate loans either without security or on security of any type relating to real or personal property or choses in action of any nature whatsoever; to make execute, draw, accept, endorse, discount, pledge, buy, sell and otherwise deal with and in promissory notes, bills of exchange, drafts, warrants, bonds,

debentures, choses in action, securities and evidences of indebtedness of all kinds.

C. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal in and with property and property rights of all kinds; and to compromise and settle demands, accounts and claims of all kinds.

D. To appoint agents, subagents, salesmen and dealers and to enter into contracts and agreements with the same.

E. To purchase, or otherwise acquire, own, hold, lease, sell, convey, exchange, assign, transfer, mortgage, encumber, pledge, trade and deal in personal property of every class and description including personal property located outside of the State of Idaho.

F. To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, sell, convey, transfer, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, encumber, or otherwise dispose of real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and real property rights, of every kind, nature and description whatsoever, including such as are located outside of the State of Idaho.

G. To enter into, make, perform and carry out contracts or obligations of any type or kind, with any person, firm, association, or corporation essential, necessary or proper to the transaction of its

affairs, or for the welfare of the corporation.

H. To organize, finance, develop, form, merge, re-organize and promote any business, concern, firm association or corporation, domestic or foreign, and in connection therewith to acquire the same and to make payment therefor in cash or with stocks or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of any transferor thereof, or otherwise; to hold or in any manner dispose of the whole or any part of the assets so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof; to enter into any lawful arrangement for sharing profits, union of interest, reciprocal associations, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business.

I. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the Purposes set forth above.

J. To borrow or raise moneys for any of the Purposes of the Corporation and, from time to time, without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing all kinds of securities, including, but without limiting the generality

thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter required.

K. To lend money for any of the Purposes of the Corporation, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation. To lend money to, and otherwise assist, its employees, other than its officers and directors; but to make no loans secured by the shares of the Corporation. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

L. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the corporation but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds (2/3) of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the laws of the State of Idaho, by other law, or by these

Articles of Incorporation.

M. To conduct business and to exercise any of the corporate powers both within and without the State of Idaho and in any and all foreign countries and to have one or more offices and places of business out of this state, and in particular to acquire, receive, hold, purchase, lease, mortgage, dispose of and convey interests in real and personal property situate out of the State of Idaho.

N. The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director,

officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

O. To have, exercise, and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges conferred upon general business corporations by Chapter 1, Title 30, Idaho Code Annotated.

P. All of the foregoing provisions of this Article IV are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration therein of specific objects and powers shall not limit or restrict in any manner the general powers of the corporation. The purposes, objects and powers specified in each of the paragraphs of this Article IV of the Articles of Incorporation shall in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph of this Article IV or of any provision of these Articles of Incorporation, and the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do

any act prohibited to corporations formed under the laws of the State of Idaho.

ARTICLE V.

The amount of the capital stock of this corporation shall be \$25,000.00 divided into 2,500 shares of non-assessable common stock of the par value of \$10.00 per share. Such shares shall not be transferable after issuance until all indebtedness of the holder thereof to the corporation shall have been paid in full, except with the consent of the Board of Directors. The Corporation first and then the holders of the outstanding shares shall have a first and second right of refusal respectively to purchase or otherwise acquire the share of any shareholder desiring to sell shares held by him for such consideration and upon such terms and conditions as such shareholder may be willing to accept from any third party. The right of refusal belonging to the shareholders may be exercised jointly or severally provided that each shareholder shall have the right to purchase severally, sufficient of the shares being offered for sale to maintain his relative voting power in the corporation.

ARTICLE VI.

All stock of the corporation not subscribed for shall remain in the corporation treasury as treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to such persons as the Board of Directors

may determine, including the power and authority to issue the said stock for consideration other than cash, such as for labor, services performed, or other personal and/or real property.

ARTICLE VII.

The private property of the stockholders of this corporation shall not be liable for the debts, obligations or liabilities of the corporation.

ARTICLE VIII.

The names and post office addresses of the incorporators, and the number of shares subscribed each, are as follows:

Name	Address	Shares	Stock	Amount
Rachael H. Loveland	Route 2 Rupert, Idaho	1	Common	\$10.00
Melba H. Jones	Carey, Idaho	1	Common	\$10.00
Henry L. Jones	Carey, Idaho	1	Common	\$10.00
Anita H. Twitchell	1485 W. 2250 S. Salt Lake City, Utah	1	Common	\$10.00
Charles L. Twitchell	1485 W. 2250 S. Salt Lake City, Utah	1	Common	\$10.00
Marie H. Ahlstrom	Route 5, Box 168D Idaho Falls, Idaho	1	Common	\$10.00
Farrell G. Ahlstrom	Route 5, Box 168D Idaho Falls, Idaho	1	Common	\$10.00
Excluded from the list of incorporators and stockholders of the corporation				

affected by such actions, and any officer or director individually, or any firm of which such officer or director may be a member, may be a party to, or may be financially or otherwise interested in any contract or transaction of the corporation, provided, that such officer or director shall, prior to the transaction, disclose to the Board of Directors of the corporation his interest, if not otherwise actually known thereto and any such director of the corporation may, with the consent of a majority of the other directors, participate in any meeting which shall consider such contract or transaction, with like force and effect as if he were not so interested.

ARTICLE XII.

The holders of each class of shares of the corporation shall upon the sale by the corporation of unissued or treasury shares of the same class, have the right to subscribe and purchase an amount of such shares proportionate to their then respective shareholdings for such consideration, and upon such terms as the Board of Directors shall then be willing to accept from third parties. Such right shall be exercised within thirty days following written notification to the shareholders of such sale.

ARTICLE XIII.

The corporate powers shall be vested in and be exercised by a Board of Directors which shall consist of five members, to be elected

annually by the shareholders at the shareholders annual meeting; provided, that the number of directors may be increased from five to seven or nine by action of the shareholders. Each director shall hold office until his successor shall have been elected and qualified. The Board of Directors shall hold meetings at such times and places as a majority may from time to time appoint.

ARTICLE XIV.

An annual meeting of the shareholders shall be held within or without the State of Idaho at such time and place as the by-laws may provide. Unless otherwise provided by the by-laws, all of the shareholders must be present at a shareholders meeting in order to form a quorum for purposes of electing directors. The presence of the holders of a majority of the voting power of all shareholders shall be required in order to form a quorum for all other purposes.

ARTICLE XV.

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

day of November, 1972.

Rachael H. Loveland

~~Henry L. Jones~~

Charles L. Twitchell

Farrell G. Ahlstrom

~~CONFIDENTIAL~~

Melba H. Jones

Anita H. Twitchell

Marie H. Ahlstrom

~~XXXXXXXXXXXXXXXXXXXX~~

John A. Hubbard

June A. Hubbard

STATE OF IDAHO)

: SS.

County of Cassia)

On this 9th day of May, 1972, before me, the under-
signed, a Notary Public in and for the State of Idaho, personally appeared
RACHAEL H. LOVELAND, MELBA H. JONES, HENRY L. JONES, ANITA H. TWITCHELL,
CHARLES L. TWITCHELL, MARIE H. AHLSTROM, FARRELL G. AHLSTROM, ~~XXXX~~
~~XXXXXXXXXXXXBARBARA XXXXXXXX~~, known to me to be the persons whose
names are subscribed to the above and foregoing ARTICLES OF INCORPORATION
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 first above written.

(Sea1)

Notary Public for Idaho

Residing at: *Allamore Idaho*

My Comm. expires: 5/23/1976