



## 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

LAIMENT PRODUCE, INC.

was filed in the office of the Secretary of State on the **twenty-seventh** day of **September** A.D. One Thousand Nine Hundred **seventy-three** and **11** be duly recorded on **FILM** **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-108, 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 **Blackfoot, Idaho** in the County of **Bingham**.

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 **27th** day of **September** A.D. 19**73**.

Pete T. Cenarrusa  
Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

OF

LAMBERT PRODUCE, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, citizens and residents of the United States of America and the State of Idaho, and each of the age of over 21 years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify, and file these Articles of Incorporation for the purpose as follows:

ARTICLE I.

The name of this corporation shall be LAMBERT PRODUCE, INC.

ARTICLE II.

The term of the corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of this corporation shall be 405 Northeast Main Street, Blackfoot, Idaho.

ARTICLE IV.

The purpose of this corporation shall be:

- a. To grow, purchase, acquire, own, sell, market, broker, and dispose of farm crops, poultry and dairy products, fruits, vegetables, and livestock of every kind and nature.
- b. To manufacture, fabricate, package, process and distribute at wholesale and retail, all kinds of food products. To buy, sell and otherwise deal in all kinds and varieties of food commodities, products, and machinery.
- c. To receive money and other considerations from and to advance money to and enter into contracts with manufacturers, purchasers, wholesalers, retailers, distributors, salesmen, agents, contractors, suppliers, artisans and all similar persons or companies that are necessary to carry on the business of the corporation, and to promote its objectives.

d. To take by purchase, exchange, hire, lease or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and to own, hold, control, maintain, manage, lease or otherwise develop the same.

e. To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may be lawfully purchased, exchanged, hired or acquired.

f. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants and any and all other structures and erections which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors for the purpose of this corporation.

g. To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels, real and other property of the company, real and personal, and wheresoever situated, and any and all legal equitable rights therein.

h. To purchase and sell farms and to engage in the business of farming and the producing and merchandising of farm crops and the cultivating, growing, harvesting, shipping and selling farm products.

i. To borrow money, with or without pledge of or mortgage upon all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal and real property, or on either of them.

j. To buy, sell and deal in, with or without guaranty of payment thereof, notes, bonds and mortgages and other like securities and other kinds of properties whether real or personal, not prohibited or specially excepted by any law and to do and prosecute anyacts and things incident to or proper in connection with the carrying on of the business of this company.

ARTICLE VI.

The Management of this corporation shall vest in a Board of Directors composed of not less than three persons and the maximum number of directors to be provided for in the by-laws of this corporation.

ARTICLE VII.

The name and post office address of each of the incorporators of the corporation and the number of shares subscribed by each is as follows:

| NAME                  | POST OFFICE ADDRESS                            | SHARES |
|-----------------------|--|--------|
| CHRIS DRAKOS          | 111 West Fireclay Avenue<br>Murray, Utah 84107 | ONE    |
| RUTH DRAKOS           | 111 West Fireclay Avenue<br>Murray, Utah 84107 | ONE    |
| HAROLD E. CRAMER, JR. | P. O. Box 153<br>Roberts, Idaho 83444          | ONE    |

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of September, 1973.

Chris Drakos  
CHRIS DRAKOS  
Ruth Drakos  
RUTH DRAKOS  
Harold E. Cramer, Jr.  
HAROLD E. CRAMER, JR.

STATE OF UTAH )  
) ss.  
County of Salt Lake )

On this 18 day of September, 1973, before me, the undersigned, a Notary Public in and for said State, personally appeared CHRIS DRAKOS and RUTH DRAKOS, husband and wife, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

Joe Gunderson  
NOTARY PUBLIC FOR UTAH  
Residing at: South Salt Lake City

STATE OF IDAHO )  
) ss.  
County of Bingham )

On this 24<sup>th</sup> day of September, 1973, before me, the undersigned, a Notary Public in and for said state, personally appeared HAROLD E. CRAMER, JR., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

John H. Stoddard  
NOTARY PUBLIC FOR IDAHO  
Residing at: Blackfoot, Idaho

C O N S E N T

WHEREAS, the undersigned, LAMBERT PRODUCE COMPANY, INC., an Idaho Corporation, sold and transferred to CHRIS DRAKOS its potato produce business and equipment and the right and privilege of using its corporate name and;

WHEREAS, the undersigned, LAMBERT PRODUCE COMPANY, INC., has ceased to engage in the produce business and will be terminating its corporate existence and;

WHEREAS, CHRIS DRAKOS has filed Articles of Incorporation for LAMBERT PRODUCE, INC.;

NOW, THEREFORE, the undersigned LAMBERT PRODUCE COMPANY, INC., does hereby give its consent to CHRIS DRAKOS and LAMBERT PRODUCE, INC. for the use of the name of LAMBERT PRODUCE, INC. pursuant to Section 30-107, Idaho Code.

LAMBERT PRODUCE COMPANY, INC.

BY: Clinton V. Murdoch  
President

ATTEST:

Tom Hopkins  
Secretary