

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

MACKAY FARMS, INC.

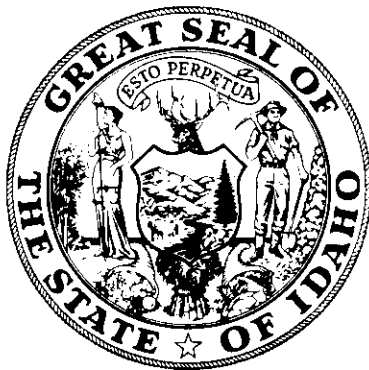
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MACKAY FARMS, 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 29, 1984*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Denise Deiner*

ARTICLES OF INCORPORATION

OF

MACKAY FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and citizens of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

NAME: The name of this corporation shall be MACKAY FARMS, INC.

II.

DURATION: The period of existence and duration of the life of this corporation shall be perpetual.

III.

PURPOSE: The nature of the business and the object and purpose of this corporation shall be as follows:

(a) To operate a farm for the production of growing crops, and the operation of related business activities in the production of food industry.

(b) To acquire real and personal property by purchase, lease or otherwise for the purpose of carrying on the business described in (a) above, or for any other lawful purpose.

(c) To engage in any one or more other business or transactions which the Board of Directors of this corporation may, from

time to time, authorize or approve, whether related or unrelated to the businesses described in (a) and (b) above, or to any other business then or theretofore done by this corporation.

(d) To have and to exercise all powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized under the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(e) To act as principal, agent, joint venturer, partner, or in any other capacity which may be authorized or approved by the Board of Directors of this corporation; and

(f) To transact business in the State of Idaho or in any other jurisdiction of the United States of America or elsewhere in the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

#### IV.

CAPITAL STOCK: That the total authorized number of \$100.00 par value shares of this corporation shall be 2,500, for a total of \$250,000, which said shares shall be common stock and shall not be subject to assessment.

V.

REGISTERED AGENT: The name and address of the registered agent of the above named corporation is:

Steve Mackay, Route #3, Box 159, Weiser, Idaho 83672

The address of the initial registered office is:

Route #3, Box 159, Weiser, Idaho 83672

VI.

BOARD OF DIRECTORS: The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than One (1) nor more than Four (4). The names and post office addresses of each of the Directors are:


<u>NAMES</u>	<u>ADDRESSES</u>
Steve Mackay	Route #3, Box 159, Weiser, Idaho 83672
Elizabeth Mackay	Route #3, Box 159, Weiser, Idaho 83672

VII.

INCORPORATORS: The names and post office addresses of each of the incorporators are:

<u>NAMES</u>	<u>ADDRESSES</u>
Steve Mackay	Route #3, Box 159, Weiser, Idaho 83672
Elizabeth Mackay	Route #3, Box 159, Weiser, Idaho 83672

IN WITNESS WHEREOF, we have signed triplicate originals of these Articles this 24<sup>th</sup> day of February, 1984.

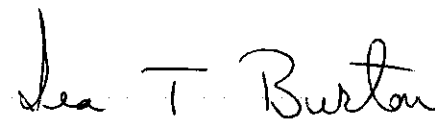
  
Steve Mackay

  
Elizabeth Mackay

STATE OF IDAHO            )  
                                  )ss.  
County of Washington )

On this the 24<sup>th</sup> day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVE MACKAY and ELIZABETH MACKAY, known to me to be the persons whose names are subscribed to the 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 on this the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Weiser, Idaho