



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

WAGNER FARMS, INC.

was filed in the office of the Secretary of State on the **18th** day of **March** A.D., One Thousand Nine Hundred **seventy-five** and **111** 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 30-103, 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 **Caldwell, Idaho** in the County of **Canyon**

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 **18th** day of **March**, A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

WAGNER FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purposes of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be:

WAGNER FARMS, INC.

ARTICLE II

PURPOSES

The purposes for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To acquire farm properties and other real estate by purchase, lease or otherwise, to improve and develop the same and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil; to breed, raise, buy, pasture, prepare for market, exhibit, sell and deal in livestock of all kinds; to engage in dairying and the poultry, pigeon, pet stock and market gardening business; to operate greenhouses, hot beds and cold frames for the raising of plants, shrubs and flowers; to acquire and maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes and all other conveniences and equipment suitable for the vending of its products; in general, to conduct in all their several departments and branches the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen and florists and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

ARTICLES OF INCORPORATION - 1

(b) To buy and sell securities, mortgages, debentures, and other evidences of debt, subject to the provisions of law. To purchase or otherwise acquire, hold and reissue the shares of its capital stock, bonds, debentures, or obligations or securities. To purchase or otherwise acquire, hold, sell, exchange, hypothecate, or deal in, and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof; to issue its own shares, bonds, notes, debentures, or other evidence of indebtedness and obligations and securities for all lawful purposes including the acquisition of any such shares, bonds, debentures, evidence of indebtedness, obligations, securities or certificates purchased or acquired by it, and while the owner or holder of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, or certificates, to exercise all the rights of ownership in respect thereof; and to the extent now, or hereafter, permitted by law, to aid by loans, subsidy, guarantee, or otherwise, those issuing, creating, or responsible for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities certificates or receipts.

(c) To make and perform contracts of any kind or description in carrying on its business or for the purpose of obtaining or furthering any of its objects, to borrow or raise money for any purposes of the corporation, to buy or sell notes, mortgages or any other evidences of debt including notes and mortgages of this corporation, to own, buy and sell real and personal property, to mortgage, hypothecate or otherwise encumber any of said property, to endorse, guarantee, and secure the

ARTICLES OF INCORPORATION - 2

payment and satisfaction of bonds, coupons, mortgages, debentures, obligations and evidences of indebtedness, and to do any and all other acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise and which now are or may hereafter be authorized by law, to have offices, conduct its business and to promote its objects within and without the State of Idaho without restriction as to place or amount and this corporation shall have the power to hold meetings within or without the State of Idaho, as may be determined from time to time by its By-Laws.

(d) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes or powers.

(e) In general, but in connection with the foregoing, said corporation shall have and shall exercise all the powers conferred by the State of Idaho upon business corporations, it being expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

DURATION

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

ARTICLE IV

PLACE OF BUSINESS

The location and post office address of the registered office of this corporation in the State of Idaho, shall be:

ARTICLES OF INCORPORATION - 3

Route 5, Caldwell, Idaho 83605

ARTICLE V

STOCK

(a) This corporation is authorized to issue one class of capital stock, which shall be designated as common stock. The total number of shares of common stock this corporation shall be authorized to issue is 1,000 shares. The par value of the common stock shall be \$100.00 per share. The aggregate par value of the common stock shall be \$100,000.00.

(b) The entire voting power of the corporation shall be vested in the holders of the common stock and every shareholder of record shall have the right at every shareholders' meeting to one (1) vote for every share of common stock standing in his name on the books of the corporation.

(c) The capital stock of this corporation shall be non-assessable and the private property of the shareholders shall not be liable for the debts, obligations and liabilities of this corporation.

ARTICLE VI

INCORPORATORS

The names and post office addresses of each of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
LEE E. WAGNER	Route #5 Caldwell, Idaho 83605	One
RONALD D. WAGNER	11219 Nassau Albuquerque, New Mexico 87111	One
EDWIN LEE WAGNER	Route #7, Box 365 Caldwell, Idaho 83605	One

Each of the above named as incorporators is a natural person over the age of twenty-one (21) years, and is a citizen of the United States of America.

ARTICLES OF INCORPORATION - 4

ARTICLE VII

DIRECTORS

(a) The number of directors of this corporation shall be at least three (3) (except that in the case where all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.) The corporation may provide for additional directors from time to time by appropriate provisions of the By-Laws.

(b) Directors must be shareholders of the corporation.

(c) Except as otherwise provided in these Articles of Incorporation, the number, qualifications, terms of office, manner of election, time and place, manner of calling of meeting, and the powers and duties of directors shall be prescribed by the By-Laws of the corporation.

(d) A director may be removed by a two-thirds (2/3) vote of the shareholders or members at a special meeting for that purpose, called in the manner provided in Subdivision 2, of Section 30-133, Idaho Code, as the same now exists and all acts amendatory or supplementary thereto.

(e) At all meetings for the election of directors of this corporation, each stockholder of common stock shall be entitled to as many votes as shall equal the number of votes, which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected and he may cast all such votes for a single director or may distribute them among the number to be voted for or any two or more of them as he may see fit.

(f) A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business

and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

(g) The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of the corporation and adopt new By-Laws. Such power shall not extend to making or altering any By-Laws, fixing the qualifications, classifications, terms of office, or compensation of the Board of Directors, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-134, Idaho Code.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 18 day of March, 1975.

Lee E. Wagner
Ronald D. Wagner
Edwin Lee Wagner

STATE OF IDAHO)
County of Canyon) ss.

On this 18 day of March, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared LEE E. WAGNER, RONALD D. WAGNER, and EDWIN LEE WAGNER, 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.

James E. Miller
Notary Public for Idaho
Residing at:

ARTICLES OF INCORPORATION - 6