

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

I, ~~ARNOLD WILLIAMS~~, 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

ASSOCIATED FARMERS, INC.,

was filed in the office of the Secretary of State on the **First** day

of **April** A.D. One Thousand Nine Hundred **Sixty-six** and

~~will 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

Burley,

in the County of **Cassia.**

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 **1st** day of **April**, A.D., 19 **66**.

LOUIS E. CLAPP

Secretary of State.

By _____

ARTICLES OF INCORPORATION

OF

ASSOCIATED FARMERS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a citizen of the United States and of the State of Idaho, of full age, have this day voluntarily associated ourselves together with the purpose of organizing and forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and declare as follows, to-wit:

ARTICLE I

The name of the corporation hereby organized shall be ASSOCIATED FARMERS, INC.

ARTICLE II

The objectives and purposes for which this corporation is organized and the powers and authority to be possessed by it under and by virtue of its corporate charter are as follows, to-wit:

1. To acquire by purchase or any other legal means and to hold, lease and operate land-leveling equipment and earth-moving equipment.

2. To acquire by purchase, gift, lease, or any other legal means and to own, lease, hold, improve, equip, supply, manage, run, till, farm, operate, cultivate, and deal in and to sell, lease, transfer and convey or otherwise dispose of all types of real estate including, but not limited to agricultural farming, range and grazing lands and urban property, both in its own account and as agent for other persons or corporations.

3. To engage in the enterprises of leveling agricultural lands and of constructing irrigation systems, ditches, dams, and ponds, and to do and engage in all types of construction relative thereto.

4. To borrow money and to execute and deliver promissory notes, bonds, debentures or other negotiable and non-negotiable instruments in evidence thereof and to secure the payment of the same by mortgages or other incumbrances or security devices upon any property owned or controlled by the corporation.

5. To construct, acquire by purchase, lease or otherwise own, hold, and operate land, warehouses or other structures for effectuation of the purposes of this corporation.

6. To acquire by purchase, gift, or other legal means, and to own, hold, sell, transfer, pledge or otherwise deal in corporate stocks, bonds or other securities of any other corporation or corporations and to sell, transfer, assign and convey the same.

7. To acquire by purchase, lease or otherwise own, hold, manage, control and operate automobiles, trucks, tractors and any and all types and kinds of machinery or equipment necessary, suitable or convenient for the conduct and effectuation of the purposes of this corporation.

8. To do any and all things necessary, proper and convenient to the carrying out of the foregoing and above specified purposes.

ARTICLE III

That the corporation hereby organized shall have perpetual existence unless the same is dissolved or otherwise terminated according to law.

ARTICLE IV

That the location and post office address of the registered office of the corporation in the State of Idaho is 1742 Overland Avenue, Burley, Idaho.

ARTICLE V

That the authorized capital stock of the corporation shall be \$25,000.00 consisting of 250 shares of \$100.00 par value common stock, each share to have the same and equal preemptive right, voting power and right upon dissolution.

ARTICLE VI

That the name and post office address of each of the incorporators and the number of shares for which each subscribed is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
JAMES ANNEST	Declo, Idaho	1
ENNIS MATTHEWS	Oakley, Idaho	1
HAL MATTHEWS	Route 2, Burley, Idaho	1
DALE HERRE	Route 1, Paul, Idaho	1
WAYNE BROWN	Heyburn, Idaho	1

ARTICLE VII

That the business and affairs of the corporation shall be managed and controlled by a Board of Directors. The Board of Directors shall be composed of persons, each of whom shall be required to be a stockholder in the corporation. At the first meeting of stockholders, the incorporators shall elect the first Board of Directors from among their number, and said Board of Directors shall hold office until their successors shall have been elected. The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be held by the same person. The officers shall be elected by and from the Directors. The officers of the corporation shall be the executive committee of said corporation.

ARTICLE VIII

The laws and regulations governing this corporation shall be specifically specified in the by-laws to be adopted by the incorporators at the first meeting of the stockholders after the incorporation of this business and the same shall be consistent with the laws of the State of Idaho governing general business corporations.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in triplicate this 23rd day of December, 1965.

[Signature]

Wayne Brown

[Signature]

Dale Herre

Ennis B. Matthews

Hal R. Matthews

STATE OF IDAHO)
 : ss.
County of Cassia)

On this 23rd day of December, 1965, personally appeared JAMES ANNEST, WAYNE BROWN, DALE HERRE, ENNIS B. MATTHEWS, and HAL R. MATTHEWS, who by me being first duly sworn did acknowledge to me, each for himself, that he is one of the incorporators of ASSOCIATED FARMERS, INC. and that he did execute the foregoing ARTICLES OF INCORPORATION.

[Signature]
Notary Public for Idaho
Residing at Burley, Idaho