

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

BUSCH FARMS, INC.

was filed in the office of the Secretary of State on the **fifth** day of **July** A.D., One Thousand Nine Hundred **Seventy-four** and will be duly recorded on ~~XXXXX~~ **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 **Genesee, Idaho** in the County of **Latah.**

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 **5th** day of **July**, A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
BUSCH FARMS, INC.

THE UNDERSIGNED, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the general laws of the State of Idaho do hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be BUSCH FARMS, INC. and its existence shall be perpetual.

ARTICLE II. PURPOSES

The purpose and objects of this corporation are as follows:

1. To engage in farming operations, growing and producing grains, seeds, and all and every kind of agricultural and horticultural products; to produce, raise, feed, market, sell and buy any and all types and kinds of livestock.

2. To engage in generally and carry on any lawful business or trade conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

- (a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.
- (b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.
- (c) To borrow money and give security therefor.

- (d) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.
- (e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interest of the corporation or enhance the value or render profitable any of its property or rights.
- (f) To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Business Corporation Act of the state of Idaho, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE III. PREEMPTIVE RIGHTS

Shareholders of this corporation shall not have preemptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE IV. REGISTERED OFFICE AND AGENT

1. The location and post office address of the registered office of the corporation in this state shall be: Route, Genesee, Idaho 83832.

2. The name and address of the registered agent is as follows: James J. Busch, Route 2, Genesee, Idaho 83832.

ARTICLE V. CAPITAL STOCK

The total number of shares of stock authorized and which may be issued by this corporation and the par value thereof is as follows:

Total number of shares authorized: 5,000

Total capital stock: \$50,000

Par value: \$10.00

ARTICLE VI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to these reservations.

ARTICLE VII. PAID IN CAPITAL

The amount of paid-in capital with which the corporation will begin business is Five Hundred Dollars (\$500.).

ARTICLE VIII. DIRECTORS

1. The number of directors of the corporation shall be fixed as provided in the Bylaws, and may be changed from time to time by amending the Bylaws, as therein provided, but the number of directors shall not be less than three nor more than nine.

2. In furtherance of and not in limitation of the powers conferred by the laws of the state of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such Bylaws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members

or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The first directors of this corporation shall be three in number and their post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
James J. Busch	Route 2, Genesee, Idaho 83832
Lola A. Busch	Route 2, Genesee, Idaho 83832
Albert J. Schauble	P.O. Box 29, Pullman, Wash. 99163

The term of the first directors shall be until the first annual meeting of the stockholders of the corporation and until their successors are elected and qualified. The first annual meeting shall be held on the following date: the second Wednesday of May.

ARTICLE IX. RESTRICTION ON TRANSFER OF STOCK

No stock in the corporation shall be issued or transferred to other than an incorporator, or lineal descendant of an incorporator, except the stock shall have been first offered for sale to the corporation, and if rejected, then to the other then existing stockholders, for the determinable price, and terms, in accordance with the plan set forth in by by-laws of this corporation.

The corporation and/or the living stockholders have the right to purchase the stock owned by a stockholder at the date of his or her death, for the determinable price, and terms, in accordance with the plan set forth in the by-laws of this corporation.

ARTICLE X. INCORPORATORS

The names and post office addresses of each of the incorporators shall be as follows:

<u>Name</u>	<u>Address</u>
James J. Busch	Route 2, Genesee, Idaho 83832
Lola A. Busch	Route 2, Genesee, Idaho 83832
Roy M. Busch	Route 1, Genesee, Idaho 83832

Each of the above incorporators has subscribed to one share of stock.


IN WITNESS WHEREOF, the incorporators hereinabove named have hereunto set their hands in triplicate this 26th day of June, 1974.

James J. Busch
Lola A. Busch
Roy M. Busch

STATE OF Washington : ss.
County of Whitman

On this day personally appeared before me JAMES J. BUSCH, LOLA A. BUSCH and ROY M. BUSCH to me known to be the individuals described in and who executed the within and foregoing instrument and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 26th day of June, 1974.


[Signature]
Notary Public in and for the State
of Wash., residing
at Sumner.