



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

CLEAR SPRINGS MILLING CO.

was filed in the office of the Secretary of State on *December 9*, 19 *77*

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 *Buhl, Idaho* in the county of *Twin Falls*

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 *9th* day of *December*, A.D., 19 *77*.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

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ARTICLES OF INCORPORATION 9 AM 8 41

OF
SECRETARY OF
CLEAR SPRINGS MILLING CO. STATE

KNOW ALL MEN BY THESE PRESENTS, that we, John C. Hepworth, Larry W. Cope and J. Robert Tullis, all residents of the State of Idaho, and all being citizens of the United States of America and over the age of 21 years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose as follows:

ARTICLE I.

The name of this corporation is and shall be,

"CLEAR SPRINGS MILLING CO."

ARTICLE II.

That said corporation is formed for the following purposes:

(a) To engage in a general feed milling business, both on its own account and as agent; and to conduct all ancillary business including the purchase of feed ingredients and the sale of feeds of any kind, both on its own account and as agent for other persons or corporations.

(b) To receive, own, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal properties; to dispose of, sell, lease, sign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of

1 the corporation, other than its franchise of being a corporation,
2 and to acquire, purchase, guarantee, hold, mortgage, own, vote,
3 sell, pledge and/or otherwise dispose of and deal in shares,
4 bonds, securities, and debentures and other evidences of indebted-
5 ness of its own and of other corporation, domestic or foreign.

6 (c) To conduct business in this state, other states,
7 District of Columbia, territories and colonies of the United
8 States and in foreign countries, and to have one or more offices
9 and places of business out of this state, and to acquire, receive,
10 hold, purchase, lease mortgage, dispose of, and/or convey real and
11 personal property situate out of this state.

12 (d) To enter into, make, perform and carry out con-
13 tracts, of every kind and for any lawful purpose, without limit as
14 to amount, with any person, firm, association, corporation,
15 municipality, state or government, or any subdivision, district
16 or department thereof.

17 (e) To carry on any other lawful business whatsoever
18 in connection with the foregoing or which is calculated directly
19 or indirectly to promote the interest of the corporation or to
20 enhance the value of its properties and to have and exercise all
21 right, powers and privileges which are now or may hereafter be
22 conferred by the State of Idaho upon corporations; to execute
23 from time to time general or special powers of attorney to per-
24 sons, firms, associations or corporations, and to revoke same when
25 the Board of Directors may determine; and to do any or all of
26 the things herein set forth to the same extent as natural persons
27 might or could do.

1 (f) Any and all of the rights, powers, privileges or
2 restrictions in these Articles of Incorporation granted and con-
3 tained, conferred or imposed may be enlarged, amended, altered,
4 changed in any manner and to any extent, or repealed by articles
5 of amendment made, executed, authorized by the laws of the State
6 of Idaho.

7 (g) To do any and all such other acts, things, business
8 or businesses in any manner connected with or necessary, inci-
9 dental, convenient, or auxiliary to any of the objects herein-
10 before enumerated, or calculated, directly or indirectly to pro-
11 mote the interest of the corporation and to carry on its purpose,
12 or for the purpose of attaining or furthering in any of its
13 businesses.

14 (h) To generally engage in, do and perform any enter-
15 prise, act or vocation that a natural person might, or could do or
16 perform.

17 (i) To lend money and negotiate loans; to draw, accept,
18 endorse, discount, sell and deliver bills of exchange, promissory
19 notes, bonds, obligations, securities of any government or author-
20 ity or company; to form, promote, subsidize and assist companies,
21 firms, and partnerships of all kinds; to act as surety and guaran-
22 tor in any and all types of engagements, including the power to
23 execute, endorse and deliver contracts and to guarantee the prompt
24 and faithful performance and payment of debts, notes and agree-
25 ments, contracts and undertakings of any other person, firm
26 partnership or corporation; and including also the power to act as
27 accommodation co-maker or guarantor of obligations either as a
28 primary or secondary obliger; to enter into any arrangements with

1 any authorities, municipal, local or otherwise conducive to the
2 company's objects or any to them, and to obtain from any such
3 government or authority any rights, privileges and concessions
4 which the company may think it desirable to obtain, and to carry
5 out, exercise and comply with any such arrangement, right, pri-
6 vilege, and concession. Generally to carry on and undertake any
7 business, undertaking, transaction, or operation commonly carried
8 on or calculated directly or indirectly to enhance the value of,
9 or render profitable, any of the company's property or rights.

10 (j) The several clauses contained in this statement of
11 purposes shall be construed, as both purposes and powers, and the
12 statements contained in each clause shall not, except where other-
13 wise expressed, be in any way limited or restricted by reference
14 to or inference from the terms of any other clause, but shall be
15 regarded as independent purposes and powers.

16 ARTICLE III.

17 That the location and post office address of the corpora-
18 tion shall be Box 589, Buhl, Idaho 83316.

19 ARTICLE IV.

20 That, subject to dissolution in the manner provided by
21 law, the duration of this corporation shall be perpetual.

22 ARTICLE V.

23 That the amount of the corporation shall be \$25,000.00
24 divided into 25,000 shares of common stock with the par value of
25 \$1.00 per share. Common stock of the corporation shall be issued
26 as "Small Business Corporation" stock in accordance with a plan or
27

plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE VI.

That the names and post office address of each of the incorporators and the number of shares subscribed by each is as follows:

<u>NAME OF INCORPORATOR:</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
John C. Hepworth	821 11th Ave. N. Buhl, Idaho 83316	1
Larry W. Cope	Route #1 Filer, Idaho 83328	1
J. Robert Tullis	300 N. 6th Street Boise, Idaho 83701	1

ARTICLE VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE VIII.

The number of directors of the corporation shall be as specified in the Bylaws, provided the number of directors of the corporation shall not be less than allowed by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

1 Officers of the corporation need not be stockholders.
2 Any two or more offices may be held by the same one person. The
3 term of office of the officers, except as in these articles
4 otherwise expressly provided, shall be for one year and until
5 their successors shall be elected and qualified, unless sooner
6 removed or resigned, as herein provided.

7 ARTICLE IX.

8 A majority of the Board of Directors shall constitute a
9 quorum and shall have power to transact the business and exercise
10 the corporate powers of the corporation, and, except as otherwise
11 provided herein, may mortgage, pledge, sell or otherwise dispose
12 of real or personal property of the corporation for the purpose of
13 carrying on the business of the corporation. The Board of Direct-
14 ors shall have power to appoint agents and servants of the corpora-
15 tion, prescribe their duties and remove them at pleasure and may
16 fix the compensation of the officers, agents and servants of the
17 corporation, and shall have power to vote and grant to themselves
18 (and any officer or director may join in granting to himself such
19 salary), commission or compensation for their services as officer
20 or directors, or both as they may determine. The Board of Direct-
21 ors or the stockholders may, by a majority vote, adopt bylaws for
22 the regulation of the affairs of the corporation, and by a
23 majority vote amend or repeal the same, provided that such bylaws
24 shall not conflict with these Articles of Incorporation. The
25 bylaws adopted by the directors shall provide the time and place
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1 of directors' meeting and the manner of calling the same, which
2 meeting may be held within or without the State of Idaho.

3 IN WITNESS WHEREOF, the parties hereto have hereunto set
4 their hands this 30th day of November, 1977.

5
6 
7 John C. Hepworth

8 
9 Larry W. Cope

10 
11 J. Robert Tullis

12 STATE OF IDAHO)
13) ss.
14 County of Twin Falls)

15 On this 30th day of November 1977, before me,
16 the undersigned, a Notary Public in and for said County and State,
17 personally appeared John C. Hepworth, known to me to be the person
18 whose name is subscribed to the foregoing instrument and acknow-
19 ledged to me that he executed the same.

20 IN WITNESS WHEREOF, I have hereunto set my hand and
21 seal the day and year in this certificate first above written.

22 
23 Notary Public for Idaho
24 Residing at

25 STATE OF IDAHO)
26) ss.
27 County of Twin Falls)

28 On this 30th day of November 1977, before me, the
undersigned, a Notary Public in and for said County and State,
personally appeared Larry W. Cope, known to me to be the person
whose name is subscribed to the foregoing instrument and acknow-
ledged to me that he executed the same.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

D. Brent Martin
Notary Public for Idaho
Residing at

STATE OF IDAHO)
) ss.
County of)

On this 30th day of November 1977, before me, the undersigned, a Notary Public in and for said County and State, personally appeared J. Robert Tullis, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

Jackie Lindall
Notary Public for Idaho
Residing at Boise, Idaho