

71251

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

ROYAL VISTA FRUIT RANCHES, 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 the above named corporation, 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: January 3, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*

Corporation Clerk

ARTICLES OF INCORPORATION

of

JAN 2 4 11 PM '92

ROYAL VISTA FRUIT RANCHES, SECRETARY OF STATE

The undersigned natural person of the age of 18 or more, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is ROYAL VISTA FRUIT RANCHES, INC., and its duration shall be perpetual.

ARTICLE II

The address of the initial registered office of this corporation in the state of Idaho shall be 960 Broadway Avenue, University Quay Building, Boise, Idaho 83706, and the name of the initial registered agent at that address shall be Michelle R. Finch.

ARTICLE III

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Raymond F. Holt	2100 North Zircon Place Meridian, ID 83642

Joelina E. Holt

2100 North Zircon Place  
Meridian, ID 83642

Gary Holt

1879 N.W. 13th Avenue  
Meridian, ID 83642

#### ARTICLE V

The aggregate number of shares that this corporation shall have authority to issue shall be 1500 shares of Common Stock with \$1.00 par value.

#### ARTICLE VI

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

ARTICLE VII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Raymond F. Holt	2100 North Zircon Place Meridian, ID 83642


IN WITNESS WHEREOF, I have hereunto set my hand this  
31<sup>st</sup> day of December, 1991.

  
\_\_\_\_\_  
Raymond F. Holt

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 31<sup>st</sup> day of December, 1991, before me, the undersigned, a Notary Public in and for said County, personally appeared RAYMOND F. HOLT, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: 1/13/93