

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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

G & N, INC.

was filed in the office of the Secretary of State on the Thirteenth day of April, A.D. One Thousand Nine Hundred Sixty-four and duly recorded on Film No. 127 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 Nampa 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 13th day of April, A.D., 19 64.

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF  
3 G & N, INC.

4 KNOW ALL MEN BY THESE PRESENTS, That We, the undersigned,  
5 all being residents of the State of Idaho this day have voluntarily  
6 associated ourselves together for the purpose of forming a corpora-  
7 tion under and pursuant to the laws of the State of Idaho, and we  
8 do hereby certify:

9 ARTICLE I.

10 The name of this Corporation shall be G & N, INC.

11 ARTICLE II.

12 Purposes

13 (a) To acquire, own and operate a company for the whole-  
14 sale and retail distribution of farm builders products.

15 (b) To buy, sell, produce, manufacture and dispose of  
16 all kinds of goods, merchandise, manufactures, commodities, machin-  
17 ery, agricultural tools, supplies and products, and generally to  
18 engage in and conduct any form of manufacturing or merchantile enter-  
19 prise not contrary to law.

20 (c) To manufacture fertilizer, soil rejuvenator, soil  
21 conditioner, soil resister and any and all other kinds of products  
22 made from animal bones or other animal matter and minerals or min-  
23 eral products or vegetable products.

24 (d) To lease, buy, use, mortgage, improve and otherwise  
25 handle, deal in, and dispose of all such property, real and person-  
26 al, as may be necessary or convenient in connection with the afore-  
27 said business of the company.

28 (e) To construct and erect buildings or structures upon  
29 and to improve and maintain any and all real property owned, leased  
30 or held by this corporation, and to equip, improve and generally  
31 operate any and all personal property owned by this corporation.  
32

1 (f) To purchase, hold, sell and transfer the shares of  
2 its own capital stock; provided, it shall not use its funds or  
3 property for the purchase of its own shares of capital stock when  
4 such use would cause any impairment of its capital; and provided  
5 further that the shares of its own capital stock owned by it shall  
6 not be voted upon directly or indirectly.

7 (g) To enter into, make, perform and carry out contracts  
8 of every sort and kind which may be necessary or desirable for the  
9 furtherance of the business of this corporation, with any persons,  
10 firms, corporations, associations, any state, territory, or munici-  
11 pality of the United States or any foreign country, government or  
12 body politic.

13 (h) To acquire, and hold all or any part of the capital  
14 stock, assets, or good will of any business, of any person, firm,  
15 association or corporation engaged in any business in whole or in  
16 part similar to that of this corporation, consistent with the ob-  
17 jects and purposes of this corporation, and to hold, utilize and in  
18 any manner dispose of the whole or any part of the stock, assets,  
19 good will and rights so acquired and to conduct in any lawful manner  
20 in whole or in part any business so acquired, and to undertake or  
21 assume the whole or any part of the obligations or liabilities of  
22 any person, firm, association or corporation engaged in the business  
23 so acquired.

24 (i) To borrow money for any purpose of this corporation,  
25 without limit as to amount, and to issue bonds, debentures, notes  
26 or other evidences of indebtedness, secured or unsecured, of this  
27 corporation for the moneys so borrowed, or in payment for property  
28 acquired, or for any other objects or purposes of this corporation,  
29 or in connection with its business; to secure payment of such  
30 debenture, notes or other obligations by mortgages or pledges or  
31 other liens upon any or all of the property of this corporation  
32 wheresoever situated.

1 (j) To carry out all or any part of the foregoing objects  
2 or purposes as principal or agent, or otherwise, either alone or in  
3 conjunction with any person, association or other corporation and in  
4 any part of the word; and in carrying on its business and for the  
5 purpose of attaining or furthering any of its objects or purposes,  
6 to make and perform such contracts of any kind and description, to  
7 do such acts and such things, and to exercise any and all such  
8 powers as a natural person could lawfully make, perform, do or  
9 exercise, provided that the same be not inconsistent with the ob-  
10 jects or purposes of this corporation, or the statutes of the State  
11 of Idaho.

12 (k) To conduct its business in all or any of its branches  
13 in the State of Idaho, and in any and all other states, territories,  
14 possessions, colonies and dependencies of the United States of  
15 America and in the District of Columbia, and in any or all foreign  
16 countries, and to have one or more offices within or outside of the  
17 State of Idaho.

18 (l) The objects as specified herein shall, except as  
19 otherwise expressed, be in no way limited or restricted by reference  
20 to or inference from the terms of any other clause or paragraph of  
21 these Articles. The objects, purposes and powers specified in each  
22 of the clauses or paragraphs in these Articles shall be regarded as  
23 independent objects, purposes and powers.

24 The foregoing shall be construed as objects and powers  
25 and the enumeration thereof shall not be held to limit or restrain  
26 in any manner the general powers now or hereafter conferred on this  
27 corporation by the statutes of the State of Idaho.

### 28 ARTICLE III.

#### 29 Duration

30 The period of existence and the duration of the life of  
31 this corporation shall be perpetual.  
32

1 ARTICLE IV.

2 Place of Business

3 The location and post office address of the registered  
4 office of this corporation in the State of Idaho shall be Route #6,  
5 Nampa, in the County of Canyon, State of Idaho.

6 ARTICLE V.

7 Stock

8 This corporation is authorized to issue one class of  
9 shares of its capital stock to be designated as common stock; the  
10 total number of shares of common stock which this corporation shall  
11 be authorized to issue is 25,000. The aggregate par value of the  
12 capital stock of this corporation shall be \$25,000.00; and the par  
13 value of each of said shares of common stock shall be \$1.00.

14 ARTICLE VI.

15 Incorporators

16 The names and post office addresses of each of the in-  
17 corporators of this corporation and the number of shares of said  
18 common capital stock subscribed by each of those incorporators are  
19 as follows:  
20

21 NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
22 Gene Burch	Nampa, Idaho (Route #6)	One
23 Nina Gayle Burch	Nampa, Idaho (Route #6)	One
Peter J. Boyd	Caldwell, Idaho (9th & Dear- born Sts.)	One

24 Each of the persons above enumerated as incorporators is  
25 a natural person over the age of 21 years and is a citizen of the  
26 United States of America.

27 ARTICLE VII.

28 Capital Stock

29 The capital stock of this corporation shall be non-  
30 assessable; and the private property of the shareholders in this  
31 corporation shall not be liable for the debts, obligations or  
32 liabilities of this corporation.

GIGRAY & BOYD  
ATTORNEYS AT LAW  
CALDWELL, IDAHO

ARTICLE VIII.

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, We, the undersigned, for the purpose of forming this corporation under the statutes of the State of Idaho, have executed these Articles of Incorporation this 10<sup>th</sup> day of April, 1964.

Gene Burch  
Gene Burch

Nina Gayle Burch  
Nina Gayle Burch

Peter J. Boyd  
Peter J. Boyd

GIGRAY & BOYD  
ATTORNEYS AT LAW  
CALDWELL, IDAHO

STATE OF IDAHO )  
County of Canyon ) ss.

On this 10<sup>th</sup> day of April, 1964, before me, the undersigned a Notary Public in and for said State, personally appeared Gene Burch, Nina Gayle Burch and Peter J. Boyd, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and I further certify that each of said persons acknowledged that they were over the age of 21 years and were each citizens of the United States of America.

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

Donald E. Danner  
Notary Public for Idaho  
Residing at Caldwell, Idaho