

ARTICLES OF INCORPORATION
OF

SHELLBY ROLLER MILLS COMPANY, (LIMITED) .

THIS AGREEMENT, made and entered into and concluded this 27th day of May, 1906, by and between W.A. Jos , James Just, John F. Scelley, William R. Jones and Benj. Bennett; WITNESSETH:

That the foregoing and undersigned parties, a majority of whom are bona fide residents and freeholders of the State of Idaho, are desirous of forming a corporation for the purpose of buying and selling all kinds of grain and of manufacturing the same into flour and other products generally manufactured by an ordinary flour mill, and marketing the same and dealing therein generally, as hereinafter more fully set forth:

NOW THEREFORE, the said named and undersigned parties do hereby certify and declare and agree as hereinafter set forth, and do hereby for the purposes aforesaid and hereinafter mentioned, associate themselves together, and enter into the following agreement under the laws of the State of Idaho, to-wit:

ARTICLES OF INCORPORATION.

FIRST, the name of this corporation is and shall be the "SHELLBY ROLLER MILLS COMPANY, (LIMITED)".

SECOND, this corporation shall continue in existence for a period of FIFTY YEARS, unless sooner dissolved and reincorporated according to law.

THIRD, the business and pursuits of said corporation shall be to buy, sell and deal in wheat, oats and any and all kinds of grain; to manufacture the same into flour and other products generally manufactured by an ordinary flour mill; to market the same, and to engage in mercantile business in general; to buy, lease and sell all kinds of stock; to buy, own and hold real estate, machinery, etc., necessary for use in the erection and operation of a flour mill.

FOURTH, the place where the principal business of the corporation is to be transacted shall be SHELLBY, BLISSHALL COUNTY, IDAHO.

FIFTH, the amount of the said all stock of this corporation shall

be TWELVE THOUSAND DOLLARS which shall be divided into FOUR HUNDRED EIGHTY SHARES of the par value of TWENTY FIVE DOLLARS EACH.

SIXTH, The officers of this corporation shall consist of a Board of five Directors, a President, a Secretary and Treasurer, and the office of Treasurer may be held by the President whose qualifications shall be to hold and own stock in the corporation, and whose term of office shall be one year, and until their successors shall be elected and qualified.

The President, Secretary and Treasurer shall be elected by the Board of Directors.

SEVENTH, There shall be an annual meeting of the Stockholders of said corporation held at ten o'clock A.M. on the 2nd Thursday in March of each year, at the general office of the corporation, in Shelley, Bingham County, Idaho, for the election of Directors, and the transaction of such other business as shall lawfully come before it.

The Directors of the corporation shall be elected by ballot and said Directors shall hold their office until the next annual election and until their successors are elected and qualified. Each stockholder shall be entitled to as many votes as he holds shares of ^{one} capital stock of the corporation, and representation by written proxy, duly appointed shall be allowed at all meetings of the stockholders, either general or special, and no business, except to adjourn to a so specified time shall be transacted out of the meetings of the stockholders, unless a majority of the stockholders are represented.

The first meeting of the stockholders for the election of Directors and other purposes as above provided shall be held at the office of the corporation, at the said Town of Shelley, Bingham County, Idaho, on the 2nd Thursday of March, 1899.

EIGHTH, Within ten days after their election the Directors shall meet and organize as a Board, and shall elect a President, Secretary and Treasurer, and such other officers and agents as may be provided ^{for} by the By-Laws. At election of ~~the~~ said officers of the Board of Directors or other officers the Directors may either vote by ballot

or vive voce. A majority of the members of the Board shall constitute a quorum. The Board of Directors shall have the power to manage and control the corporation's business.

NINTH, The following named persons shall be the officers of this corporation, and ^{to} Board of Directors, until the regular election on the 2nd Thursday of March, 1899, and until the officers and Directors then elected are duly qualified, to-wit:

Benj. Bennett,	President, Treasurer and Director.
John F. Shelley,	Secretary and Director.
M.A. Just,	Director.
James Just,	Director.
William R. Jones,	Director.

TENTH, The individual and private property of the stockholders shall not be liable for the debts and liabilities and obligations of the corporation.

ELEVENTH, These articles may be altered, amended or ⁿchanged in any particular at any meeting of the stockholders called and held for that purpose: Providing that two-thirds of the capital stock represented at such meeting votes for the same.

TWELFTH, The names and place of residence, number of shares and the amount of capital stock of each subscriber hereto, who is a party to this agreement and one of the incorporators above named is as follows:

Names.	Residence,	Shares,	Art.
John F. Shelley,	Shelley, Idaho,	100.	\$2500.
M.A. Just,	Presto, Idaho,	50.	2000.
James Just,	Presto, Idaho,	20.	500.
William R. Jones,	Shelley, Idaho,	12	300.
Benj. Bennett,	Idaho Falls, Idaho,	10.	250.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 27th day of May, 1898.

Witnessed by,)
H.J.Hasbrouck.)

John F.Shelley,
M.A. Just,
James Just,
William R.Jones,
Benj. Bennett.

STATE OF IDAHO, :
COUNTY OF BINGHAM : SS.

On this 27th day of May, 1898, before me H.J. Hasbrouck, a Notary Public in and for said County, residing therein, duly commissioned and sworn, personally appeared John F.Shelley, M.A. Just, James Just, William R.Jones and Benj. Bennett personally known to me to be the persons whose names are subscribed to the within instrument, and they each duly acknowledged to me that they executed the same.

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

See 9

H.J.Hasbrouck,

Notary Public.

STATE OF IDAHO, :
COUNTY OF BINGHAM. : SS.

Benj. Bennett, President and Treasurer of the corporation, known as the SHELLEY ROLLER MILLS COMPANY, LIMITED, of Shelley, Bingham County, Idaho, being first duly sworn, deposes and says:

That he has been duly elected to the offices of President and Treasurer of the above named corporation; that he is familiar with the affairs and finances of said corporation; that there has been actually subscribed the sum of Five Thousand Five Hundred Fifty Dollars, of the stock of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of May, 1898.

Benj. Bennett

President and Treasurer.

My Commission expires Feb.23 1902.

STATE OF IDAHO,)
) SS.
COUNTY OF BINGHAM.)

I, GEO.F.GASON, Clerk of the District Court and Ex-officio Recorder in and for said County, do hereby certify that the foregoing is a full, true and correct copy of the original Articles of Incorporation as the same appears of record in Book "E" of Incorporations page 57 Records of Bingham, County, Idaho.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal this first day of June, A.D. 1898. *Dr* *J. E.*

Clerk.