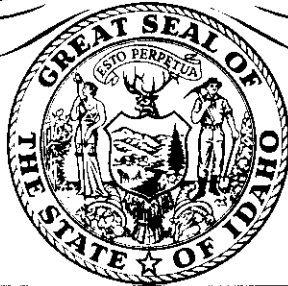


# State of Idaho



## 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

#### **TIBBITTS PRODUCE CO., INC.**

was filed in the office of the Secretary of State on the **Thirtieth** day of **October** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** 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

**Lorenso,**

in the County of

**Jefferson.**

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 **30th** day of **October**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
TIBBITTS PRODUCE CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a resident of the United States of America, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and pursuant thereto we hereby certify as follows:

ARTICLE I

The name of this corporation shall be TIBBITTS PRODUCE CO., INC.

ARTICLE II

Section 1. The purposes for which this corporation is organized are as follows:

(a) To engage in the buying and selling of potatoes and other farm products and in connection therewith, but without limiting the generality thereof:

(i) To grow, produce, purchase or otherwise acquire, manufacture, mill, process, refine, pack, package or can, or otherwise prepare for market, sell, store, warehouse, distribute, or otherwise dispose of, and generally to deal in potatoes and other farm products, and similar or kindred products and preparations.

(ii) To operate farms, mills, refineries and processing plants for the production of potatoes and other farm products, and similar or kindred products and preparations.

(iii) To operate both public and private warehouses, elevators, stores and other facilities for storage and distribution of all such products and preparations.

(b) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by law, or by these Articles of Incorporation.

(c) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the Corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

Section 2. Subject to any specific written limitations or restrictions imposed by law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 1 of these Articles, the Corporation shall have and exercise the following specific powers:

(a) To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient, or expedient to accomplish the purposes set forth in Section 1 of this Article, and such as are not repugnant to law.

(b) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensations.

(c) To act in the District of Columbia, and in any state, territory, district or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 1 of this Article.

(d) To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(e) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any government, state, territory, governmental district or municipality or of any instrumentality

thereof.

(g) To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation.

(h) To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise,) hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, license, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, membership, seats on commodity and other exchanges, and other authorizations, necessary lawfully to accomplish the purposes set forth in Section 1 of this Article, including but without limiting the generality thereof, authorizations and licenses to conduct public warehouses for commodities or other personal property of all kinds, under the provisions of the Federal Warehouse Act and the statutes of the State of Idaho.

(i) To acquire (by application, assignment, purchase, exchange, lease, hire, and, or, otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trade-marks and applications therefor, and trade names and applications therefor.

(j) To acquire (by purchase, exchange, lease, hire or otherwise, ) hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights,

property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 1 of this Article.

(k) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or co-operative association, either of itself, or with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Section 1 of this Article, and to enter into any general or limited partnership, the purpose of which is similar to such purposes.

(l) To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(m) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranty is made in pursuance of the purposes set forth in Section 1 of this Article.

(n) To borrow or raise moneys for any of the purposes of the Corporation set forth in Section 1 of this Article, and, from time to time, without limit as to amount: to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full per-

formance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the corporation, real, personal, mixed, including contract rights, whether at the time owned or thereafter acquired.

(o) To lend money for any of the purposes set forth in Section 1 of this Article, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

(p) To lend money to, and otherwise assist, its employees, other than its officers and directors; but to make no loans secured by the shares of the Corporation.

(q) To make donations for the public welfare or for charitable, scientific, or educational purposes; and in time of war to make donations in aid of war activities.

(r) The Corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being, or having been, such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of

the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by Law agreement, vote of shareholders, or otherwise.

(s) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Section 3. The powers enumerated in Section 2 of this Article shall not be construed as purposes, but the Corporation shall have and exercise such powers solely in furtherance of, but not in addition to, the purposes set forth in Section 1 of this Article.

Section 4. Subject to any specific written limitations or restrictions imposed by law, or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to direct, by resolution duly adopted, the purposes set forth in Section 1 of this Article, and to exercise the Powers set forth in Section 2 of this Article, without previous authorization or subsequent approval by the Shareholders of the Corporation, and all parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to such authorization by the Board of Directors.

Section 5. Nothing in this Article contained shall be construed to authorize the Corporation to engage in the business of banking or insurance.

### ARTICLE III

The registered office of this Corporation and the principal place for the transaction of its business is hereby designated as Lorenzo, Jefferson County, State of Idaho.



#### ARTICLE IV

This Corporation shall have perpetual existence.

#### ARTICLE V

The amount of the total authorized capital stock of this corporation is One hundred Thousand (\$100,000.00) Dollars, divided into One Thousand (1,000) shares of common capital stock with equal voting rights of the par value of One Hundred (\$100.00) Dollars each.

Such stock is and shall remain non-assessable.

#### ARTICLE VI

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent, whatsoever.

#### ARTICLE VII

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of the said persons, as follows, to-wit:

NAME	ADDRESS	AMOUNT OF STOCK SUBSCRIBED
Wayne E. Tibbitts	Lorenzo, Idaho	One (1) Share
Marjorie Smith	Lorenzo, Idaho	One (1) Share
Ray G. Smith	Lorenzo, Idaho	One (1) Share

IN WITNESS WHEREOF, We have hereunto set our hands and seals on triplicate originals this 27<sup>th</sup> day of OCTOBER, 1962.

Wayne E. Tibbitts

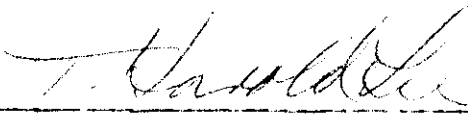
Marjorie Smith

Ray G. Smith

STATE OF IDAHO                    )  
                                      )  
County of Jefferson            ) ss

On this 27<sup>th</sup> day of OCTOBER, 1962, before me,  
T. Harold Lee, a Notary Public in and for said State, personally  
appeared Wayne E. Tibbitts, Marjorie Smith and Lay G. Smith,  
known to me to be the persons whose names are subscribed to the  
foregoing instrument, and 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 first above written.

  
\_\_\_\_\_  
Notary Public in and for the State  
of Idaho, Residing at Picher, Idaho  
My Commission Expires: 3-26-66