

State of Idaho



CERTIFICATE OF INCORPORATION OF

HAMMOND FAMILY CORPORATION

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 _____

HAMMOND FAMILY 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.

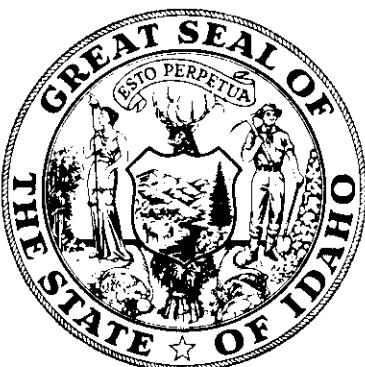
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **January 18, 1983**

A handwritten signature of Pete T. Cenarrusa.

SECRETARY OF STATE

by: _____



RECEIVED

'83 JAN 18 PM ~~ARTICLES~~ OF INCORPORATION

SECRETARY OF ^{OF}
STATE ~~HAMMOND FAMILY CORPORATION~~

KNOW ALL MEN BY THESE PRESENTS:

That we, WILLIAM L. HAMMOND, BESSIE IONE HAMMOND and MICHAEL JAMES HAMMOND, all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I.

That the name of said corporation is: Hammond Family Corporation.

ARTICLE II.

That the purposes for which said corporation is formed are as follows:

To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farms, fruit, vegetable, and garden products, and cultivating, growing, harvesting, picking, cleaning and assorting, boxing, packing, shipping, buying and selling, at wholesale and retail, all kinds of fruit, grain, vegetable, farm and garden products, and to carry on all other business incident thereto or connected therewith.

To breed, raise, import, export and deal in cattle and livestock of all kinds, and to carry on a general cattle and grazing business, purchasing or acquiring and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products, of said business.

To acquire, hold, possess and own patients, improvements and franchises, or to acquire licenses under such patents for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights or licenses thereunder.

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations.

To acquire, own, hold, lease, build and/or erect any and all buildings, structures, and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to dispose of, sell, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation,

and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of the corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of the Idaho Code Annotated, as amended; and

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III.

That the duration of said corporation shall be perpetual.

ARTICLE IV.

That the location and post office address of the registered office of said corporation in Idaho shall be: Star Route 1L, Challis, Idaho 83226. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation. *Registered agent is William L. Hammond at that address per Amber.*

ARTICLE V.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be twenty thousand (20,000), of the par value of One Hundred and No/100 Dollars (\$100.00). Each share of common stock shall be entitled to one (1) vote and shall represent all of the voting shares of the corporation.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

ARTICLE VI.

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation. The first Board of Directors shall be three (3) in number, who shall serve until the annual election of Directors in the year 1983. That the names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
William L. Hammond	Star Route 1L, Challis, Idaho 83226
Bessie I. Hammond	Star Route 1L, Challis, Idaho 83226
Michael J. Hammond	Star Route 1L, Challis, Idaho 83226

ARTICLE VII.

That the qualifications, term of office, manner of election, time and place of meeting and the powers and duties of the Directors of this corporation shall be prescribed by the By-Laws.

That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation.

ARTICLE VIII.

That the names and post office addresses of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Address</u>
William L. Hammond	Star Route 1L, Challis, Idaho 83226
Bessie I. Hammond	Star Route 1L, Challis, Idaho 83226
Michael J. Hammond	Star Route 1L, Challis, Idaho 83226

ARTICLE IX.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors

of this company which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE X.

The corporation may enter into voting trusts as allowed by applicable statutes, and may also enter into restrictive agreements with its Stockholders for the repurchase of its corporate stock in the event of the death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, and said corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may further exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of January, 1983.

William L. Hammond
William L. Hammond

Bessie I. Hammond
Bessie I. Hammond

Michael James Hammond
Michael James Hammond

JUL 12 8 54 AM '83
SECRETARY OF STATE



#71844

PETE T. CENARRUSA
SECRETARY OF STATE

STATE OF IDAHO
SECRETARY OF STATE
BOISE

ENTERED

JUL 13 1983

Date: July 7, 1983

RE: Hammond Family Corporation

Please be advised that we are in receipt of your corporation's annual report for the 1983-84 fiscal year.

The Registered Agent/Registered Office listed in Block No. 3 does not agree with the records of this office. Should you wish to make a change in Registered Agent/Registered Office, it will be necessary to complete and notarize the enclosed CHANGE OF REGISTERED AGENT/REGISTERED OFFICE form. This form must be accompanied by a \$10.00 statutory filing fee. Please note the Registered Office must be a street address or a rural route, a post office box is not sufficient.

Our records indicate that your Registered Agent/Registered Office currently is: William L. Hammond
Star Route 1L
Challis, Idaho 83226

Please note if the address change was made by the post office and not a physical move. Should that be the case no fee will be necessary.

If we may be of further assistance in this matter, please contact this office at (208) 334-2300. We thank you for your cooperation in this matter.

Corporate Division
Secretary of State's Office

enclosure

Dear Sir -

We are the same people, in the same place, but the post office changed our address to HC/63 Box 1544
Challis, Id 83226.

The HC stands for highway contract instead of Rural Rt.