



## Department of State.

### CERTIFICATE OF INCORPORATION

**LOUIS E. CLAPP**  
~~LOUIS E. CLAPP~~, 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

**C. W. & JAY WOOD, INC.**

was filed in the office of the Secretary of State on the **Thirty-first** day  
of **May** A.D. One Thousand Nine Hundred **Sixty-six** and  
~~will be~~  
duly recorded on ~~the~~ **Microfilm** 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  
**Richfield** in the County of **Lincoln**

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 **31st** day of **May**,  
A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
C. W. & JAY WARD, INC.

The undersigned, CLIFFORD W. WARD, OLIVE C. WARD and C. JAY WARD, each and all residents of the State of Idaho and citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I.

The name of said corporation shall be C. W. & JAY WARD, INC.

II.

The corporation is formed for the following purposes:

A) To engage in all phases of milk processing, hauling of dairy products and other commodities, and to engage in any and all commercial activities related thereto.

B) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and other corporation, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

C) To conduct business in this State and other States in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.

D) To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.

E) To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporations; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

F) To do any and all such other acts, things and business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

G) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

III.

The registered office of this corporation in the State of Idaho shall be located at Richfield, Idaho, in the County of Lincoln, and the Post Office address of the registered office of said corporation shall be P.O. Box 96, Richfield, Idaho.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

The corporation shall be governed by a Board of Directors. The number of the members of the Board shall be fixed by the By-Laws of the corporation, except that such number shall be not less than three (3) nor more than five (5). The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho.

## VI.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

## VII.

The amount of authorized stock of the corporation shall be Fifty Thousand Dollars (\$50,000.00), divided into five hundred (500) shares of common, voting stock at the par value of One Hundred Dollars (\$100.00) each. None of the stock shall be preferred and none of it is restricted.

## VIII.

The names and post office addresses of each of the incorporators and the number of shares subscribed by each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Clifford W. Ward	P.O. Box 96 Richfield, Idaho	220
Olive C. Ward	P.O. Box 96 Richfield, Idaho	179
C. Jay Ward	Richfield, Idaho	1

IN WITNESS WHEREOF, The parties have executed these  
Articles of Incorporation this 19<sup>th</sup> day of May, 1966.

Clifford W. Ward

Olive C. Ward

C. Jay Ward

STATE OF IDAHO,                    )  
  (ss.  
County of Twin Falls,)

On this 19<sup>th</sup> day of May, 1966, personally appeared be-  
fore me CLIFFORD W. WARD, OLIVE C. WARD and C. JAY WARD, the  
signers of the within instrument, who duly acknowledged to me  
that they executed the same.

Marjorie Holmes  
NOTARY PUBLIC

Residence: Twin Falls, Idaho.

Filer