



**Department of State.**

**CERTIFICATE OF INCORPORATION**

*I, IRA H. MASTERS, 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*

**REYNOLDS AND BRIE AGRICULTURAL RESEARCH AND PRODUCTION COMPANY, INC.**

*was filed in the office of the Secretary of State on the* **Twenty-ninth** *day*  
*of* **March** *A.D. One Thousand Nine Hundred* **Fifty-five** *and*  
*duly recorded on Film No. 89 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*  
**Boise** *in the County of* **Ada**

*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*

**29th** *day of* **March,**  
**A.D., 19 55 .**

*Secretary of State.*

ARTICLES OF INCORPORATION  
OF  
REYNOLDS AND BRIE AGRICULTURAL RESEARCH AND PRODUCTION,  
INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age, and Martyne De Vibraye and Raymond L. Givens being citizens of the United States of America, and RAOUL ERNEST LOUIS MARIE HURULT, COUNT RAOUL DE VIBRAYE, being a citizen of France, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I.

That the name of the corporation shall be: "REYNOLDS AND BRIE AGRICULTURAL RESEARCH AND PRODUCTION COMPANY, INC."

ARTICLE II.

That the purposes for which said corporation shall be formed are:

a. To engage in agricultural research and the development of breeding and improvement of the breeding and standards of beef cattle, sheep and other farm animals, and to acquire and supply information relative thereto, and to do any and all things necessary or proper for the operation of said business and the accomplishment of said purposes.

b. To own, operate and maintain a general wholesale and retail cattle and livestock business, dealing primarily in the purchasing and re-selling of cattle and livestock of all types.

c. To conduct and carry on the business of buying, selling, and dealing in all kinds of grain, hay or other farm produce, and farm products, livestock, cattle and provisions.

d. To purchase, own, equip, improve, operate and manage farms and engage in any agriculture pursuit or undertaking.

e. 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.

f. To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, hypothecate, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

g. To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, hypothecate or otherwise dispose of, and to invest, trade and deal in and with real property and any and all interests therein.

h. To enter into any kind of contract or agreement, bonus or profit-sharing plan with its officers and employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors may deem fitting.

i. To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities of any person, firm, association, partnership or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purpose

and to pay for the same in cash, in stock of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired; and to exercise all the powers necessary or incidental to the conduct of said business.

j. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust any or all of the property of the corporation to secure the payment thereof.

k. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, state, municipality, government, or other subdivision, district, department, agency or instrumentality thereof.

l. To acquire and pay for in cash, shares of stock or notes of this corporation or otherwise, the assets, including the good will, of any person, firm, partnership, association, or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

#### ARTICLE III.

That the location and post office address of the registered office and principal place of business of this corporation shall be Boise City, Ada County, Idaho.

#### ARTICLE IV.

That the period of existence and duration of life of this corporation shall be perpetual.

#### ARTICLE V.

That the total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares, all of the same class and with equal rights and participation,

and each such share of stock shall be of the par value of Ten Dollars (\$10.00), making a total authorized capitalization of Ten Thousand (\$10,000.00) Dollars. Said stock shall not be subject to assessment.

#### ARTICLE VI.

The number of directors of this corporation shall be three (3).

#### ARTICLE VII.

That the name and post office address of each of the incorporators of this corporation, and the number of shares of stock of the corporation subscribed by each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Raoul Ernest Louis Marie Hurault, Count Raoul De Vibraye	5 rue Saint Dominique, VII <sup>e</sup> Paris, :	5
Martyne De Vibraye	5 rue Saint Dominique, VII <sup>e</sup> Paris.	5
Raymond L. Givens	Boise, Idaho	1

#### ARTICLE VIII.

That the names and addresses of the persons who are appointed to act as the first directors of this corporation are Raoul Ernest Louis Marie Hurault, Count Raoul De Vibraye, Martyne De Vibraye, and Raymond L. Givens., and they are to hold office as such directors until and unless other directors are elected and qualify as their successors.

#### ARTICLE IX.

The Board of Directors of the corporation shall have the power to adopt, amend and repeal the By-laws of the corporation.

ARTICLE X.

This corporation reserves the right to at any time amend, alter, change, or repeal any provisions contained in this certificate in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as incorporators this 28th day of March, 1955.

Raoul Ernest Louis Marie Huraux Comte Raoul de Vibraye

Martine de Vibraye  
Raymond L. Givens,

STATE OF IDAHO     )  
                          ) ss:  
County of Ada     )

BE IT REMEMBERED that on this 28th day of March, 1955, before me, the undersigned a Notary Public in and for the State of Idaho, personally appeared RAOUL ERNEST LOUIS MARIE HURAUULT, COUNT RAOUL DE VIBRAYE, MARTYNE DE VIBRAYE, and RAYMOND L. GIVENS who are personally known to me to be the three persons whose names are signed to and who executed the foregoing Articles of Incorporation, and who, being first duly sworn, acknowledged to me that they executed the said Articles of Incorporation in triplicate for the uses therein set forth as such incorporators.

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

David Rogers  
Notary Public for the State of Idaho  
Residence: Boise, Idaho

My Commission expires Dec. 3, 1956