



## 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

**VAIL PRODUCE CO., INC.**

was filed in the office of the Secretary of State on the **Twelfth** day of **February** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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 **Hampe** in the County of **Canyon.**

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 **12th** day of **February**, A.D., 19 **64.**

Secretary of State.

ARTICLES  
OF  
INCORPORATION

- - - - -  
VAIL PRODUCE CO. INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and all being persons of full legal age, and all being bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a domestic CORPORATION under and pursuant to the laws of the STATE OF IDAHO, and we do hereby certify:

FIRST: That the name of this corporation shall be VAIL PRODUCE CO., INC.

SECOND: That the PURPOSES for which said corporation are formed are:

(a) To engage in the purchase and sale at wholesale and retail and the shipment and transportation of wood, coal, and fuel of every kind and description and the construction, purchase, leasing and operation of docks, yards and warehouses, such business to be carried on in this state and elsewhere.

(b) To carry on the business of general warehousemen, and particularly to maintain, conduct and operate warehouses, dry storage warehouses, bonded warehouses and common warehouses for the storage of farm products and allied lines merchandise.

(c) To engage in the manufacture and sale of poultry and domestic animal feeds, hay and grain and all types of ranch, farm and garden supplies and equipment.

(d) To conduct and carry on the business of buying, selling and dealing in all kinds of grain, hay and other farm produce and feeds and farm products, livestock and provisions, and all other kinds of goods, wares and merchandise, and to do a general retail and commission and brokerage business in any or all of the foregoing kinds of property.

(e) To purchase, own, improve, equip, operate and manage farms and engage in any agricultural pursuit or undertaking.

(f) To buy, sell, receive, store, forward, and handle wheat and other cereals and products thereof, and also farm products of every description; also flour, feed and millstuffs, salt, fuel, implements, machinery, binder twine, lumber, tools and building materials of any and all descriptions, and the manufacture of and selling of commercial feeds for poultry and livestock, and the buying and selling of nationally advertised feeds for poultry and livestock, and to buy and sell fertilizers.

(g) To protect the products of the corporation by trademarks, trade-names, or any distinguishing name or title, and to acquire and take over any trade-marks, trade-names, patent rights, processes, formulas, and apparatus useful or convenient in the conduct of the said business of the corporation, and to sell, transfer or otherwise dispose of the same.

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

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

(j) To enter into any kind of an agreement or contract, co-operative or profit sharing plan, with its officers or 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 fit.

(k) 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 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, or bonds 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 such business.

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

(m) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt; 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, municipality, state or government, or any sub-division, district or department thereof.

(n) To do any and all such other acts, things, business or businesses 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 interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(o) 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 nowise 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 or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not

inconsistent herewith are hereby included.

THIRD: The duration of this corporation shall be PERPETUAL.

FOURTH: The location and post office address of the registered office of the corporation in the STATE OF IDAHO shall be: VAIL PRODUCE CO., INC., 23-9th Avenue South in Nampa, Canyon County, State of Idaho, and which place shall be the principal office for the transaction of business for the corporation.

FIFTH: That this corporation is authorized to issue only one class of shares of stock, to-wit: its common stock, the total number of which said shares is 50,000, and that said shares shall have a par value of ONE DOLLAR (\$1.00) for each of said shares, and that the aggregate and total value of said shares is the sum of FIFTY THOUSAND DOLLARS (\$50,000.00); and such stock may be issued by the corporation from time to time for such adequate consideration as may be fixed and determined from time to time by the Board of Directors thereof.

SIXTH: That the name and post office address of each of the incorporators, and a statement of the number of shares subscribed by each, is as follows, to-wit:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
Nathan D. Vail	23 9th Ave. South Nampa, Idaho	1
Lillie K. Vail	23 9th Ave. South Nampa, Idaho	1
Jennie Belle Caldwell	43 Ord Blvd. Nampa, Idaho	1
Margarett V. Taylor	611 11th Ave. South Nampa, Idaho	1

SEVENTH: That the number of directors of said corporation shall be four (4), and that all of the same shall be shareholders, and that such Board of Directors shall be elected hereafter at a meeting of the shareholders of said corporation, and from those persons who have subscribed to the shares of stock. Meetings of the Board of Directors and shareholders of the corporation may be held within or without the State of Idaho, pursuant to the statutes of the State of Idaho in such relation; and the Board of Directors is empowered to

appoint and designate an executive committee from among its membership to manage the business and affairs of the corporation during any interim when the Board of Directors is not in session, and which executive committee shall be provided for in the by-laws of the corporation to be duly adopted and approved hereafter. The annual meeting of the corporation shall be held on the fourth Monday of each December hereafter.

EIGHTH: The Board of Directors shall have power and authority to formulate, repeal and amend by-laws of the corporation and to adopt new by-laws, subject to the restrictions as may be provided by the statutes of the State of Idaho relating to domestic corporations.

IN WITNESS WHEREOF, the persons named herein as incorporators have hereunto set their hands this 7<sup>th</sup> day of February, A.D., 1964.

Nathan D. Vail

Lillie K. Vail

Jennie Belle Caldwell

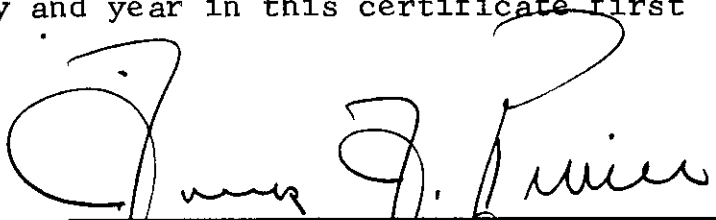
Margaret V. Taylor

STATE OF IDAHO     )  
                              ) ss.  
County of Canyon )

On this 7<sup>th</sup> day of February, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared NATHAN D. VAIL, LILLIE K. VAIL, JENNIE BELLE CALDWELL and MARGARETT V. TAYLOR, known to me to be the persons whose names are subscribed to the within and 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 in this certificate first  
above written.

  
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Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL)