



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, PETE T. CENARRUSA, 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

LANSON FARMS, INC.

was filed in the office of the Secretary of State on the 27th day of December A.D., One Thousand Nine Hundred seventy-six and will be /duly recorded on ~~Film No.~~ micro-film 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 Tensed, Idaho in the County of Benewah

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 27th day of December, A.D., 1976.

Pete T. Cenarrusa  
Secretary of State.

.....  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
LAWSON FARMS, INC.

We, the undersigned, of full legal age, acting as Incorporators according to the laws of the State of Idaho and for that purpose execute these Articles of Incorporation in triplicate.

ARTICLE I. NAME

The name of this corporation shall be LAWSON FARMS, INC.

ARTICLE II. PURPOSES AND POWERS

s. 2.1 Purposes: The nature of the business of the corporation and its objects are:

(a) To acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds. To engage in dairying and the poultry, pigeon, pet stock, and market gardening business. In general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen, florists, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

(b) To engage in any other business, the conduct of which is not forbidden to general business corporations by the Constitution, statutes, or common law of the State of Idaho.

(c) To establish, maintain and operate chemical, physical and industrial research of every kind and character as may be necessary, useful, or convenient in connection with any business of the corporation, and to produce manufacture, construct, import, purchase or otherwise acquire, to own, process, develop and use, to sell, lease, exchange, export or otherwise dispose of or turn to account and generally to deal in and with articles or substances invented or developed thereby.

(d) To purchase, sell and generally deal in, stocks, bonds and other securities of every nature.

(e) To purchase, acquire, lease, hold, own, operate, use, enjoy, encumber, sell, transfer and convey real and personal property of every kind and description or any part therein, irrespective of its nature or use, including stock in other corporations, and particularly including buildings, plants, warehouses and factories and all kinds of commodities.

(f) To purchase, rent, lease, apply for, register and otherwise acquire, own or dispose of patents, patent rights, copy rights, trademarks, trade names, trade secrets, formulae, inventions and improvements thereon, licenses or concessions of any and all kinds; to deal in, operate and manufacture the same.

The objects and purposes specified in the foregoing clauses shall, except when otherwise expressed, be in no wise limited or restricted by reference to, or in inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

s 2.2 Powers: In addition to the powers as are now or which may hereafter be expressly provided by the laws of the State of Idaho, the corporation shall have the following powers:

(a) To sue and be sued, complain and defend, in its corporate name.

(b) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(d) To sell, convey, mortgage, pledge, lease exchange, transfer and otherwise dispose of all or any part of its property and assets.

(e) To lend money to its employees, officers and directors. No loans shall be made by the corporation to its officers or directors, unless first approved by the holders of 2/3 of the voting shares, and no loans shall be made by the corporation secured by its shares.

(f) To purchase, take, receive, subscribe for, or to 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 other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To enter into joint ventures or other business ventures with individuals, partnerships, or other corporations, to form other corporations, and to supply credit to and guarantee the obligations of said persons, partnerships, or other corporations.

(h) To make contracts, guarantees, and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act in any state, territory, district, or possession of the United States, or in any foreign country.

(k) To make and alter by-laws, not inconsistent with its Articles of Incorporation, or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(l) 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.

(m) In time of war, to transact any lawful business in aid of the United States in the prosecution of the war.

(n) To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which its own

shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, 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 to the corporation; and to make any other indemnification that shall be authorized by the Articles of Incorporation or by any by-law or resolution adopted by the shareholders after notice.

(o) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(p) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(q) To cease its corporate activities and surrender its corporate franchise.

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

(s) To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents, brokers, solicitors, adjusters, representatives or otherwise, and either alone or in company with others.

(t) To make any tax elections now or hereafter authorized.

(u) To become a party to agreements among all or a majority of the shareholders, which agreements may provide, among other things, for the redemption of stock.

### ARTICLE III. DURATION

The duration of the existence of the corporation shall be perpetual.

### ARTICLE IV. REGISTERED OFFICE

The address of the corporation's initial registered office shall be Tensed, Idaho 83870 and the name of the corporation's initial registered agent is Nick Lawson.

ARTICLE V. CAPITAL AND LIABILITIES

s. 5.1 Authorized: The authorized capital stock of the corporation is 50,000 shares of common stock of the par value of One Dollar (\$1.00) each.

s. 5.2 Paid-In: The corporation will not commence business until consideration of the value of at least \$500.00 has been received for the issuance of its shares.

s. 5.3 Incorporators Names and Addresses: The names and addresses of the incorporators of this corporation are as follows:

Richard Lawson	Box 31, Tekoa, Washington 99033
Dorothy L. Lawson	Box 31, Tekoa, Washington 99033
Nick Lawson	Tensed, Idaho 83870

s 5.4 Initial Plan for Stock Issuance: The Board of Directors is authorized to accept subscriptions and issue 50,000 shares of common stock at the price of \$1.00 per share to be paid in money and other property. The maximum amount to be received by the corporation in consideration of the stock to be issued pursuant to this plan, shall be determined by the Board of Directors. This authorization is deemed to be a plan adopted pursuant to s. 1244 of the Internal Revenue Code of 1954 and shall expire within two years after the adoption of these Articles. Such other action shall be taken by the corporation as shall qualify the stock offered and issued under this plan as "s. 1244 stock", as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

s 5.5 Post Plan Issuances: Subject to any pre-emptive rights provided in s 5.7, any stock not issued pursuant to the plan adopted in s 5.4, any stock authorized in excess of the initial shares authorized in s 5.1, may be issued by the Board of Directors from time to time for such consideration in labor, services, money, or property as may be fixed by the Board of Directors.

s 5.6 Fully Paid Nonassessable: No stock shall be issued for less than par nor until fully paid. After fully paying for their shares, the shareholders shall not be liable for any further cost of assessment.

s 5.7 Pre-emptive Rights: No shareholder shall have a pre-emptive right to acquire shares of this corporation.

s.5.8 Surrender for Cancellation: The corporation may redeem for cancellation a portion or all of the shares held by less than all of the shareholders upon such terms and conditions as may be approved by the affirmative vote of the holders of 2/3 of the shares entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class, in which event the proposed surrender shall be adopted upon receiving the affirmative vote of the holders of 2/3 of the shares of each class of shares entitled to vote thereon, as a class and of the total shares entitled to vote thereon.

s 5.9 Limitation on Transfers: No stock in this corporation shall be transferred to any person contrary to the provisions of any agreement then in effect among a part or all of the shareholders and the corporation. The corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.

s 5.10 Personal Liability: The property of shareholders of this corporation shall not be subject to the payment of the debts of this corporation, except for unpaid stock subscriptions.

#### ARTICLE VI. MANAGEMENT

s 6.1 Board of Directors: This corporation shall be managed by a Board of Directors of not less than three (3) Directors selected to serve as such until the first annual meeting or until their successors are chosen and qualified are as follows:

Richard Lawson

Dorothy L. Lawson

Nick Lawson

s 6.2 Conflict of Interests: No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are

directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interest. No contract, act or transaction of this corporation with any person or persons, firm or association, shall e affected or invalidated by the fact that any director or directors of this corporation, is a party, or are parties to, or interested in such, contract, act, or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

#### ARTICLE VII. MEETINGS

s 7.1 Annual Meetings: The annual meetings of shareholders and directors shall be held at such time and at such place as may be provided in the ByLaws.

s 7.2 Special Meetings: Special meetings of shareholders and directors may be held upon such notice and at such time and place as may be provided by the By-Laws. The Board of Directors may meet and transact business of this corporation at any place within or without the state of incorporation.

s 7.3 Approval of Minutes and Resolutions: Minutes or resolutions approved in writing by all of the shareholders or by all of the directors shall be valid and effectual as if they had been passed or adopted at a meeting of the shareholders or of the directors duly called and constituted.

#### ARTICLE VIII. BY-LAWS

The Board of Directors shall have authority to make and alter the By-Laws, subject to the power of the shareholders to amend and repeal them. The Board of Directors shall not make or alter any By-Laws fixing their compensation, qualifications, classifications or terms of office. No amendment to the By-Laws shall be made that alters or removes any provision for the protection of the minority shareholders without their approval.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend, alter, change, add to, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the state of incorporation. All rights and powers conferred by these Articles of Incorporation are granted, subject to this reservation. No amendment to these Articles shall be made that alters or removes any provision for the protection of minority shareholders without their consent.

IN WITNESS WHEREOF, we, the undersigned incorporators have executed these Articles of Incorporation in triplicate, and have signed and sealed the same and each of them on December 22, 1976.

Richard Lawson  
Dorothy Lawson  
Nick Lawson

STATE OF IDAHO )  
 ) ss.  
COUNTY OF Benewah )

THIS IS TO CERTIFY that on December 22, 1976, before me, the undersigned, a Notary Public in and for the State of Idaho, duly commissioned and qualified, personally appeared Richard Lawson, Dorothy L. Lawson, and Nick Lawson, to me known to be the individuals who executed the foregoing Articles of Incorporation, as incorporators and acknowledged to me that they signed, sealed and executed the said Articles as their free and voluntary act and deed, for the uses and purposes therein mentioned.

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

Donald Gault  
Notary Public in and for the State of  
Idaho, residing at St. Marie