



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

SUN-CURE PELLETING CO., INC.

was filed in the office of the Secretary of State on the **Thirteenth** day
of **January**, A.D. One Thousand Nine Hundred **Sixty-four** and
duly recorded on Film No. **126** 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 **an**
unlimited period from the date hereof, with its registered office in this State located at
Caldwell 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 **13th** day of **January**,
A.D., 19 **64**.

Secretary of State.

1 ARTICLES OF INCORPORATION
2 OF
3 SUN - CURE PELLETING CO., INC.
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5 We, the undersigned natural persons of the age of 21 years or more,
6 a majority of whom are residents of the State of Idaho and the United States
7 of America, do hereby voluntarily associate ourselves for the purpose of
8 forming a private corporation under the laws of the State of Idaho. We
9 hereby set forth, declare and certify that:

10 I. CORPORATE NAME: The name of this Corporation is SUN-CURE
11 PELLETING CO., INC.

12 II. DURATION: That the duration of this Corporation is unlimited.

13 III. PURPOSES: The nature of the business and the objects and purposes
14 to be transacted, promoted and carried on are to do any or all of the things
15 herein mentioned, as fully and to the same extent as natural persons might or
16 could do, as follows:

17 (a) To engage in the alfalfa, grain, milling and pelleting busi-
18 ness, and in connection therewith, but without limiting the generality thereof,
19 to grow, produce, purchase or otherwise acquire, manufacture, mill,
20 pelletize, process, refine, pack, package, bag, bottle or can, or otherwise
21 prepare for market, sell, store, warehouse, distribute, or otherwise dis-
22 pose of, and generally to deal in, grain, alfalfa, hay, cereals, dry vegetables,
23 produce, flours, feeds, meals, and similar or kindred products and prepara-
24 tions; to operate farms, mills, both stationery and portable, refineries and
25 processing plants for the production of pellets, flours, feeds, foods, meals,
26 and similar or kindred products and preparations; and to operate both public
27 and private warehouses, elevators, stores and other facilities for storage
28 and distribution of all such products and preparations.

29 (b) To engage in the business of transporting property for hire
30 or for its own use by motor vehicle, and any other means of conveyance, as a
31 common carrier or otherwise, and to acquire, own, operate, lease and dis-
32 pose of all necessary vehicles, trailers, equipment and tools necessary for

1 the operation of said business, and the buying, leasing, holding, re-leasing
2 selling, and conveying the real estate used in connection with the business.

3 IV. POWERS: Subject to any specific written limitations or restrictions
4 imposed by law, or by these articles of incorporation, and solely in further-
5 ance of, but not in addition to, the limited purposes set forth in Paragraph
6 III hereinabove, the Corporation shall have and exercise the following powers:

7 (a) Perpetual Succession. To have perpetual succession by its
8 corporate name.

9 (b) Legal Proceedings. To sue and be sued, complain and defend,
10 in its corporate name.

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

14 (d) Property-Acquiring and Dealing Therein. To purchase, take,
15 receive, lease, or otherwise acquire, own, hold, improve, use and otherwise
16 deal in and with, real or personal property, or any interest therein, wherever
17 situated.

18 (e) Property-Disposal Thereof. To sell, convey, mortgage, pledge,
19 lease, exchange, transfer and otherwise dispose of all or any part of its prop-
20 erty and assets.

21 (f) Loans to Employees. To lend money to, and otherwise assist,
22 its employees, other than its officers and directors.

23 (g) Securities of Others. To purchase, take, receive, subscribe
24 for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage,
25 lend, pledge, or otherwise dispose of, and otherwise use and deal in and with,
26 shares or other interests in, or obligations of, other domestic or foreign
27 corporations, associations, partnerships or individuals, or direct or indirect
28 obligations of the United States or any government, state, territory, govern-
29 mental district or municipality or of any instrumentality thereof.

30 (h) Contracts and Other Liabilities. To make contracts and incur
31 liabilities, borrow money at such rates of interest as the corporation may
32 determine, issue its notes, bonds, and other obligations, and secure any of

1 its obligations by mortgage or pledge of all or any of its property, franchises
2 and income.

3 (i) Loans of Corporate Assets. To lend money for its corporate
4 purposes, invest its funds from time to time, and take and hold real and
5 personal property as security for the payment of funds so loaned or invested.

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

10 (k) Officers and Agents. To elect or appoint officers and agents
11 of the Corporation, and define their duties and fix their compensation.

12 (l) Code of By-Laws. To make and alter a Code of By-Laws, not
13 inconsistent with these Articles of Incorporation or with the laws of this State,
14 for the administration and regulation of the affairs of the Corporation.

15 (m) Donations. To make donations for the public welfare or for
16 charitable, scientific or educational purposes; and in time of war to make
17 donations in aid of war activities.

18 (n) War Clause. In time of war to transact any lawful business in
19 aid of the United States in the prosecution of the war.

20 (o) Indemnification of Directors and Officers. To indemnify any
21 director or officer or former director or officer of the Corporation, or any
22 person who may have served at its request as a director or officer of another
23 corporation in which it owns shares of capital stock or of which it is a credi-
24 tor, against expenses actually and necessarily incurred by him in connection
25 with the defense of any action, suit or proceeding in which he is made a party
26 by reason of being or having been such director or officer, except in relation
27 to matters as to which he shall be adjudged in such action, suit or proceed-
28 ing to be liable for negligence or misconduct in the performance of duty; but
29 such indemnification shall not be deemed exclusive of any other rights to which
30 such director or officer may be entitled, under any by-law, agreement, vote
31 of shareholders, or otherwise.

32 (p) Winding-Up of Affairs. To cease its corporate activities and

1 surrender its corporate franchise.

2 (q) Ancillary Powers. To have and exercise all powers necessary
3 or convenient to effect any or all of the purposes for which the Corporation is
4 organized.

5 (r) Securities of the Corporation. To purchase, take, receive,
6 or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of
7 its own shares, but it shall not purchase, either directly or indirectly, its
8 own shares except out of its earned surplus or, with the affirmative vote of
9 the holders of at least two-thirds of all shares entitled to vote thereon, out of
10 its capital surplus, except as otherwise permitted by the law, or by these
11 Articles of Incorporation.

12 (s) Capacity to Act. To have the capacity to act possessed by
13 natural persons, but to have authority to perform only such acts as are
14 necessary, convenient or expedient to accomplish the purposes set forth in
15 Paragraph I of these Articles and such as are not repugnant to law.

16 (t) To act as Agent. To act in the District of Columbia and in any
17 state, territory, district, or possession of the United States, or in any
18 foreign country, in the capacity of agent or representative for any individual,
19 association, corporation, or other legal entity, respecting any business, the
20 purpose of which is similar to the purposes set forth in Paragraph I of these
21 articles.

22 (u) To Deal in Franchises, Patent, Rights, Etc. To acquire (by
23 purchase, exchange, lease, hire, or otherwise), hold, use, sell, assign,
24 lease, and grant the absolute interest in and to, and license or sub-license in
25 respect of, franchises, indeterminate permits, certificates of convenience
26 and necessity, certificates of authority, letters patent, patent rights, licenses,
27 privileges, inventions, improvements, processes, copyrights, trademarks
28 and trade names.

29 (v) To Enter into Profit-Sharing Arrangements and Partnerships.
30 To enter into any lawful arrangement for sharing profits, union of interest,
31 reciprocal association, or co-operative association with any corporation,
32 association, partnership, individual or other legal entity, for the carrying
on of any business, the purpose of which is similar to the purposes set forth

in Paragraph I of these Articles, and to enter into any general or limited partnership, the purpose of which is similar to such purposes.

(w) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the purposes set forth in Paragraph I of these Articles.

V. REGISTERED OFFICE: The location and post office address of the registered office of the Corporation in the State of Idaho is 818 Blaine Street, Caldwell, Idaho;

VI. TOTAL AUTHORIZED SHARES: The total authorized number of par value shares is One Thousand (1,000). The aggregate par value of the total authorized number of par value shares is One Hundred Thousand Dollars (\$100,000.00).

VII. COMMON STOCK - PAR VALUE: The stock of the corporation is divided into One Thousand (1,000) shares of common stock, the par value of each share shall be One Hundred (\$100.00) Dollars, and such stock shall be non-assessable.

At every meeting of the shareholders, every holder of the common stock of the Corporation shall be entitled to one vote for each share of common stock standing in his name on the books of the corporation. At each election of directors, every holder of the Common stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

VIII. NAMES OF INCORPORATORS - SHARES SUBSCRIBED FOR:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Marvin M. Ruse	Route 3, Caldwell, Idaho	One
William R Fivecoat	2323 Illinois, Caldwell, Idaho	One
Donald D. Dunn	818 Blaine Street, Caldwell, Idaho	One

1 IN WITNESS WHEREOF, we, the undersigned, being each of the original
2 subscribers to the capital stock hereinbefore named, for the purpose of form-
3 ing a corporation to do business both within and without the State of Idaho, and
4 in pursuance of the Corporation Laws of the State of Idaho, do make and file
5 these articles, hereby declaring and certifying that the facts herein stated
6 are true, and do respectively agree to take the number of shares of stock
7 hereinbefore set forth, and accordingly have hereunto set our hands and seals
8 this 4th day of January, 1964.

9 Marvin M. Ruse
10 William R. Fivecoat
11 Donald D. Dunn
12

13 STATE OF IDAHO)
14 County of Canyon) ss.

15 On this 4th day of January, 1964, before me, the under-
16 signed, a Notary Public in and for said State of Idaho, personally appeared
17 Marvin M. Ruse, William R. Fivecoat and Donald D. Dunn, known to me to
18 be the persons whose names are subscribed to the within instrument, and
19 acknowledged to me that they executed the same.

20 Wm. J. Brauner
21 Notary Public for Idaho
22 Residing at Caldwell, Idaho
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