

State of Idaho



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

KONDO FARMS, INC.

was filed in the office of the Secretary of State on the **First** day of **March**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **Nampa** 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 **1st** day of **March**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KONDO FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being citizens of the United States, of legal age, this day having voluntarily associated ourselves together for the purpose of forming a private corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

The name of this corporation is "KONDO FARMS, INC." and its duration shall be perpetual.

ARTICLE II.

The objects and purposes of this corporation, and the business in which it proposes to engage is as follows:

(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, seed, hay forage and all kinds of farm produce and products of the soil; to breed, raise, buy, pasture, prepare for market, sell and deal in livestock of all kinds; to engage in dairying and the poultry and market gardening business; to acquire and maintain shops, stores, stocks, stands and all other conveniences and equipment suitable for the vending of its products; in general, to conduct in all of their several departments and branches, the business of farmers, dairymen, stock raisers and seed producers.

As principal, commission merchant or agent, to buy, store, sell, ship, import, export and deal in produce, grain, hay, stock, roots, livestock, feeds, fertilizers, seeds, spraying mixtures, farm implements, machinery, supplies and produce of all kinds; and to deal in all goods, wares and merchandise used in connection therewith, and in all by-products thereof.

(b) To manufacture, purchase, buy, sell, and deal in or with flour, feeds and any and all products of grain or similar products; and to acquire, purchase, lease, own, hold, use and operate any and all mills, factories, warehouses, storage houses, elevators, stores, machinery, equipment or facilities necessary thereto.

(c) To conduct a general warehouse business and to haul, carry and transport produce, commodities, goods, wares and merchandise of all types and description.

(d) To purchase, acquire, own, hold, use, lease (either as lessor or as lessee), sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind or description, or any interest therein, within or without the State of Idaho, necessary, suitable or useful in connection with any of the objects or purposes herein set forth.

(e) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for

the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(i) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(j) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(k) To adopt, apply for and register, purchase, lease or otherwise acquire and use, maintain and protect and to sell, assign or grant licenses or other rights in respect of any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(l) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated.

(n) To carry out all or any part of the foregoing objects or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purposes of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

(m) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.

(o) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing objects and purposes shall be construed also as powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE III.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Route 4, Nampa, Idaho.

ARTICLE IV.

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this corporation shall be authorized to issue is 2,500 shares and each share shall be of the par value of \$100.00, making an aggregate par value of \$250,000.00.

ARTICLE V.

The name and post-office address of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of said incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Shares Subscribed</u>
Henry T. Kondo	Route 4 Nampa, Idaho	One
Alice S. Kondo	Route 4 Nampa, Idaho	One
Oscar J. Kondo	Route 2 Box 184 Vale, Oregon	One

ARTICLE VI.

The capital stock of this corporation shall be non-assessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming this corporation under the statutes of the State of Idaho have executed these Articles of Incorporation as of the 27th day of February, 1963.

Henry T. Kondo (SEAL)
Henry T. Kondo

Alice S. Kondo (SEAL)
Alice S. Kondo

Oscar J. Kondo (SEAL)
Oscar J. Kondo

STATE OF OREGON)
) ss.
County of Malheur)

BE IT REMEMBERED, That on this 27th day of February, 1963, before me, the undersigned, a Notary Public in and for said County and State, personally appeared the within named Henry T. Kondo, Alice S. Kondo and Oscar J. Kondo, who are known to me to be the identical individuals described in and who executed the within instrument and acknowledged to me that they executed the same freely and voluntarily.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this the day and year last above written.

Harold Kungain
Notary Public for Oregon
My Commission Expires 9/3/63