

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

**MATHISON FEED LOT COMPANY, INC.**

was filed in the office of the Secretary of State on the **29th** day of **May** A.D. One Thousand Nine Hundred **Fifty-eight** and duly recorded on Film No. **102** 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 **Lewiston** in the County of **Nez Perce**

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 **May**, A.D., 19 **58**.

Secretary of State.

ARTICLES OF INCORPORATION

of the

MATHISON FEED LOT COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, that the under signed, W. H. Mathison, Ray Smeltz, Howard Schoeff, Merl Simmons, James W. Givens, Les Oliver, Frank Orchard and Wallace A. Smith, all being of full age and citizens of the United States, have associated themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and acknowledge the following articles of incorporation in triplicate originals, and do certify and state as follows:

ARTICLE I.

That the name of this corporation shall be MATHISON FEED LOT COMPANY, INC.

ARTICLE II.

That the objects and purposes for which this corporation is formed are as follows:

(a) To buy, sell and deal in all classes and descriptions of livestock, livestock feed yards, and also in connection therewith to establish, buy, lease or otherwise acquire, own, maintain, operate and dispose of real property, feed lots, bins, pens, corrals and any and all necessary buildings, facilities and structures necessary or expedient for such purposes.

(b) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho.

(c) To generally engage in, do or perform any enterprise, act or vocation that a natural person might, could do or perform.

(d) To engage in the manufacture, sale, purchase, importing and exporting

of merchandise and personal property of all manner and description. To act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all type and description for the account of the corporation or as factor, agent, procurer, or otherwise for and on behalf of another.

(e) To own, operate and maintain a general wholesale and retail cattle business dealing in the purchase and reselling of cattle of all types.

(f) 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 and acquiring and selling or otherwise disposing of stocks, supplies, equipment, accessories, appurtenances, products and by-products of said business.

(g) To buy, sell and deal in all classes and descriptions of livestock. To pack, cure, render and refine and to deal in meats and meat by-products and to manufacture products and generally deal in hides, oil, glue, animal fertilizers and all other articles made from the carcasses of animals and also in connection therewith to establish, buy, lease or otherwise acquire, own, maintain, operate and dispose of real property, stock yards, slaughter houses, packing houses, rendering, refining or curing plants and the necessary buildings therefor and all other facilities and structures necessary or expedient for such purposes.

(h) To engage in a general livestock and ranch business, both for its own account and as agent to feed, range, graze, manage, herd, control, brand, care for, purchase and sell livestock of every kind, both on its own account and as agent for other persons or corporations. To buy, lease, cultivate, manage, operate and sell range property and products therefrom both on its own account and as agent for other persons and corporations.

(i) To engage in the business of transporting property for hire by motor vehicle, aircraft, watercraft and other means of conveyance as a common carrier or otherwise and to carry on, operate, lease and dispose of like businesses.

(j) To borrow money and contract debts within the lawful exercise of the

corporate privileges and franchises for any lawful purpose and to do all things necessary incident thereto; to purchase, acquire, take, receive, hold, sell, own, and act as agent for, or otherwise dispose of or distribute all stock, bonds, debentures, securities and other obligations or evidence of indebtedness to any person, firm or corporation, both public and private, municipal or otherwise necessary or proper to the transaction of the business or the exercise of its corporate rights, privileges and franchises, or for any other lawful purposes.

#### ARTICLE III.

That the duration of this corporation shall be perpetual.

#### ARTICLE IV.

That the location and post office address of the registered office of this corporation shall be: Route 1, Box 23, City of Lewiston, County of Nez Perce, State of Idaho.

#### ARTICLE V.

That the capital stock of this corporation shall be \$250,000.00 divided up into two thousand five hundred (2500) shares of common stock of par value of \$100.00 each, and shall have all voting power and shall be fully paid and non-assessable, \$95,000.00 of which said capital stock has been subscribed and fully paid for.

#### ARTICLE VI.

That the number of directors of this corporation shall be no less than three (3); that the number, qualifications, term of office, manner of election, time and place of meeting, and the powers and duties of the directors shall be such as are prescribed by the by-laws of this corporation; that the names and post office addresses of the first directors who shall hold office and manage the affairs of the corporation are as follows:

W. H. Mathison, Lower Tammany, Lewiston, Idaho  
Ray Smeltz, Pullman, Washington  
James W. Givens, P. O. Box 598, Lewiston, Idaho

ARTICLE VII.

That the name and post office address of each of the incorporators and the number of shares subscribed by each and the class of shares for which each subscribed, are as follows:

| <u>NAME</u>      | <u>ADDRESS</u>        | <u>SHARES OF COMMON STOCK</u> |
|------------------|-----------------------|-------------------------------|
| W. H. Mathison   | Lewiston, Idaho       | <u>350</u>                    |
| Ray Smeltz       | Pullman, Washington   | <u>50</u>                     |
| Howard Schoeff   | Pullman, Washington   | <u>50</u>                     |
| Merl Simmons     | Pullman, Washington   | <u>50</u>                     |
| James W. Givens  | Lewiston, Idaho       | <u>9</u>                      |
| Les Oliver       | Clarkston, Washington | <u>50</u>                     |
| Frank Orchard    | Tacoma, Washington    | <u>150</u>                    |
| Wallace A. Smith | Lewiston, Idaho       | <u>25</u>                     |

ARTICLE VIII.

That authority to make by-laws of this corporation is hereby expressly vested in the Board of Directors of the corporation subject to the powers of the share holders to change or repeal such by-laws.

IN WITNESS WHEREOF the incorporators have herewith set their hands and seals this 20<sup>th</sup> day of May, 1958.

W. H. Mathison  
W. H. Mathison

Ray Smeltz  
Ray Smeltz

Howard Schoeff  
Howard Schoeff

Merl Simmons  
Merl Simmons

James W. Givens  
James W. Givens

Les Oliver  
Les Oliver  
Frank Orchard  
Frank Orchard  
Wallace A. Smith  
Wallace A. Smith

STATE OF IDAHO        )  
                                  ss.  
County of Nez Perce    )

This is to certify that on the 20<sup>th</sup> day of May, 1958, there appeared personally before me W. H. MATHISON, RAY SMELTZ, HOWARD SCHOEFF, MERL SIMMONS, JAMES W. GIVENS, LES OLIVER, FRANK ORCHARD and WALLACE A. SMITH, to me personally known to be the persons described in and who executed the foregoing articles of incorporation, and they, and each of them, did acknowledge and declare to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

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

(Seal)

Howard Schaffner  
Notary Public in and for the State of Idaho,  
Residing at Lewiston, therein.