

CERTIFICATE of INCORPORATION

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W I L S O N F R U I T C O M P A N Y .

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THIS IS TO CERTIFY that we, Leighton Calkins, George C. Hutchinson and Henry W. Rudd, do hereby associate ourselves into a corporation under and by virtue of the provisions of an act of the legislature of the State of New Jersey, entitled "An act concerning corporations (Revision of 1896)", and the several supplements thereto and acts amendatory thereof, and do severally agree to take the number of shares set opposite our respective names.

FIRST: The name of the Company is "WILSON FRUIT COMPANY".

SECOND: The location of the Company's principal office in the State of New Jersey is at the office of Thomas M. Paff, Sr., Scotch Plains, Union County, New Jersey. The name of the agent therein and in charge thereof, upon whom process against this Company may be served, is Thomas M. Paff, Sr.

THIRD: The object for which this Company is formed is to do any and all of the things set forth to the same extent as natural persons might or could do and in any part of the world, viz.:

(a) To acquire by purchase, lease or otherwise, real and personal property of any and every character, and water rights and other rights in connection therewith; to raise and market any or all kinds of fruit, vegetables, live stock or other products; and to explore, work, develop and turn to account any property, whether purchased, leased or otherwise held, and to engage in producing and dealing in fruit and other commodities and in any products and by-products generally; and without limit as to amount, to buy, sell, exchange, lease, acquire and deal in all kinds of houses, buildings, equipments, machinery and appliances of any kind for producing or disposing of the same and all rights of any kind in such products, and to conduct all business appurtenant thereto.

(b) To acquire by purchase, lease or otherwise any and all timber lands and other lands of any description and any and all claims therefor and rights therein.

(c) To build, construct, repair, maintain and operate water, gas or electrical works, tunnels, bridges, viaducts, canals and (outside of the State of New Jersey) railroads and any like work of public use or utility.

(d) In furtherance, and not in limitation, of the general powers conferred by the laws of the State of New Jersey, and of the objects and purposes as hereinabove stated, it is hereby expressly provided that the Company shall have also the following powers, that is to say:

(1) To do any and all of the things herein set forth as objects, purposes, powers or otherwise, to the same extent and as fully as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise.

(2) To conduct its business in all its branches and have one or more offices, and unlimitedly to hold, purchase and convey real and personal property, both within and without the State of New Jersey, and in all other States, territories and colonies of the United States, and in all foreign countries and places.

(3) To manufacture, purchase or otherwise acquire, hold, own, sell, assign and transfer, invest, trade, deal in and with goods, wares and merchandise and property of every class and description, and to do both mining and manufacturing of any class or description.

(4) To purchase, or otherwise acquire, to hold, own, maintain, work, mine, develop, to sell, convey or otherwise dispose of, without limit as to amount, within or without the State of New Jersey, and in any part of the world, real estate and real property, and any interests and rights therein.

(5) To acquire the good-will, rights and property of all kinds, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, stock of this corporation, bonds or otherwise.

(6) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, operate, introduce and sell, assign, or otherwise dispose of any and all trade-marks, trade names and distinctive marks, and all inventions, improvements and processes used in connection with or secured under letters patent of the United States or elsewhere, or otherwise, and to use, exercise, develop, grant licenses in respect of or otherwise turn to account, any such trade marks, patents, licenses, concessions, processes and the like, or any such property, rights and information so acquired,

and with a view to the working and development of the same, to carry on any business, whether horticultural, agricultural, mining, manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.

(7) To hold, purchase, or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of, shares of the capital stock, bonds, or other evidence of indebtedness created by any other corporation or corporations, and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(8) To purchase, lease, exchange, hire or otherwise acquire, any and all rights, privileges, permits or franchises suitable or convenient for any of the purposes of its business; to erect and construct, make, improve or aid or subscribe towards the construction, making and improvement of barns, stables, warehouses, evaporators, mills, factories, storehouses, buildings, roads, docks, piers, wharves, houses for employees and others, and works of all kinds; and in conjunction with and in furtherance of the general business and purposes of the corporation, as above described, to construct, lease, own, operate or sell a railroad or railroads, or both, in any state or country other than the State of New Jersey, subject to the laws of such other State or country, either directly or through the ownership of stock of a corporation formed or to be formed for the purpose under the laws of such other state or country.

(9) To guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligation of, any corporation whenever proper or necessary for the business of this corporation in the judgment of its directors.

(10) To make and enter into contracts of every sort and kind with any individual, firm, association, corporation, private, public or municipal, body politic, and with the Government of the United States, of any State, territory or colony thereof.

(11) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property, and in general to carry on any business, whether horticultural, agricultural, manufacturing, mining or otherwise.

(e) It is the intention that the objects, purposes and powers specified and clauses contained in this THIRD paragraph shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph in this charter, but that the objects, purposes and powers specified in each of the clauses of this paragraph shall be regarded as independent objects, purposes and powers.

**FOURTH:** The total authorized capital stock of this Company is to be Ten thousand Dollars (\$10,000) divided into one hundred (100) shares of the par value of One hundred dollars (\$100) each. The amount of capital stock with which the Company will commence business is One thousand Dollars (\$1,000). There shall be but one class of stock, known as common stock.

From time to time the Common Stock may be issued in such amounts and proportions as shall be determined by the Board of Directors, in accordance with the law of the State of New Jersey.

**FIFTH:** (a) There shall be three Directors, all holding office for one year, and until others are chosen and qualify in their stead, but the number of Directors and the length of their term may be at any time changed by amendment of the By-laws. Any Director may at any time be removed by the vote of a majority in amount of the stockholders, or by written resolution, signed by such majority, and his successor to fill his unexpired term may be elected by like vote or resolution. Any vacancy occurring in the office of the Board of Directors may be filled by the remaining Directors, and such Director so elected to fill the vacancy shall hold office until the expiration of the term of the Director whose place he shall fill, subject to the right of the stockholders at any time during such term to remove him as hereinbefore provided.

(b) A majority of the Board of Directors shall have all powers of every sort which under any circumstances might be exercised by all the Directors, and the vote or written resolution of the majority of the Directors shall have the same force and effect as the vote of all the Directors accompanied by their unanimous written resolution.

(c) In case of an increase in the Board of Directors between the annual elections of the stockholders, the newly created directorships shall be and be construed as vacancies until the next annual election, to be filled forthwith by the Board.

(d) The Board of Directors shall have power, without the assent or vote of the stockholders, to mortgage all or any part of the property and franchises of the Company, and shall also have power to issue negotiable bonds thereunder.

(e) The Board of Directors shall have power, without the assent or vote of the stockholders, to make and alter the By-laws of this Company, and to fix the amount to be reserved as working capital.

(f) With the assent in writing or pursuant to the vote of the holders of a majority of the stock outstanding, the Directors shall have power and authority, to sell, assign, transfer, convey or otherwise dispose of the property and assets of this Company as an entirety, or (without such assent or vote) of any part thereof, on such terms and conditions, and for such considerations as the Directors shall deem fit, right and just.

(g) The Board of Directors in addition to the powers and authority by Statute and by the By-laws expressly conferred upon them, is hereby authorized to exercise all such powers and to do all such acts and things as may be done or exercised by the Company, subject, nevertheless, to the provisions of the Statute, of this charter, and of any regulations that may from time to time be made by the stockholders; provided that no regulations so made shall invalidate any provisions of this charter or any prior acts of the Directors which would have been valid had such regulations not been made.

(h) The Directors shall have power to hold their meetings, to have one or more offices and to keep the books of the Company (except the stock and transfer books) outside of this State, at such places as may from time to time be designated by them.

(i) The determination of the Directors as to the amount of the earnings or profits of the Company to be reserved for working capital, and as to the amount of such earnings that may be properly distributed in the form of dividends, shall be conclusive.

(j) The Company may by the by-laws vest in the President or any other officer of the Company power and authority to exercise all the rights, powers and privileges of the Company.

SIXTH: (a) At the meeting of the incorporators for preliminary organization, any incorporator, and at all stockholders' meetings, any stockholder, may act by proxy.

(b) Any notice required to be given may always be given by mail, except where otherwise expressly required by statute.

SEVENTH: The duration of the Company is to be perpetual.

EIGHTH: The names and post-office addresses of the incorporators and the number of shares subscribed for by each, the aggregate amount of which, namely, One thousand dollars (\$1,000), is the amount of capital stock with which this corporation will begin business, are as follows:

<u>Name</u>	<u>Post office Address</u>	<u>No. of shares</u>
Leighton Calkins,	821 Central Ave., Plainfield, N.J.	1
George C. Hutchinson,	Broad-Exchange, N.Y. City	8
Henry W. Rudd,	Broad-Exchange, N.Y. City	1
		10

The undersigned, for the purpose of forming a corporation in pursuance of an act of the legislature of the State of New Jersey, entitled "An Act concerning corporations (Revision of 1896)", and the various acts amendatory thereof and supplementary thereto, do make, record and file this certificate and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly hereunto set their hands and seals.

Dated Scotch Plains, N.J. 4th April, 1902.

Leighton Calkins, L.S.  
Geo. C. Hutchinson, L.S.  
Henry W. Rudd, L.S.

State of New York:  
County of New York: ss:

Be it remembered that on the 4th day of April, A.D. 1902, before me the subscriber, a Notary Public duly commissioned and sworn, personally appeared Leighton Calkins, George C. Hutchinson and Henry W. Rudd who, I am satisfied, are the grantors named in and who executed the within instrument, and I having first made known to them the contents thereof, they did thereupon severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

(SEAL)

Clotilda Schweizer,  
Notary Public (56)  
New York County,  
New York.

State of New York : ss:  
County of New York,:

I, THOMAS L. HAMILTON, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, DO HEREBY CERTIFY, That CLOTILDA SCHWEIZER, whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof and acknowledgment, a Notary Public in and for said County, duly commissioned and sworn, and authorized by the laws of said State to take the acknowledgments and proofs of deeds or conveyances for land, tenements or hereditaments in said State of New York. And further, that I am well acquainted with the handwriting of such Notary Public, and verily believe that the signature to said certificate of proof or acknowledgment is genuine.

In testimony whereof, I have hereunto set my hand and affixed the seal of the said Court and County, the 4 day of April, 1902.

Thos. L. Hamilton, Clerk.

(L.S.)

(Endorsed) RECEIVED in the Clerk's office of the County of Union, N.J., on the 5th day of April, A.D. 1902, at 8 o'clock, in the forenoon, and recorded in Book 10 of Incorporations for said County on pages 367 &c.

WILLIAM HOWARD

Clerk.

Endorsed:-

"Filed Apr. 8, 1902,

S.D. Dickinson,

Secretary of State".

STATE OF NEW JERSEY

DEPARTMENT OF STATE.

I, S. D. DICKINSON, Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy of the Certificate of Incorporation of "WILSON FRUIT COMPANY" and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the eighth day of April, A.D., 1902, and now remaining on file therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Trenton, this eighteenth day of September, A.D., 1903.  
(Seal).

(Signed), S. D. DICKINSON,  
Secretary of State.

STATE OF IDAHO,  
COUNTY OF ADA,

ss.

CERTIFICATE

I, W. L. CUDDY, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy of a certain

Articles of Incorporation of Wilson Fruit Company

from \_\_\_\_\_ to \_\_\_\_\_  
Numbered 638 as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal this 9th day of Oct A. D. 1903

By *Geo J. Peterson* Deputy.  
*W. L. Cuddy* Ex-Officio Recorder