

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

TETON BRANCH FARMS, INC.

File number C 109871

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 20, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lynette Demont*

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**ARTICLES OF INCORPORATION**

**OF**

**TETON BRANCH FARMS, INC.**

IDAHO SECRETARY OF STATE  
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I, the undersigned, being a natural person of full age, and a citizen of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a business corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

**ARTICLE ONE  
NAME OF THE CORPORATION**

The name of the corporation is **TETON BRANCH FARMS, INC.**

**ARTICLE TWO  
PURPOSE OF INCORPORATION**

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the corporation are to do any and all of the things herein mentioned as fully and to the same extent as a natural person might or could do in any part of the world as follows:

To transact any and all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

**ARTICLE THREE  
DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR  
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of the corporation shall be **LYNN E. SMITH**, and the initial registered office shall be located at **382 West McReynolds Avenue, Felt, Idaho 83424**.

**ARTICLES OF INCORPORATION  
TETON BRANCH FARMS, INC.**

3877

## **ARTICLE FIVE STOCK**

The total number of shares which the corporation shall have authority to issue is fifty thousand (50,000) shares, with each having a par value of One Dollar (\$1.00).

The stock of the corporation is divided into fifty thousand (50,000) shares of a single stock class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

## **ARTICLE SIX BOARD OF DIRECTORS AND BYLAWS**

The corporation shall have the power to establish a Board of Directors and adopt appropriate Bylaws. The duties of the Board of Directors and its officers shall be established by the Bylaws of the corporation. The Board of Directors shall have the authority to amend the Bylaws of the corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval of two-thirds(2/3) of the shareholders in the corporation. Each member of the Board of Directors must be a shareholder in the corporation.

The original members of the Board of Directors who shall serve until the first regular meeting of the shareholders or until their successors shall qualify are:

**Lynn E. Smith, 382 W. McReynolds Avenue, Felt, Idaho 83424**

**James Clay Smith, 683 W. 1000 N., Felt, Idaho 83424**

**Jeffrey Alan Naylor, 382 W. McReynolds Avenue, Felt, Idaho 83424**

## **ARTICLE SEVEN INCORPORATOR**

The name and address of the incorporator is:

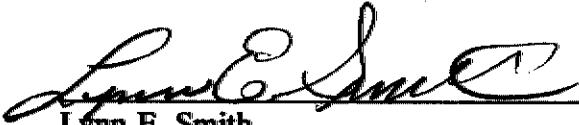
**Lynn E. Smith  
382 W. McReynolds Avenue  
Felt, Idaho 83424**

## **ARTICLE EIGHT LIMITED LIABILITY**

No director of the corporation or stockholder, may be liable for monetary damages for breach of a fiduciary duty except as follows:


- (a) Breach of a director's duty of loyalty to the corporation or its stockholders.
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
- (c) Violations of Idaho Code 30-1-48.

EXECUTED IN DUPLICATE on this 16th day of March, 1995.

  
Lynn E. Smith  
Incorporator

STATE OF IDAHO                    )  
  :SS  
COUNTY OF MADISON            )

On this 16th day of March, in the year of 1995, before me, a Notary Public in and for said State, personally appeared LYNN E. SMITH, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

  
Notary Public  
Residing In: Ashton, Idaho  
My Commission Expires: 8/26/97