

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

MAX HERBOLD INC.

was filed in the office of the Secretary of State on the **First** day of **February** A.D. One Thousand Nine Hundred **Sixty-five** and will be recorded on **Film No. microfilm** 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 of, with its registered office in this State located at

Rupert

in the County of

Minidoka

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, his **1st** day of **February**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

of

MAX HERBOLD INC.

WE, THE UNDERSIGNED, being three natural persons of full age, all of whom are natural citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under Title 30, Chapter 1, Idaho Code, and other applicable laws of the state of Idaho.

FIRST

The name of the corporation is and shall be MAX HERBOLD INC.

SECOND

The purposes of the corporation are as follows:

To conduct and carry on the business of producing, buying, selling, and dealing in fresh potatoes, processed potatoes, potato by-products, and all other kinds of agricultural products, produce and commodities, whether the same are fresh or processed, and the by-products thereof.

To purchase, own, improve, equip, operate, manage and sell farms, and to engage in the business of farming and producing, merchandising and preserving all kinds of farm products, and of cultivating, growing, harvesting, cleaning, assorting, boxing, packing, sacking, canning, shipping, buying, and selling, at wholesale and retail, all kinds of farm and agricultural products, Produce, and commodities.

To engage in the general livestock and ranching business, both on its own account and as agent; to agist, feed, range, graze, manage, herd, control, brand, care for, purchase, raise, market, and sell livestock of every kind, both on its own account and as agent.

To purchase, improve, develop, reclaim, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and

manage buildings and real estate of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by it, or by any other person, firm or corporation.

To engage in the business of manufacturing and selling frozen or otherwise processed agricultural products, produce and commodities, and the by-products thereof.

To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in agricultural or agriculture-product-processing implements, vehicles, materials, machinery, and equipment.

To carry on the business of general warehouseman, and to maintain, conduct, and operate cold storage warehouses, dry storage warehouses, bonded warehouses, and common warehouses for the storage of merchandise, machinery, farm products and commodities, and all other products, manufactures, chattels and effects of all kinds; and to take charge of and perform the duty of paying freights, charges, duties on, bonding, receiving, landing, hauling, and transferring all such goods, wares and merchandise; to advance money upon any property in its custody, or upon bills of lading, receipts, or certificates representing goods in storage anywhere or in transit; and to issue receipts or certificates for goods, wares, merchandise, or property to the owner or owners thereof, when such goods, wares, merchandise, or property are on the premises or under the control of this corporation at the time of issuing such receipt or certificate.

To finance the production and marketing of farm products, produce and commodities, by this corporation and by others; to finance farm and crop mortgages or liens; to purchase, finance, or discount commercial paper and warehouse receipts; to purchase or otherwise acquire open accounts receivable, notes, drafts,

and acceptances from dealers in or producers of farm products, produce and commodities; and to guarantee, pledge, borrow, or raise money for any such investment in any way and to do such other financing as may be for the welfare of the corporation.

To engage in the production, manufacture, purchase, sale and financing of livestock feeds, agricultural fertilizer, and all types of ranch, farm and agricultural supplies and equipment.

To engage in the manufacture, production, purchase, sale and financing of bags, sacks, or any other kind of containers and packaging materials, of every kind and character for use in the transporting, preservation, marketing, and merchandising of goods in commerce.

To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and including the dealing in future or any exchange for agricultural commodities, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

To engage in chemical and other research in connection with the production and processing of agricultural products, produce and commodities, on its own behalf or that of others.

To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, servicing, and storing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles, and all types of motor vehicle commercial paper.

To manufacture, produce, purchase, or otherwise acquire, sell, finance, or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, services, goods,

wares, merchandise, materials, and real and personal property of every kind and description.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location and post office address of the registered office of the corporation in the state of Idaho is Rupert, Idaho.

FIFTH

The total authorized number of par value shares is 500. The aggregate par value of the total authorized number of par value shares is \$50,000.00. The stock of the corporation is of but one class: common stock.

SIXTH

The names and postoffice addresses of the incorporators, and the number of shares of stock subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Max V. Herbold	912 I Street Rupert, Idaho	498
Norma Herbold	912 I Street Rupert, Idaho	1
Sherman J. Bellwood	708 G Street Rupert, Idaho	1

SEVENTH

The power to repeal and amend by-laws and adopt new by-laws shall rest with the board of directors by a vote of 2/3 of the directors.

IN WITNESS WHEREOF the incorporators above named have signed their names the 26th day of January, 1965.

Max V. Herbold Norma Herbold
Sherman J. Bellwood

STATE OF IDAHO)
) ss.
County of Minidoka)

On this 26th day of January, 1965, before me, the undersigned, a notary public in and for said state, personally appeared Max V. Herbold, Norma Herbold and Sherman J. Bellwood known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and notarial seal the day and year in this certificate above written.

Lillian T. Shodua
Notary Public, Residing at
Rupert, Idaho.