



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

T. W. SUNDERLAND & SONS, INC.

was filed in the office of the Secretary of State on **February 23rd**, 19 **79**
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 **Rupert, Idaho** 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, this **23rd**

day of **February**, A.D., 19 **79**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

OF

T. W. SUNDERLAND & SONS, INC.

The undersigned, being natural citizens of the age of nineteen (19) years or more, citizens of the United States and all of whom are residents of the United States and all of whom are residents of the State of Idaho, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of Title 30, Chapter 1, Idaho Code, the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is T. W. Sunderland & Sons, Inc.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. PURPOSES: The purposes for which the Corporation is organized are 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 or acquiring, and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products of such business, to produce, purchase, sell, trade, and deal in fresh milk and all by-products of milk; to manufacture, purchase, lease, sell and deal in machinery, tools, implements, containers, and all other articles and appliances used in connection with dairies and milk production; to carry on all the business essential to dairy management, which may include the buying and selling of dairy stock; and to purchase and sell farms and to engage in the business of farming and producing, merchandising and preserving all kinds of farm, fruit, vegetable, and garden products, and of cultivating, growing, harvesting, picking, cleaning, assorting, boxing, packing, shipping, buying, selling, and wholesale and retail, all kinds of fruit, vegetable, farm, and garden products, and to carry on all other business incident thereto or connected therewith; and to engage in any other lawful activities.

Section 2. STATUTORY POWERS: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in

Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in Section 30-114, Idaho Code.

Section 3. ADDITIONAL POWERS: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purposes, the corporation shall have the power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other means and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient with the proper conduct of the affairs of the corporation without limitation as to the amount or value, in any of the states, districts, or territories of the United States, and to acquire all or any part of the goodwill, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business similar to the business of this corporation, and to pay for it in cash or in stock or obligation of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.

ARTICLE IV

Authorized Shares

The amount of the total authorized capital stock of this Corporation is five thousand (5,000) shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE V

Internal Affairs of the Corporation

Section 1. MEETINGS OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. CODE OF BY-LAWS: The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or

permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho; and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

ARTICLE VI

Address of Initial Registered Office

REGISTERED OFFICE: The address of the initial registered office of the Corporation is Route #2 (200 South 62 West), Rupert, Idaho 83350.

ARTICLE VII

Data Respecting Directors

Section 1. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of three (3) members.

Section 2. INCREASE OR DECREASE OF DIRECTORS: The number of Directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but the number of Directors shall not be less than three (3) and no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE VIII

Data Respecting Incorporators

The names and addresses of the Incorporators of the Corporation and the number of shares of common stock subscribed by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES SUBSCRIBED BY EACH</u>	<u>ADDRESS</u>
T. Wayne Sunderland	1	Route #2 (200 South 62 West) Rupert, Idaho 83350
David Henry Sunderland	1	Route #2 (200 South 62 West) Rupert, Idaho 83350
Lee Thomas Sunderland	1	Route #2 (200 South 62 West) Rupert, Idaho 83350

EXECUTED IN TRIPLICATE this 20th day of February, 1979.

T. Wayne Sunderland
T. Wayne Sunderland

David H. Sunderland
David Henry Sunderland

Lee T. Sunderland
Lee Thomas Sunderland

STATE OF IDAHO)

) ss.

County of Minidoka)

On the 20th day of February, 1979, before me the undersigned, a notary public in and for said State, personally appeared T. Wayne Sunderland, David Henry Sunderland and Lee Thomas Sunderland, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)

Brent T. Anderson
Notary Public for Idaho
Residing at Rupert, Idaho