

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

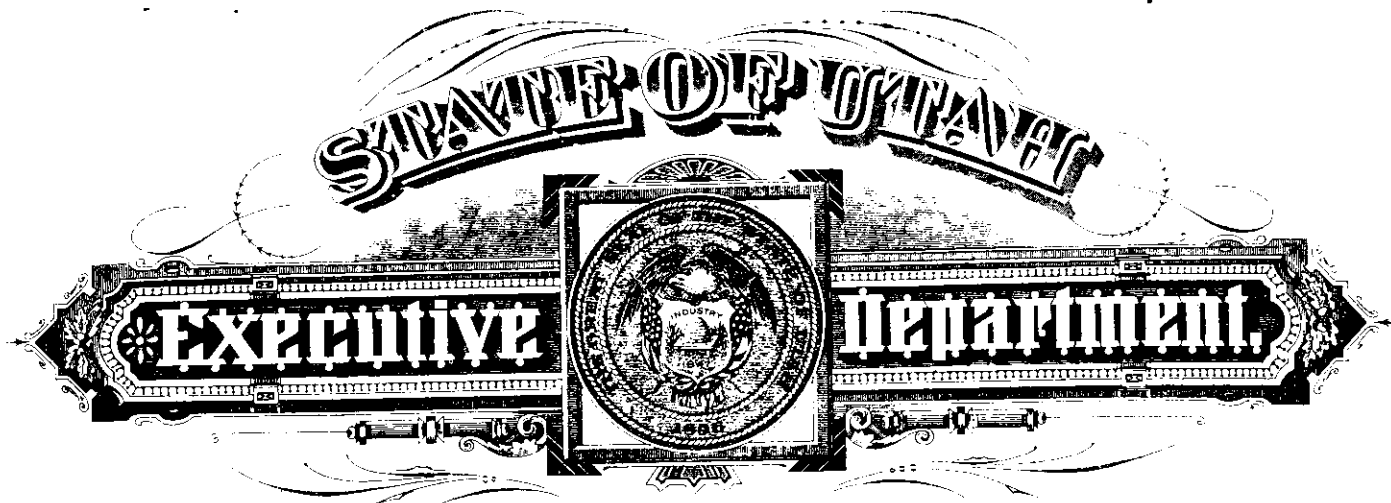
#### OGDEN SALES COMPANY

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **25th** day of **March** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **25th** day of **March** 19 **64**, a designation of **Roy J. Neider** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **25th** day of **March**, A.D. 19 **64**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of Incorporation of

OGDEN SALES COMPANY

AS APPEARS of record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

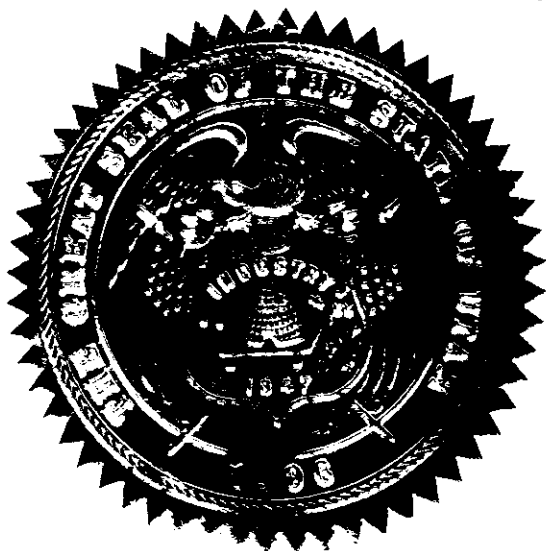
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS TENTH DAY OF

MARCH 19 64.

Lamont F. Toronto  
SECRETARY OF STATE

BY Merrill L. Catfull  
DEPUTY



1964 MAR 9 AM 11 10

ARTICLES OF INCORPORATION

OF

OGDEN SALES COMPANY

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons of the age of twenty-one years, or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is "Ogden Sales Company".

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which the corporation is organized is:

1. To carry on business as salesmen and auctioneers, and in its own behalf and on behalf of others to purchase or otherwise acquire, and to sell, let or otherwise dispose of and deal in livestock of every kind and character, and real and personal property generally including machinery, equipment and appliances of every kind and description.
2. To buy, sell and otherwise handle and deal in, and to raise and feed, cattle, calves, horses, hogs, sheep and other types of livestock generally.
3. To acquire by purchase, lease, exchange or otherwise, land buildings, hereditaments of any tenure or description situate in the State of Utah or in any State of the United States, its territories or possessions, the District of Columbia, or in

any foreign country in which the Corporation may be authorized to transact business, or any estate or interest therein, and any rights over or connected with lands so situate, and to turn the same to account as may seem expedient, and in particular by preparing building sites and by constructing or reconstructing, altering and improving meat packing plants, factories, warehouses, shops and other facilities and conveniences of all kinds, and by consolidating or connecting or subdividing properties and by leasing or disposing of the same.

4. To manage lands, buildings, or other property wheresoever situate, as aforesaid, whether belonging to the Corporation or not.

5. To acquire and take over any business or undertaking carried on, upon or in connection with any lands or buildings which the Corporation may desire to acquire, as aforesaid, or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on the same, or to dispose of, remove, or put an end thereto, or otherwise deal with the same as may seem expedient.

6. To construct on any of said real estate as aforesaid, buildings, meat packing establishments, warehouses, pens and facilities for the care and feeding of domestic animals and livestock, and all buildings or structures necessary or convenient to the operation of any business incidental to each thereof or connected therewith, and to operate therein any business for which any such building or structure is suitable or adaptable.

7. To deal in, buy, sell and slaughter cattle, calves, hogs, sheep and livestock generally, and to manufacture, cure, process, purchase and sell meats, and other articles of food or commerce derived wholly or in part from the slaughter of livestock.

8. To sell, breed, import, export, improve, prepare,

deal and trade in cattle, pigs, poultry, game and live and dead stock of every description, milk, cream, butter, cheese and eggs, sausages, potted meats, table delicacies and other commodities, goods, or things, and to conduct a store or stores for the buying, selling and dealing of and in meats, provisions, groceries, dairy products, and in general to carry on a meat, grocery and provision business, and further generally to carry on business in the United States or elsewhere as factors, agents, commission merchant or merchants, and to buy, sell, manipulate and deal in, at wholesale or retail, any of the manufactured products, or any of the merchandise, food products and commodities herein named, or any similar commodities which in the judgment of the Board of Directors will be to the benefit of the Corporation.

9. To manufacture ice for sale, and the cold storage or freezing of perishable merchandise; to provide cold or other storage rooms and such additional cold and general storage capacity and facilities as may be deemed advisable or necessary to the successful conduct of the business of caring for and freezing perishable goods, and to do a general storage business; and to do any and all things necessary or incidental to the successful conduct of the business aforesaid, including the advancing of money on warehouse receipts, or otherwise, and in furtherance of said business to establish and maintain a warehouse or warehouses for the storage of merchandise and products requiring refrigeration or cold storage.

10. To build on any of said real estate aforesaid, pens and facilities for the feeding and care of domestic animals, and to conduct generally a livestock feeding business and all business incidental thereto or connected therewith; to provide yards, pens and facilities generally for the feeding and care of livestock, whether in transit or otherwise, and to provide facilities where

such livestock may be sheltered and rested while being either fed or transported from place to place and cared for while in such yards, and to furnish all facilities and equipment necessary for the operation of yards for feeding and resting and caring for live domestic animals, and for the purpose of operating and furnishing all facilities, equipment and services necessary for the operation of livestock yards.

11. To construct, lease or otherwise acquire, and maintain and keep, warehouse buildings and structures as may seem expedient or desirable in which to conduct a general warehouse business for the storage and deposit of goods and merchandise of all kinds and description, and conduct all businesses appertaining or incidental thereto, and to use the same for the storage of goods and merchandise of all kinds, including canned fruits and green vegetables, seeds and other articles or commodities; to issue warehouse certificates or receipts negotiable or otherwise for articles and commodities so stored, and to protect said warehouse receipts or certificates by issuing or causing to be issued surety bonds for the faithful performance of the terms of said warehouse certificates or receipts; to make advances or loans on said warehouse certificates or warehouse receipts, and generally to conduct a warehouse or storage business both field warehousing on the premises of the storer, or in warehouses under the sole control of the Corporation, and to conduct and carry on the trade or business of wholesale warehousemen, removers, storers, packers and carriers of personal property of every description.

12. To acquire by purchase, subscription or otherwise, and hold as investment or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities, or evidences of indebtedness, created or issued by

by any other corporation or corporations, association or associations of the State of Utah, or of any other state, district, territory, or country, and while the owner thereof exercise all the rights, powers and privileges of ownership.

13. To purchase or otherwise acquire, and hold as investment or otherwise hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of capital stock of any other corporation or corporations, association or associations, of the State of Utah, or of any other state, district, territory or country; and, while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

14. To aid in any lawful manner any corporation or association of which the bonds, or other evidence of indebtedness, or stock are held by the Corporation; and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness, or stock.

15. To guarantee dividends on any share of the capital stock of any corporation in which this Corporation at any time may have an interest as stockholder, and to indorse or otherwise guarantee the principal and interest of notes, bonds, or other evidences or indebtedness created or to be created by any such corporation.

16. To borrow and loan money for the purpose of the Corporation's business, and to secure the repayment thereof, in such manner as in the judgment of the Board of Directors may be most advantageous, and to that end, it necessary in the judgment of the Board of Directors, to mortgage or otherwise pledge all of any part of the property of the Corporation, real, personal or mixed, and to issue and deposit any securities which the Corporation

has power to issue by way of mortgage, trust indenture, or otherwise, to secure any sum greater or less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligation of the Corporation.

17. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

18. To receive money on loan, and to issue drafts, notes or other evidence of indebtedness, and to carry on any business or undertaking which the Board of Directors may deem useful or necessary for the benefit of the Corporation, whether specifically referred to in this Article or not, or whether in any manner incident to any of the business referred to in this Article, which might be lawfully carried on by a natural person, firm or co-partnership lawfully formed under the laws of the State of Utah.

19. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of any trade marks, trade names, patents, 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 license in respect of, or otherwise to turn to account any such trademarks, patents, licenses, processes and the like, or any such property or rights.

20. To redeem or purchase, and to enter into agreements for the redemption or purchase of its capital stock in the manner and to the extent authorized by the laws of Utah.

21. The foregoing clauses shall be construed as purposes, objects and powers, and the matters expressed in



in each clause shall, except as otherwise expressly provide, be in no wise limited by reference to or inference from the terms of any other clauses, and shall be regarded as independent purposes, objects and powers, and shall not be construed to limit or restrict in any manner the meaning of general terms or the general objects or powers of the Corporation, nor shall the expression of one such be deemed to exclude another, although it be of like nature and not expressed.

#### ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) Shares of common stock of the par value of ten (\$10.00) Dollars each.

#### ARTICLE V.

The corporation shall not commence business until at least One Thousand and no/100 (\$1,000.00) Dollars has been received by it as consideration for the issuance of its shares.

#### ARTICLE VI.

Regulation of the internal affairs of the corporation shall be as provided in the by-laws.

#### ARTICLE VII.

The address of the initial registered office of the corporation is Livestock Exchange Building, 600 Exchange Road, Ogden, Utah, and the name of its registered agent at such address is W. R. Liberty.

#### ARTICLE VIII.

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as officers and directors

until the first annual meeting of shareholders, or until their successors are elected and shall qualify are as follows:

| <u>NAME</u>                                          | <u>ADDRESS</u>                                           |
|------------------------------------------------------|----------------------------------------------------------|
| W. C. Crew<br>Director and President                 | Livestock Exchange Building<br>Denver, Colorado          |
| W. R. Liberty<br>Director and Vice President         | 1446 Darling Street<br>Ogden, Utah                       |
| K. R. Knowles<br>Director Secretary and<br>Treasurer | 322 West 4575 South<br>Washington Terrace<br>Ogden, Utah |

#### ARTICLE IX.

The name and address of each incorporator is as follows:

| <u>NAME</u>   | <u>ADDRESS</u>                                           |
|---------------|----------------------------------------------------------|
| W. C. Crew    | Livestock Exchange Building<br>Denver, Colorado          |
| W. R. Liberty | 1446 Darling Street<br>Ogden, Utah                       |
| K. R. Knowles | 322 West 4575 South<br>Washington Terrace<br>Ogden, Utah |

Dated February 5th, 1964.

/s/ W. C. Crew

/s/ W. R. Liberty

/s/ K. R. Knowles

**INCORPORATORS**

STATE OF COLORADO)

City and 188.  
COUNTY OF Denver)

I, Frankie E. Cort, a Notary Public, hereby certify that on the 5 day of Feb., 1964, personally appeared before me W. C. Crew, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 6 day of Feb., 1964.

/s/ Frankie E. Cort

**NOTARY PUBLIC**

Residing at 6500 W. 26 Ave.  
Denver, 14, Colo.

My commission expires: Jan 3, 1968

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STATE OF UTAH )  
                  : ss  
COUNTY OF WEBER)

I, Neil R. Olmstead, a Notary Public, hereby certify that on the 6 day of Feb., 1964, personally appeared before me W. R. Liberty and K. R. Knowles, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 6th day of February, 1964,.

/s/ Neil R. Olmstead  
NOTARY PUBLIC  
Residing at Ogden, Utah

My commission expires:

March 24, 1967