



## 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

VW FARMS, INC.

was filed in the office of the Secretary of State on the **24th** day of **June** **A.D., One Thousand Nine Hundred** **seventy-four** and will be duly recorded on ~~film No. microfilm~~ of 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 hereof, with its registered office in this State located at **Marsing, Idaho** in the County of **Owyhee**

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 **24th** day of **June**, **A.D., 19 74**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

VW FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being of full age and citizens of the State of Idaho and of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

NAME

That the name of the corporation shall be  
VW FARMS, INC.

II.

CORPORATE PURPOSES

A. To carry on the general business of farming and ranching, to raise, produce, buy, grow or otherwise acquire, hold, handle, mortgage, sell hypothecate or otherwise dispose of farm products, livestock and the products of livestock, including dairy products and to deal and traffic

B. To purchase or otherwise acquire, own, hold, sell, lease, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, and to invest, trade and deal in and with real and personal property of every kind and description.

C. To enter into any kind of Agreement or Contract, cooperative or profit-sharing plan, with its officers or

employees that the corporation may seem advantageous or expedient or otherwise, to reward or pay such persons for their services as the directors may deem fit.

D. To purchase, lease or otherwise acquire in whole or in part the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets of or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in stock or bonds of this company or otherwise; to hold or in any manner dispose of the whole or any part of the property or business so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

E. To borrow money, to issue bonds, debentures, notes, and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property, to secure the payment thereof.

F. To discount and negotiate promissory notes, drafts, bills of exchange, and other evidence of debt; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with

any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

G. To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental convenient or auxiliary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying out its purposes, or for the purpose of attaining and furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

H. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall in nowise be limited or restricted, by reference to or inference from the terms of any clause, but shall be regarded as independent purposes and powers; and no recitation, expression, declaration, or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

I. To conduct business in this state, other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, and to have one or more offices outside of this state.

III.

EXISTENCE

The period of existence and duration of the life of this corporation shall be perpetual.

IV.

REGISTERED OFFICE

The location and post office address of the registered office of the corporation in the State of Idaho shall be: Route 1, Marsing, Idaho, which said business address shall be the principal office for the transaction of the business of this corporation.

V.

STOCK

The total number of shares of stock which the corporations shall have authority to issue shall be TEN THOUSAND (10,000) shares of common stock of the par value of TEN DOLLARS (\$10.00) per share, for a total capitalization of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) . Each share of common stock shall have the same rights, privileges and voting power and the same shall be fully paid and non-assessable.

VI.

INCORPORATORS

The names and addresses of each of the incorporators who are all of full age and citizens of the State of Idaho

and are of the United States, and a statement of the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>P. O. ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Joseph Paul VanWassenhove	Route 1 Marsing, Idaho	1
Michael D. VanWassenhove	Route 1 Marsing, Idaho	1
David A. VanWassenhove	Route 1 Marsing, Idaho	1

#### VII.

#### DIRECTORS

The number of directors of the corporation shall not be less than three (3) nor more than seven (7). The number of directors to be chosen within the maximum and minimum limits shall be determined in the manner prescribed in the By-Laws.

#### VIII.

#### OFFICERS

The officers of the corporation shall be a President, Vice-President, Secretary-Treasurer. One person may be Secretary-Treasurer, or one person may be Secretary and another Treasurer, at the discretion of the Board of Directors. Such officers shall be elected by the Board of Directors, and the Board of Directors shall elect and appoint such officers and agents as they may deem advisable and define the authority of each and prescribe their duties.

#### IX.

#### AMENDMENT

The Board of Directors shall have the power and authority to formulate, repeal and amend the By-Laws of the

corporation and to adopt new By-Laws, subject to the restrictions provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, the persons herein named as the incorporators and first Directors have hereunto set their hands this 20<sup>th</sup> day of June, 1974.

Joseph Paul VanWassenhove  
Joseph Paul VanWassenhove

Michael D. VanWassenhove  
Michael D. VanWassenhove

David A. VanWassenhove  
David A. VanWassenhove

STATE OF IDAHO )  
County of Canyon ) ss.

On this 20<sup>th</sup> day of June, 1974, before me, the undersigned, a Notary Public in and for said State of Idaho, personally appeared JOSEPH PAUL VANWASSENHOVE, MICHAEL D. VANWASSENHOVE and DAVID A. VANWASSENHOVE known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Edward D. Ahrens  
Notary Public for Idaho  
Residing at Nampa, Idaho

(SEAL)