

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, FRED E. LUKENS, 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 the

J. C. WATSON COMPANY

was filed in the office of the Secretary of State on the thirty-first day of May A. D. One Thousand Nine Hundred and Thirty-two and duly recorded in Book A- 26 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 3 of Chapter 262 of the 1929 Session Laws of the State of Idaho.

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 a period of fifty years from the date hereof, with its registered office in this State located at PARMA in the County of Canyon, Idaho.

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 thirty-first day of May, in the year of our Lord one thousand nine hundred and thirty-two, and of the Independence of the United States of America the One Hundred and Fifty-sixth.

Secretary of State.

ARTICLES OF INCORPORATION

of

J. C. WALSON COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens of the United States of America and bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND WE DO HEREBY CERTIFY IN WRITING:

I.

The name of said corporation shall be "J. C. WALSON COMPANY."

II.

The period of existence of this corporation shall be fifty (50) years from and after its incorporation.

III.

The location and post office address of the registered office of this corporation, which shall also be its principal place of business, is Parma, in the County of Canyon, State of Idaho.

IV.

The purposes for which this corporation is formed are, as principals, agents or otherwise, to do in any and every part of the world any and all the things set forth herein, to the same extent as natural persons might or could do, and in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we hereby expressly

Page #2. Articles of Incorporation.

provide that this corporation may engage in business as follows, to-wit:-

- (a) To plant, grow, produce, buy, sell, ship, exchange, consign, trade and market all kinds of fruits, vegetables and other horticultural and agricultural products.
- (b) To dry, evaporate, dehydrate, can, preserve, pickle, box and pack all kinds of fruits and vegetables.
- (c) To maintain and keep cold or other storages, warehouses and packing houses for the storage, deposit and packing of goods, wares and merchandise of all kinds and descriptions.
- (d) To purchase, own, lease, acquire, cultivate and improve and develop farms, orchards, farm and orchard lands, and other kinds of real property and all rights, interests and easements therein.
- (e) To buy, sell and exchange all kinds of orchard and farm machinery, all kinds of orchard and farm supplies, and spray materials, and all kinds of packages or containers for horticultural and agricultural crops and produce.
- (f) To do a general fruit and produce brokerage, commission and factor business.
- (g) To borrow or loan money and extend credit; to pledge, mortgage, hypothecate and convey any or all of the property of said corporation to secure the debts of said corporation.
- (h) To purchase and/or subscribe for shares of stock in other corporations, and the bonds thereof, and to purchase, hold, mortgage, sell and convey or otherwise dispose of real and personal property.
- (i) To purchase or otherwise acquire, own, hold, improve, sell or otherwise dispose of, convey, lease, deal in, mortgages, and/or leases, and real and personal property of every description; to purchase or otherwise acquire, lease, assign, transfer, sell or otherwise dispose of, mortgage and/or convey all rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
- (j) To lend money, make advances and extend credit, and to take, own, hold, sell, assign, transfer or otherwise dispose of mortgages and all other forms of security.
- (k) To establish agencies, offices, places of business, warehouses and storage houses, and to sell and otherwise dispose of any and all articles and products owned and possessed by

Page #8. Articles of Incorporation.

it in Idaho, and in other states, districts, and possessions or territories of the United States of America, and in foreign countries.

- (l) To do any and all things it may deem necessary in connection with the ownership, care, protection, improvement, and the handling of all real and personal property and water rights by it owned, leased or possessed.
- (m) To lease from others warehouses, packing plants, air and cold storage plants, evaporating and dehydrating plants, and other instrumentalities for the purpose of carrying on the business of the said corporation and to operate and conduct the same.
- (n) To buy, sell, trade, and barter, both at wholesale and retail, all the products set forth in the preceding subdivisions: a, b, and c, both in their finished state, and in the raw materials entering into their manufacture.
- (o) To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated which shall at any time appear conducive or expedient for the protection of the corporation, and in general carry on any business, manufacturing, agricultural, transportation or otherwise, not expressly prohibited by the laws of the State of Idaho, and in other states and jurisdictions wherever it may be permitted to do or cause to be done the purposes herein enumerated.

V.

There shall be two kinds of stock issued by the said corporation, Preferred and Common. The total aggregate par value of all of the shares of capital stock in this corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into One Hundred (100) Shares of Preferred Stock, each having a par value of One Hundred (\$100.00) Dollars, and Four Hundred (400) Shares of Common Stock, each having a par value of One Hundred (\$100.00) Dollars.

VI.

The Preferred Stock is non-assessable, and is entitled in preference to the Common Stock to dividends at the rate of seven per cent per annum, payable quarterly, semi-annually or annually as the Board of Directors may determine, cumulative from and after the date of issue, and in any distribution of assets to the payment

of the full value thereof, plus accrued dividends, but to no other dividend or payment.

VII.

The corporation shall be granted the option of repurchasing and retiring the Preferred Stock, or any part thereof, at par value plus accrued interest, at any time prior to the first day of April, 1933.

VIII.

The Board of Directors of this corporation shall consist of three (3) stockholders, and the following are the names and post office addresses of the directors, who shall serve until the first annual meeting of the stockholders, to be held as provided in the By-Laws, or until their successors shall be elected or appointed, to-wit:-

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>
J. C. Watson	Parma, Idaho
Emma B. Watson	Parma, Idaho
W. E. Kerrick	Parma, Idaho

IX.

The names and post office address of each of the incorporators of this corporation and the number of shares of Common Stock subscribed by each are as follows, to-wit:-

<u>NAME</u>	<u>POST-OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
J. C. Watson	Parma, Idaho	244
Emma B. Watson	Parma, Idaho	5
W. E. Kerrick	Parma, Idaho	1

X.

Stockholders holding Preferred Stock shall not be eligible to serve as directors of the corporation, nor shall they be permitted to vote at any meeting of the stockholders of said corporation.

XI.

That all stock issued by the said corporation shall be non-assessable.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 31st day of May, A. D. 1933.

Witnesses us to the
signatures:-----

Ernest Anderson.

J. C. Watson (SEAL)
Emma B. Watson (SEAL)
W. E. Kerrick (SEAL)

State of Idaho,)
County of Canyon,) SS.

On this 31st day of May, 1933, before me, ERNEST ANDERSON, a Notary Public in and for said State, personally appeared J. C. WATSON, EMMA B. WATSON and W. E. KERRICK, 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 affixed my official seal the day and year in this certificate first above written.

Ernest Anderson.
Notary Public for Idaho.
Residing at Parma, Idaho.