



CERTIFICATE OF INCORPORATION

GEO. H. CURTIS,

I, [REDACTED] 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 NISIAN STARCH COMPANY, INC.

was filed in the office of the Secretary of State on the **Twenty-ninth** day
of **April** A. D. One Thousand Nine Hundred Thirty-**four** and
on Film Roll **XXXXXX Forty-four**
duly recorded **XXXXXX** of Record of Domestic Corporations, of the State of Idaho,
XXXXXX No. 2
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

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
from the date hereof, with its registered office in this State located at **perpetual**
existence

in the County of **Franklin**
St. Anthony 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 **Twenty-ninth** day
of **April**, in the year of our Lord
one thousand nine hundred **thirty-four**,
and of the Independence of the **United States** of
America the One Hundred **Sixty-eighth**

Secretary of State.

ARTICLES OF INCORPORATION OF THE MENAN STARCH COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, do hereby associate ourselves together in order to form a corporation for the purposes hereinafter stated, pursuant to the provisions of the laws of the State of Idaho, and do hereby certify as follows, to-wit:

ARTICLE I

The name of this corporation is hereby designated as THE MENAN STARCH COMPANY, INC.

ARTICLE II

The corporation is to have a perpetual and unlimited term of existence, or until said corporation is terminated or dissolved pursuant to law.

ARTICLE III

The location and Post Office address of the registered office and principal place of business of the corporation is St. Anthony, Fremont County, Idaho.

ARTICLE IV

The total authorized capital stock of said corporation is \$25,000.00, divided into two hundred and fifty shares of the par value of \$100.00 per share; and all of said stock shall be non-assessable common stock of the same class, and each share of said stock shall have equal voting power and other rights with every other share.

ARTICLE V

The purposes for which said corporation is formed are as follows, to-wit:

1. To make, manufacture and produce all kinds of starch, and other by-products, from potatoes, and/or from any other farm products,

and to buy, sell and otherwise deal in potatoes or other farm products for that purpose, and to buy, sell and otherwise deal in starch and other by-products manufactured from said potatoes or other farm products.

2. To purchase, lease or otherwise acquire, own, hold, and to mortgage, sell, assign, transfer, lease, pledge, exchange and otherwise dispose of all kinds of property, both real and personal, within or without the State of Idaho, which is or shall be suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

3. To build, erect, construct, purchase or otherwise acquire, own provide, establish, maintain, hold, lease, repair, improve, and occupy factories, warehouses, agencies, buildings, structures, offices, works, machinery, plants and all other things of whatsoever kind or nature, within or without the State of Idaho, suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

4. To borrow money of any person, firm or corporation, and to issue bonds, promissory notes or other obligations of this corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or by any other lawful means; and to enter into, make perform, and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, county, state or other Governmental body, agency or sub-division; and, without limit as to amount, to draw, make, accept endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or other-

wise, so far as may be permitted by the laws of the State of Idaho.

5. To purchase, acquire and own its own shares of stock at such prices as may be fixed by its Board of Directors and accepted by the holders of the stock purchased, and to re-sell any such stock so purchased at such prices as may be fixed by its said Board of Directors.

6. To carry on any other business, whether manufacturing or otherwise, which may seem by 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, and in general to carry on any other operations in connection with the purposes hereinbefore set forth, and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed therein, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do, and any and all recitations or enumerations of particular powers in these articles shall not be exclusive, but all other lawful powers not inconsistent therewith, or with the laws of the State of Idaho, are included herein.

ARTICLE VI

The names and Post Office address of the incorporators, and the number of shares of stock subscribed by each, are as follows:

Marvin J. Aslett	St. Anthony, Idaho	20 shares
Lew W. Davis	"	"
Donald W. Simpkins	"	"

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of Directors consisting of five members, and no person shall be eligible to election as a director unless he shall be a stockholder, having not less than one share of stock in his own name. The names and residence

of the directors who are hereby appointed to serve until the election and qualification of their successors, are as follows:

Marvin J. Aslett	St. Anthony, Ida.
Donald W. Simpkins	"
Lew W. Davis	"
Ralph E. Gale	Boise, Ida.
Arnold T. Prestgard	Idaho Falls, Ida.

The directors of the corporation shall have the power to make, adopt, amend and repeal by-laws for the corporation, providing, however, that any by-laws so adopted or amended by said directors may be altered or repealed by the vote of two thirds of the outstanding shares of stock of said corporation.

No director shall be disqualified by his office from contracting with the corporation, either as an officer, agent, manager or employee thereof, or as a vendor, purchaser or otherwise; nor, in the absence of actual fraud, shall any such contract be invalid or voidable by reason of the fact that some or all of the directors are interested therein, nor shall any director be incapacitated from voting upon such contract, or with respect to any such action by reason of such interest.

ARTICLE VIII

The officers of this corporation shall consist of a president, vice-president and a secretary-treasurer.

The officers for the first year and until their successors are elected and qualified shall be Marvin J. Aslett, President; Donald W. Simpkins, Vice president; and Marie Aslett, Secretary-Treasurer.

IN WITNESS WHEREOF we have hereunto set our hands this 26th day of April 1944.

Marvin J. Aslett
Lew W. Davis
D. W. Simpkins

STATE OF IDAHO

County of Fremont

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On this 26th day of April, in the year 1944, before me, W. H. Foley ^{Clerk of District Court}, a ~~Notary Public~~ in and for said County, personally appeared Marvin J. Aslett, Donald W. Simpkins, and Lew W. Davis, 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.

W. H. Foley ^{Clerk of District Court}
~~Notary Public for Idaho~~
Residing in St. Anthony, Idaho.