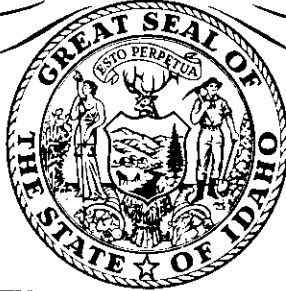


# State of Idaho



## 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

**KAMIAH GRAIN, INC.**

was filed in the office of the Secretary of State on the **sixteenth** day of **December** A.D., One Thousand Nine Hundred **seventy** and ~~will be~~ duly recorded on ~~film~~ **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 **Kamiah , Idaho** in the County of **Lewis**

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 **16th** day of **December** , A.D., 19 **70** .

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

KAMIAH GRAIN, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States of America, all of legal age, and residents of the state of Idaho, do hereby associate ourselves together to form a corporation, and in order to form a corporation for the purposes hereinafter stated under the provisions of the General Business Corporations laws of the State of Idaho, do hereby CERTIFY AND DECLARE as follows:

I.

The name of this corporation is, KAMIAH GRAIN, INC.

II.

The objects and purposes for which this corporation is formed are as follows;

A. To engage in the hauling of all types of goods and commodities from one point to another. Also, to accept from and deliver to other shippers, trucking firms, railways, airlines, or water carriers, both public and private; all types of commodities, to store the same, to feed and care for any livestock involved. Also, to have one or more officers or places of business, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and convey real and personal property situated in or out of this state. Also, to construct, purchase, contract, lease, or otherwise acquire, maintain and operate recreational facilities, wholesale and retail merchandising and service business or any other legal businesses, as authorized by the laws of the State of Idaho and the United States of America, including any and all legal agricultural facilities. Also to purchase, lease or otherwise acquire land for the purposes of erecting office buildings, plants, work-shops, dwelling houses, warehouses, stores, hotels, motels and other buildings in connection with the foregoing purposes.

B. To invest in, take over, buy, sell, pledge and exchange stock, shares, bonds, and other securities of any company whether incorporated under the laws of the several commonwealths or under the laws of any foreign company or country. To make advances upon, hold in trust, buy and sell on commission, and sell or dispose of any investment aforesaid, or to act as auditor for any of the above or like purposes. To hold, purchase, or otherwise acquire, to sell, assign, transfer, mortgage, pledge, pledge on margin, or otherwise dispose of shares of the capital stock, bonds or securities issued or created by any corporation, and while the holder thereof, to exercise all the rights and privileges of ownership including the right to vote thereof. To cause or allow the legal title, estate and interest in any property acquired, established or carried on by the company to remain or to be vested or registered in the name of or carried by the company or any other companies, foreign or domestic, formed or to be formed, and either upon trust for or as agent, or nominee of this company, or upon other terms or conditions which the Board of Directors may consider for the benefit of this company, and to manage the affairs or take over and carry on the business, of such company or companies, so formed, either by acquiring the shares, bonds or other securities thereof, or otherwise howsoever, or to exercise any or all of the powers of the holders of shares, bonds or securities thereof, and to receive and distribute as profits or dividends any interest on such shares, bonds or other securities. To guarantee the payment of dividends or interest on any shares, debentures or other securities, issued by, or any other contracts or obligations of any corporation, when in the judgment of directors the same is proper or necessary for the business of the company, provided the acquired authority be first obtained from the Board of Directors for that purpose.

C. To remunerate any person or persons or corporations for the services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares of the companies capital stock or any debentures

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or securities thereof, or in or about the formation or promotion of the company or the conduct of its business as deemed proper.

III.

This Corporation is formed to have perpetual existence from the date of its incorporation.

IV.

The principal place of business and its registered offices are and is Kamiah, Lewis County, State of Idaho.

V.

The number of directors of this corporation shall be three (3) but such number may, from time to time, be increased or decreased in such manner as may be provided in the By-Laws. In case of an increase in the number of directors, the additional directors may be elected by the directors then in office, and as such director or directors so elected they shall hold office until the next annual meeting of members, and until their successors are elected and qualified. The first board of directors of this corporation shall be as follows: T. E. Robinson, Kamiah, Idaho; Orville H. Martin, Kamiah, Idaho; and Linda R. Martin, Kamiah, Idaho.

VI.

The capital stock of this corporation shall be in the total sum of \$10,000.00 and shall be divided as follows:

Common Stock	200 Shares Par Value per share	\$ 50.00
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The voting stock of this corporation is the common stock and no other stock shall have any voting rights in this corporation. The Common Stock shall participate in the distribution of profits as set forth in the By-Laws of this Corporation. The Corporation may purchase and own shares of its own Common Stock and hold the same as treasury stock.

VII.

The Capital stock subscribed for in the corporation is as follows:

T. E. Robinson, Kamiah, Idaho - Common	2 Shares Par Value	\$ 100.00
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Orville N. Martin, Kamiah, Idaho - Common 1	Shares Par Value	\$ 50.00
Linda E. Martin, Kamiah, Idaho - Common 1	Shares Par Value	\$ 50.00

VIII.

The corporation shall be governed by a duly adopted code of by-laws, which by-laws shall not be inconsistent with the provisions of these Articles of Incorporation, nor inconsistent with the corporation agreement of the parties, nor inconsistent with the laws of the State of Idaho; a meeting of the corporation shall be held and the said by-laws shall be adopted in accordance with the provisions of the laws of the State of Idaho after the issuance by the Secretary of the said State of Idaho of the Certificate of the corporation.

IX.

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho made and provided therefore.

IN WITNESS WHEREOF, We, the undersigned, being all of the incorporators hereinabove mentioned, hereunto set our hands and seals as of the 16 day of December, 1970.

T. E. Robinson  
T. E. Robinson  
Orville N. Martin  
Orville N. Martin  
Linda E. Martin  
Linda E. Martin

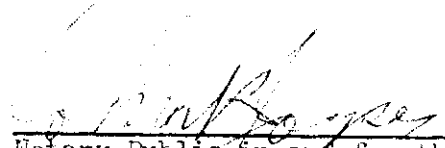
STATE OF IDAHO       )  
                              : ss  
County of Lewis     )

On this 16 day of December, 1970, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared T.E. Robinson, Orville N. Martin, and Linda E. Martin, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that that they executed the same.

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

(SEAL)

  
Notary Public in and for the State  
of Idaho, residing at Nezperce  
therein.