



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

MOOREHEAD FARMS, INC.

was filed in the office of the Secretary of State on the **Thirteenth** day of **June** A.D., One Thousand Nine Hundred **Sixty-eight** 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 **Fruitland,** in the County of **Payette.**

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 **13th** day of **June**, A.D., 19 **68**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

MOGENSEN FARMS, INC.

An Idaho Corporation

WE, THE UNDERSIGNED, being persons over the age of 21 years or more, legally competent to enter into contracts, for the purpose of forming a private corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

I. CORPORATE NAME: The name assumed by the Corporation and by which it shall be known is: MOGENSEN FARMS, INC.

II. PURPOSES: The purposes of this Corporation are:

(1) To engage in fruit ranching and general and row-crop farming, both on its own account or as a landlord or as a tenant; to purchase, market, and sell farm products of every kind, both on its own account and as agent for other persons or corporations; to buy, lease, cultivate, manage, operate, and sell farm properties and products therefrom both on its own account and as agent for other persons or corporations, and to engage in any agricultural pursuit or undertaking.

(2) To do and transact all business properly connected with or incidental to any or all of the objects and purposes of the Corporation.

(3) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein.

(4) To appoint such officers, employees and agents as the business of the Corporation may require and to

allow them compensation.

(5) To issue shares and admit shareholders, and to engage in all transactions incident to the same.

(6) To purchase the shares of other corporations, or to purchase its own shares.

(7) To make accomodation guaranties, endorsements, or contracts of suretyship.

(8) To enter into a partnership or joint venture to carry out any of the business purposes for which this corporation is organized.

(9) To engage in any activity or to do anything with the objects and purposes hereinbefore mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers shall not be held to restrict the power of the corporation to do any of the things within the purview of its general powers.

III. DURATION: The period of this Corporation is perpetual.

IV. REGISTERED OFFICE: The location and postoffice address of the registered office and principal office of the Corporation in the State of Idaho is Route No. 1, Fruitland, Idaho 83619.

V. TOTAL AUTHORIZED SHARES: The total authorized number of par value shares is ONE HUNDRED. The aggregate par value of the total authorized number of par value shares is One Hundred Thousand Dollars (\$100,000.00).

VI. COMMON STOCK--PAR VALUE: The capital stock of the Corporation is divided into 100 shares of common stock. The par value of each share shall be One Thousand and No/100 (\$1,000.00) Dollars, and such stock shall be nonassessable.

At every meeting of the shareholders, every holder of common stock of the Corporation shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, every holder of the common stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

VII. The shares of the Corporation shall be transferable only on the books of the Corporation upon surrender of the certificate or certificates representing the same, properly endorsed by the registered holder or by his duly authorized representative. In case a shareholder desires to sell his shares of stock to a non-shareholder, he must either obtain written consent of the remaining shareholders or first offer them for sale to the Corporation and to the remaining shareholders, it being the intention hereof to give them a preference in the purchase of them, and any attempted sale in violation of this provision is null and void. A shareholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the Corporation, stating the terms of sale, and unless his terms are accepted by the Corporation or by any or all of the other shareholders within six months thereafter, they shall be deemed to have waived their privilege of purchasing and he is free to sell to anyone else.

VIII. INCORPORATORS: The name and address of each Incorporator and the number of common stock shares for which each subscribes is as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
Carl A. Mogensen	Route #1 Fruitland, Idaho 83619	One
Vernice Mogensen	Route #1 Fruitland, Idaho 83619	One
Neil A. Mogensen	1620 Fillmore Caldwell, Idaho 83605	One

IN WITNESS WHEREOF, We, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Idaho, and pursuant to the Corporation Laws of the State of Idaho, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 30 day of April, 1968.

Carl A. Mogensen
Carl A. Mogensen

Vernice Mogensen

Vernice Mogensen
Neil A. Mogensen

STATE OF IDAHO)
County of Canyon) ss.

Neil A. Mogensen

On this 30 day of April, 1968, before me, the undersigned, a Notary Public in and for said State, personally appeared Carl A. Mogensen, Vernice Mogensen and Neil A. Mogensen, 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 affixed my official seal the day and year first above written.

Wm. J. Branner
Notary Public for Idaho
Residing at Caldwell, Idaho