

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PISCES INVESTMENTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 31, 1985



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

PISCES INVESTMENTS, INC.

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SEC. OF STATE  
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing as follows:

ARTICLE I

NAME

The name of said corporation shall be PISCES INVESTMENTS, INC.

ARTICLE II

PURPOSES AND POWERS

That the purposes for which said corporation is formed are as follows:

1. To carry on, conduct and engage in the business of hatching, raising and selling rainbow trout, and to do all things reasonably related or connected with such business, including the purchase, construction and/or development of fish hatcheries and other aquaculture facilities.

2. To purchase and acquire, through issuance of its capital stock or otherwise, and to own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, operate, plant, improve, cultivate, develop, landscape, construct, maintain, equip, and generally deal in any and all types of real estate, improved and unimproved, and any and all other types of property, real or personal, of every kind and description, wheresoever situated.

3. To manufacture, produce, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and deal in any and all items of personal property, including, but not limited to, equipment, supplies and materials related to aquaculture.

4. To act as general contractor or subcontractor on all types of construction projects, and to employ, engage and contract with or for architects, engineers, consultants and building contractors.

5. To make, enter into, perform and carry out contracts of every kind and nature, including, but not limited to, contracts and agreements of partnership and joint venture, with any person, firm, association, corporation or other legal entity for the purpose of engaging in any and all kinds of lawful business enterprises and ventures.

6. To acquire the good will, rights, property interests, franchises, options and assets of all other kinds and nature, and to undertake a whole or any part of the liabilities of any person, firm, association, corporation or other legal entity upon such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.

7. To incur debt and to borrow, and to secure the payment of money in any lawful manner, including the issuance of bonds, warrants, debentures, notes or other evidences of indebtedness as may be necessary to accomplish and further the lawful activities of this corporation.

8. To acquire, by purchase, gift, or otherwise, shares of its own corporate stock, and to cancel the same or any part thereof, or to hold any or all of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders, and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the interests and rights of the corporation and its shareholders.

9. Without limiting any of the objects, purposes or powers of the corporation, it is hereby expressly declared and provided that said corporation shall have the power to do all acts or things necessary, incidental, or convenient to the promotion, either directly or indirectly, of the interests of the corporation, or to enhance the value or render profitable any of its property or right; and in carrying on its business, or for the purpose of obtaining and furthering any of its objects, as hereinabove defined and specified, to do any and all acts and things which may now or hereafter be authorized by law.

The purposes specified hereinabove shall be construed both as purposes and powers of this corporation, and shall be

in \_\_\_\_\_ limited or restricted by reference to, or inference from, the terms of any other clause in this or any other Article. The purposes and powers specified in each of the clauses herein shall be regarded as independent, and the enumeration of specified purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another which is not expressed, although it be of a like nature. The enumeration of this Article and of the purposes and powers of this corporation shall not be held to limit or restrict in any manner the general powers conferred upon business corporations by the laws of the State of Idaho, all of which powers and purposes are hereby expressly claimed.

### ARTICLE III

#### DURATION

That the corporation shall have perpetual existence.

### ARTICLE IV

#### REGISTERED OFFICE

That the registered office of said corporation shall be located in the County of Twin Falls, State of Idaho, and that the post office address of said registered office shall be PO Box 701, Twin Falls, Idaho, 83303.

### ARTICLE V

#### REGISTERED AGENT

That the registered agent for the corporation, for the purpose of receiving notices and service of process, shall be J. Evan Robertson, PO Box 701, Twin Falls, Idaho, 83303. The physical address of both the initial registered office and initial registered agent shall be 389 Meadows Lane, Twin Falls, Falls, Idaho, 83301.

### ARTICLE VI

#### STOCK

The capital stock of this corporation shall be composed entirely of stock of no par value, and the authorized number of shares of no-par-value stock shall be 5,000, which stock shall be common stock and shall be nonassessable.

ARTICLE VII

OUTSTANDING SHARES

The amount of capital stock of said corporation which has actually been subscribed for is two (2) shares, and the following are the names and post office addresses of said subscribers:

<u>Name of Incorporator</u>	<u>Post Office Address</u>	<u>Number of Shares Subscribed</u>
J. Evan Robertson	PO Box 701 Twin Falls, Idaho 83303	1
Michael G. Greene	PO Box 701 Twin Falls, Idaho 83303	1

ARTICLE VIII

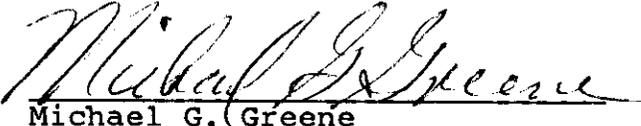
BOARD OF DIRECTORS

That the initial Board of Directors shall be comprised of three (3) persons, to-wit:

<u>Name of Director</u>	<u>Address of Director</u>
J. Evan Robertson	PO Box 701 Twin Falls, Idaho 83303
Michael G. Greene	PO Box 701 Twin Falls, Idaho 83303
Percy Greene	266 Buchanan Street Twin Falls, Idaho 83301

IN WITNESS WHEREOF, we have hereunto set our hands this 24 day of July, 1985.

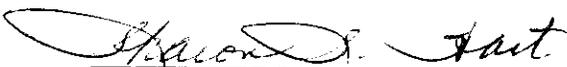
  
\_\_\_\_\_  
J. Evan Robertson

  
\_\_\_\_\_  
Michael G. Greene

STATE OF IDAHO )  
County of Twin Falls ) ss.

On this 24th day of July, 1985, before me, a Notary Public, in and for said County and State, personally appeared J. Evan Robertson, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he 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.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls

STATE OF IDAHO )  
County of Twin Falls ) ss.

On this 24th day of July, 1985, before me, a Notary Public, in and for said County and State, personally appeared Michael G. Greene, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he 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.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls

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