

Paula Hwebl Mont Co Inc 46589

1/2

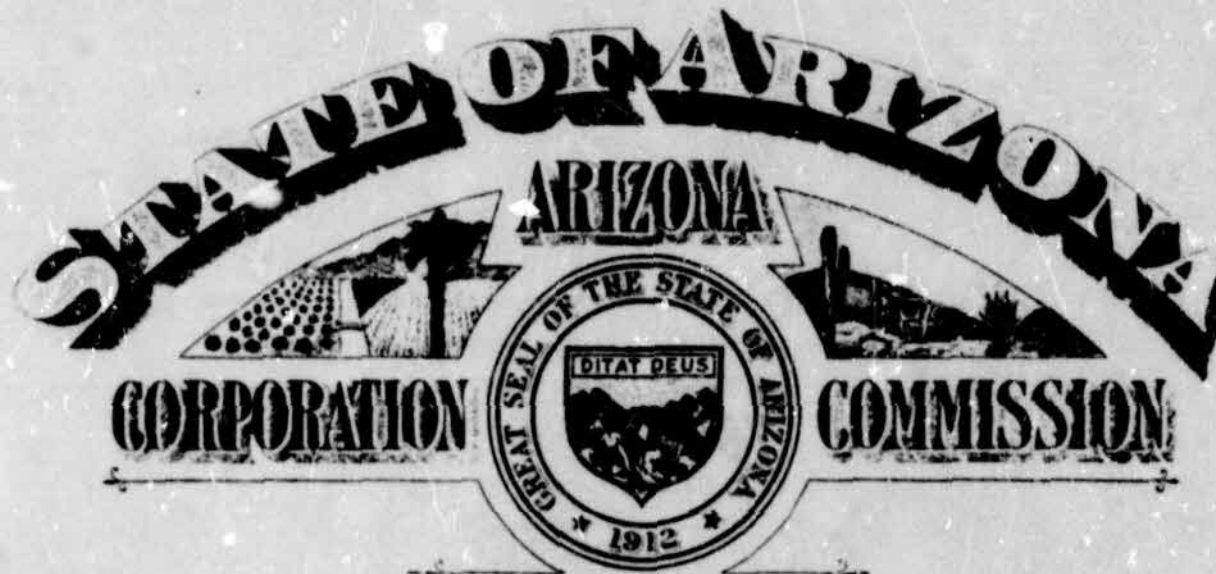
Southwest Meat Co Inc

16889

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To all to Whom these Presents shall Come, Greeting:

BE IT KNOWN THAT

TAYLOR MEAT CO.

HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES, IS, BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA, HEREBY GRANTED THIS

CERTIFICATE OF INCORPORATION

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION, UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY-FIVE YEARS FROM THE DATE HEREOF, UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

In Witness Whereof, I, WILLIAM T. BROOKS

THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS
DAY OF **October** **13th**
A. D. **1955**

CHAIRMAN.

ATTEST:

SECRETARY.

NO. **46889**

BY

ASSISTANT SECRETARY

VERNON C. WRIGHT
RECORDER
CARA N. BETTS
DEPUTY



OFFICE OF THE
COUNTY RECORDER
YUMA COUNTY
YUMA, ARIZONA

October 11, 1955



Arizona Corporation Commission
Phoenix, Arizona

Dear Sir:

The Articles of Incorporation of Taylor Meat
Co. were recorded in this office on the 7th
day of October, 1955 in Docket 147 at page 268.

Yours very truly,

Vernon C. Wright, County Recorder

By *Cara N. Betts* Deputy

*Robinson & Palmer
650 So. Spring St
Los Angeles, Calif*

HL 8895c

Appointment of Agent

Know All Men By These Presents: That TAYLOR MEAT CO.

....., a corporation organized under the
law of Arizona, does hereby appoint John H. Westover

of Yuma, Arizona, who has been a bona fide resident of Arizona
for at least three years, its lawful agent in and for the State of Arizona for and in
behalf of said Company, to accept and acknowledge service of, and upon who may be
served, all necessary process or processes in any action, suit or proceeding that may be
had or brought against the said Company in any of the Courts of said State of Arizona,
such service of process or notice, or the acceptance thereof by said agent endorsed
thereon, to have the same force and effect as if served upon the President and Secre-
tary of said Company, the said Corporation hereby revoking any appointment of agent
heretofore made by it for the purposes designated.

In Witness Whereof, the said corporation has caused these presents to be signed
by its President, and attested by its Secretary, at Yuma
in the State of Arizona this 17th
day of September, 19 55.

William Taylor
William Taylor - President

By the President of the TAYLOR MEAT CO.

Attest:

Stephen H. Sturges
Stephen H. Sturges - Secretary

Appointment of Agent

COMPANY

[Faint, illegible text, likely bleed-through from the reverse side of the document]

ARTICLES OF INCORPORATION
OF
TAYLOR MEAT CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, having associated ourselves together for the purpose of forming a corporation under the laws of Arizona, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be TAYLOR MEAT CO.

ARTICLE II - PLACE OF BUSINESS

Its principal place of business within Arizona shall be 825 Orange Avenue, City of Yuma, County of Yuma, but other offices may be established or maintained within or without Arizona, at such places as the stockholders or the Board of Directors may designate, where meetings of stockholders and Directors may be held and any and all corporate business transacted.

ARTICLE III - PURPOSE

The general nature of the business proposed to be transacted is, to wit: Purchasing, feeding, raising, slaughtering, packing and selling of livestock and cattle, and the selling of meat at wholesale and retail.

ARTICLE IV - POWERS

This corporation shall have and possess the following powers:

To carry on and conduct business in the United States or elsewhere as factors, agents, commission merchants, or merchants to buy, sell, manipulate, and deal in, at wholesale or retail, merchandise, goods, products, and commodities of every sort, kind or description, and to carry on any other business, whether manufacturing or otherwise, which can be conveniently carried on in conformity with this company's general purposes.

To open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by the company

to remain or be vested in the name of or carried on by any other company formed, or to be formed, and to exercise all or any of the powers of any such company or holders of shares of stock or securities thereof, and to receive and distribute as profits the dividends and interest on such shares of stock and securities.

To engage in, carry on, and operate anywhere and everywhere, any and all business, affairs, enterprises, and undertakings which any citizen of the United States of America might engage in, carry on, and operate, including any and all powers and rights of any such citizen to acquire, own, hold, deal in, and dispose of any and all kinds of property, real, personal, and mixed, and tangible and intangible, including powers and right to mortgage and sell and otherwise dispose of any part of or all of its own corporate assets and property, subject only to any specific restrictions imposed by the laws of the State of Arizona, or the laws of the United States of America, unless specifically prohibited by the laws of the State of Arizona or the laws of the United States of America and further, in addition to the foregoing powers which any such citizen of the United States of America might have in engaging in, carrying on, and operating any such business, affairs, enterprise or undertaking, to enjoy, exercise and hold any and all powers and rights which a corporation may enjoy, exercise, and hold, including the holding and use of franchises, licenses and rights of acquiring property by eminent domain, subject to any specific restrictions imposed by the laws of the State of Arizona or the laws of the United States.

ARTICLE V - CAPITAL STOCK

The total authorized capital stock of this corporation is Fifty Thousand Dollars (\$50,000.00), divided into Five Thousand (5,000) shares of common stock without par value, which shall be paid, at such time as the Board of Directors may designate, in cash, services, land lease, option to purchase, or any other valuable right or thing, for the uses and purposes of the corporation, and all shares of capital stock when issued in exchange therefor, shall thereupon and thereby become and be

fully paid the same as though paid for in cash, and shall be non-assessable forever, and the judgment of the Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE VI - TERM OF INCORPORATION

The commencement of the corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Arizona Corporation Commission, and it shall endure for the full term of Twenty-five (25) years thereafter, with the privilege of perpetual succession as provided by statute.

ARTICLE VII - MANAGEMENT

The affairs of the corporation shall be conducted by a Board of Directors and such officers as the said Directors may elect or appoint. The number of Directors shall be designated by the By-Laws, and the Directors, who need not be stockholders, shall be elected at the annual meeting of stockholders, to be held on the first Tuesday in April of each and every year. Until the first annual meeting of the stockholders and until their successors shall have been elected and shall have qualified, the following named persons shall be the officers and Directors:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
WILLIAM TAYLOR	President	Yuma, Arizona
CLARENCE JONES	Vice-President	Yuma, Arizona
STEPHEN H. STURGES	Secretary-Treasurer	Yuma, Arizona

ARTICLE VIII

The highest amount of indebtedness or liability to which this corporation shall be subject shall not exceed an amount equal to two-thirds of the capital stock of this corporation, provided that such limitation may be exceeded by the vote of not less than three-fourths of the shareholders present and entitled to vote at a duly called shareholders' meeting.

ARTICLE IX - BY-LAWS

The Board of Directors of this corporation shall have power to fully adopt, appoint, amend and discontinue corporate By-Laws. Said By-Laws may provide for the removal of officers and the filling of vacancies by

said Board, and may also provide for restrictions on the sale or transfer of the shares of this corporation.

ARTICLE X- EXEMPTION

The private property of the stockholders of the corporation shall be forever exempt from its debts or obligations.

ARTICLE XI - INCORPORATORS

The names, post office addresses and residences of the Incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
WILLIAM TAYLOR	Yuma, Arizona
CLARENCE JONES	Yuma, Arizona
STEPHEN H. STURGES	825 Orange Avenue Yuma, Arizona

IN WITNESS WHEREOF, we have hereunto affixed our signatures
this 17th day of September, 1955.

William Taylor
William Taylor

Clarence Jones
Clarence Jones

Stephen H. Sturges
Stephen H. Sturges

STATE OF ARIZONA }
COUNTY OF YUMA } ss.

Before me, *Charles W. Thomas, Jr.*, a Notary Public in and for the County and State aforesaid, on this day personally appeared WILLIAM TAYLOR, CLARENCE JONES and STEPHEN H. STURGES, known to me to be the same persons who signed the foregoing instrument, and acknowledged to me that they executed the same for the uses and purposes therein mentioned.

Given under my hand and seal of office this 17th day
of September, 1955.

Charles W. Thomas, Jr.
Notary Public in and for the County
of Yuma, State of Arizona

My Commission Expires:

My Commission Expires Feb. 2, 1959

ROBINSON AND EWEERS
ATTORNEYS AT LAW
5012 VANDERBILT BLDG
429 SOUTH BRADLEY ST
LOS ANGELES 4
MICHIGAN 7281

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
FILED

SEP 26 1955

46889

At 1:05 P.M. at request of
Robinson & Eweers
whose address is 650 S. Spring Street
Los Angeles 4, California
MEL D. MICHAEL
SECRETARY

By Mary E. Brown

JOHN MOORE ROBINSON
WALTER R. POWERS
ROBERT M. HIMROD
ERIC C. PEYS
FRANKLIN K. LANE III

ROBINSON AND POWERS
ATTORNEYS AT LAW
SUITE 1030 BANK OF AMERICA BUILDING
650 SOUTH SPRING STREET
LOS ANGELES 14

TELEPHONE
MICHIGAN 7785

CABLE ADDRESS
"ROGPO"

OUR FILE NO. _____

Sept. 23, 1955

Arizona Corporation Commission
State Capitol
Phoenix, Arizona

Re: Taylor Meat Co.

Dear Sirs:

Enclosed herewith please find original and one copy of the Articles of Incorporation of the above named company for filing and certification by your office. Kindly return the certified copy to this office for filing with the appropriate County Recorder.

Also enclosed please find a form appointing statutory agent for the above corporation.

Our check in the amount of \$42.00 is enclosed to cover payment of all filing fees.

Very truly yours,

Franklin K. Lane III
of Robinson and Powers

FKL:DP
Encs.



September 26, 1955

Robinson and Fowers
Suite 1030 Bank of America Building
650 South Spring Street
Los Angeles 14, California

Gentlemen:

We have this date filed and placed of record Articles
of Incorporation of TAYLOR MEAT CO., an Arizona corpora-
tion.

We enclose herewith one certified copy of the above
together with Receipt No. 51460 covering your Check No.
13216 in the amount of \$42.00, filing fees.

Very truly yours,

ARIZONA CORPORATION COMMISSION

HELIX J. LUND
Incorporating Division

ms
Enc.

October 13, 1955

Robinson and Powers
650 S. Spring St.
Los Angeles 14, California

Gentlemen:

We have this date filed and placed of record
Notice of Recordation in Yuma County of the
Articles of Incorporation of TAYLOR MEAT CO.,
an Arizona corporation.

We attach hereto the Certificate of Incorporation.

Very truly yours,

ARIZONA CORPORATION COMMISSION

KELLE J. LUND
Director of Incorporating

EE

46 889

November 30, 1955

Robinson and Powers
Attorneys At Law
Suite 2030 Bank of America Building
Los Angeles 14, California

Gentlemen:

We have this date filed and placed of record
Affidavit of Publication of the Articles of
Incorporation of TAILOR MEAT CO., an Arizona
Corporation.

Very truly yours,

ARIZONA CORPORATION COMMISSION

BELLE J. LUND
Director of Incorporating

SS

46889

JOHN MOORE ROBINSON
WALTER R. POWERS
ROBERT M. HIMROD
ERIC C. PEPPS
FRANKLIN K. LANE III

ROBINSON AND POWERS
ATTORNEYS AT LAW
SUITE 1030 BANK OF AMERICA BUILDING
680 SOUTH SPRING STREET
LOS ANGELES 14

November 28, 1955

TELEPHONE
MICHIGAN 7785

CABLE ADDRESS
"ROGPO"

OUR FILE NO. _____



Arizona Corporation Commission
Capitol Annex
Phoenix, Arizona

Re: Taylor Meat Co.

Dear Sirs:

Enclosed herewith please find the affidavit of publication of the Articles of the above named Arizona corporation in the Yuma County Farmer.

This affidavit is being forwarded to you for filing, in accordance with the laws of the State of Arizona.

Very truly yours,

Franklin K. Lane III

Franklin K. Lane III
of ROBINSON and POWERS

FKL:L
encl.

46689

Publisher's Affidavit of Publication

-oOo-

STATE OF ARIZONA }
COUNTY OF YUMA } ss.

Articles of Incorporation of Taylor Meat Company

ARTICLE IV - POWERS
This corporation shall have and possess the following powers:
To carry on and conduct business in the United States or elsewhere as factors, agents, commission merchants, or merchants to buy, sell, negotiate, and deal in, at wholesale or retail, merchandise, goods, products and commodities of every sort, kind or description and to carry on any other business, whether manufacturing or otherwise, which can be conveniently carried on in conformity with the company's general purposes.
To open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by the company to remain or be vested in the name of or carried on by any other company formed, or to be formed, and to exercise all or any of the powers of any such company or holder of shares of stock or securities thereof, and to receive and distribute as profits the dividends and interest on such shares of stock and securities.
To engage in, carry on, and operate anywhere and everywhere, any and all business, affairs, enterprises, and undertakings which any citizen of the United States of America might engage in, carry on, and operate, including any and all powers and rights of any citizen to acquire, own, hold, deal in, and dispose of any and all kinds of property, real, personal, and mixed, and tangible and intangible, including powers and rights to mortgage and sell and otherwise dispose of any part of or all of the own corporate assets.

Arizona
CLARENCE JONES, Vice-President,
Yuma, Arizona.
STEPHEN H. STUNGER, Secretary,
Treasurer, Yuma, Arizona.
ARTICLE VIII
The highest amount of indebtedness or liability to which this corporation shall be subject shall not exceed an amount equal to the amount of 77% of the total stock of this corporation as shown on the books of the corporation as of the date of the meeting of the Board of Directors at which the indebtedness was authorized to be incurred.
ARTICLE IX - OFFICERS
The Board of Directors of this corporation shall have power to elect, appoint, amend and discontinue the office of any officer, and to provide for the election, appointment and the filling of vacancies in the office of any officer, and may also provide for the election, appointment and the filling of vacancies in the office of any officer, and may also provide for the election, appointment and the filling of vacancies in the office of any officer.

MERLE D. SIMPKINS, having been first duly sworn, deposes and says: that THE YUMA COUNTY FARMER, is a newspaper of general circulation, published weekly by the Southwest Printers, Inc., in the City of Yuma, County of Yuma, State of Arizona; that he is the publisher of said paper; that the Articles of Incorporation of Taylor Meat Company

a printed copy of which, as it appeared in said paper, is hereto attached and made a part of this affidavit, was published in The Yuma County Farmer for six (6)

successive issues; that the date of the first publication of said articles

was October 20, 1955, and the date of

the last publication being November 24, 1955

and that the dates when said articles

was printed and published in said paper were:

October 20, 27, November 3, 10, 17, 24, 1955

Merle D. Simpkins

Subscribed and sworn to before me by the said Merle D. Simpkins
24th day of November, 19 55.

Escher Stewart
Notary Public

My commission expires Sept. 4, 1956



ARIZONA CORPORATION COMMISSION

ARIZONA TO HAVE
AMOUNT

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
FILED
NOV 30 1955

At _____ at request of
whose address is _____
MEL D. MICHAEL
SECRETARY

ARIZONA CORPORATION COMMISSION

ARIZONA CORPORATION COMMISSION

ARIZONA CORPORATION COMMISSION

ARIZONA CORPORATION COMMISSION

ARIZONA CORPORATION COMMISSION

ARIZONA CORPORATION COMMISSION

ARIZONA CORPORATION COMMISSION

ARIZONA CORPORATION COMMISSION

WESTOVER, MANSFIELD, WESTOVER & COPPLE
ATTORNEYS AT LAW
190 MADISON AVENUE - P. O. BOX 551
YUMA, ARIZONA

WM. H. WESTOVER
J. D. MANSFIELD
JOHN H. WESTOVER
WM. P. COPPLE
EDITH LAZOVICH

TELEPHONE
SUNSET 3-8811

October 12, 1956

Corporation Commission
Capitol Annex
Phoenix, Arizona



Gentlemen:

I have taken over the legal work for the Southwest Meat Co. Inc., which was formerly Taylor Meat Co. In receiving the files from the former attorneys I find in the files an affidavit of publication and a receipt from the County Recorder for publishing the original articles and for recording the original articles. As I understand it, these are to be filed with the corporation and I have therefore enclosed the same. In the event that these are merely duplicates, please return them to this office.

Please file the recorder's certificate for the amendments of the Articles of Incorporation changing the name to Southwest Meat Co. Inc.

Respectfully,

WESTOVER, MANSFIELD, WESTOVER
& COPPLE

By


John H. Westover

JHW/dl
encs

October 15, 1956

Westover, Mansfield, Westover & Copple
P. O. Box 991
Tusa, Arizona

Gentlemen:

We are returning herewith Affidavit of Publication of the Articles of Incorporation of TAYLOR MEAT CO. This Affidavit was already filed in this office on 11-30-55.

We are also returning herewith notice of recordation in Yuma County of the Articles of Incorporation of the same since copy of it was already filed in this office on 10-11-55.

We are this date filing the other notice of recordation in Yuma County you sent since this is no doubt for the Amendment which changed the name to SOUTHWEST MEAT CO., INC.

You will need to file the Affidavit of Publication of the above Amendment in this office also.

Very truly yours,

ARIZONA CORPORATION COMMISSION

BELLE J. LUND
Director of Incorporating

msa
Enc.

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
TAYLOR MEAT CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, Clarence E. Jones, as President and Irving Brodie as Secretary, of Taylor Meat Co., a corporation duly organized and existing by virtue of the laws of the State of Arizona, do hereby certify that at a meeting of the stockholders of the corporation at 190 Madison Ave., in the City of Yuma, Yuma County, Arizona, held on the 20th day of September, 1956, at the hour of 10:00 o'clock A. M., at which meeting all of the shareholders of the corporation of record were present, and that at said meeting Article I of the Articles of Incorporation of the corporation was duly amended by the unanimous affirmative vote of the persons holding all of the outstanding shares of stock in said corporation, as hereinafter more specifically set forth, by unanimous adoption of the following resolution as appears from the official records of the corporation, to-wit:

RESOLUTION

BE IT RESOLVED:

That Article I of the Articles of Incorporation be and the same is hereby amended to read as follows:

The name of this corporation shall be SOUTHWEST MEAT CO., INC.

46 889

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 2nd day of October, 1956.

X Clarence E. Jones
Clarence E. Jones,
President

ATTEST:
Irving Brodie
Irving Brodie
Secretary

STATE OF ARIZONA)
County of YUMA) ss.

On this the 2nd day of October, 1956, before me, _____
E. D. HEWS, the undersigned officer, personally appeared
CLARENCE E. JONES, who acknowledged himself to be the President
of the Taylor Meat Co., a corporation, and that he as such president, being
authorized so to do, executed the foregoing instrument for the purposes therein
contained, by signing the foregoing instrument for the purposes therein contained,
by signing the name of the corporation by himself as president.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

E. D. Hews
Notary Public

My Commission Expires:

My Commission Expires July 13, 1958

STATE OF CALIFORNIA)
County of LOS ANGELES) ss.

On this the 1st day of October, 1956, before me,

Alice B. Stone

, the undersigned officer, personally appeared

IRVING BRODIE

, who acknowledged himself to be the

Secretary of the Taylor Meat Co., a corporation, and that he as such

secretary, being authorized so to do, executed the foregoing instrument for

the purposes therein contained, by signing the foregoing instrument for the

purposes therein contained by signing the name of the corporation by himself

as secretary.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Alice B. Stone
Notary Public

My Commission Expires:

My Commission Expires May 21, 1960

STATE OF ARIZONA
DEPARTMENT OF CORPORATIONS

On this day of _____ 1956, before me, the undersigned authority, personally appeared _____ who acknowledged to be the Secretary of the Taylor Westover Corporation, and that he is now executing, being authorized to do so, executed and being instrument for the purpose therein contained, by signing the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself.

Name Change

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
FILED

OCT 5 1956

At 3:10 P.M. at request of
Westover, Mansfield, Westover
whose address is P.O. Box 551, Yuma, Arizona. + coffee

MEL B. MICHAEL
SECRETARY

By Bill J. Ford

RECORDER'S OFFICE
YUMA COUNTY ARIZONA


YUMA, ARIZONA

ALL FEES ARE REQUIRED BY LAW
TO BE PAID STRICTLY IN ADVANCE
BEFORE INSTRUMENTS ARE PLACED
ON RECORD.

Heston & Mansfield

TO VERNON C. WRIGHT DR.
COUNTY RECORDER

RECORDING INSTRUMENTS AS FOLLOWS

INSTRUMENT			FEES
<i>Art. of Inc.</i>	<i>Ariz. Corp. Com.</i>	<i>Taylor Meat Co.</i>	<i>4.75</i>
<i>Amendment?</i>	<p>PAID OCT 8 - 1956 VERNON C. WRIGHT COUNTY RECORDER <i>WCB</i></p>		

ARIZONA CORPORATION COMMISSION

INCORPORATING DIVISION

FILED

OCT 15 1956

At _____ at request of

whose address is _____

MEL D. MICHAEL
SECRETARY

By _____



OFFICE OF THE
COUNTY RECORDER
YUMA COUNTY
YUMA, ARIZONA

Oct. 8, 1956



Corporation Commission
Phoenix, Ariz.

Dear Sir:

I, Vernon C. Wright, Recorder in and for the County of Yuma,
Articles of Incorp. of
State of Arizona, do hereby certify that Taylor Meat Co.

_____ was recorded in Docket 178 at ~~page~~ ^{Fee No. 14612} _____,
Records of Yuma County, Arizona, on Oct. 8, 1956.

In Witness Whereof I have hereunto set my hand and official
seal this 8th day of Oct., 1956.

(SEAL)

VERNON C. WRIGHT, County Recorder

By Cara N. Betts
Deputy

Amendment?

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
FILED

OCT 10 1956

At _____ at request of _____

whose address is _____

MEL D. MICHAEL
SECRETARY

By _____

WESTOVER, MANSFIELD, WESTOVER & COPPLE
ATTORNEYS AT LAW
180 MADISON AVENUE - P. O. BOX 551
YUMA, ARIZONA

WM. H. WESTOVER
J. D. MANSFIELD
JOHN H. WESTOVER
WM. P. COPPLE
EDITH LAZOVICH

TELEPHONE
SUNSET 3-8811

October 22, 1956



Arizona Corporation Commission
Capitol Annex
Phoenix, Arizona

Gentlemen:

Herewith enclosed you will find Publisher's
Affidavit of publication of the certificate of the amendment
of Articles of Incorporation of Taylor Meat Co. Please
file the same.

Respectfully,

WESTOVER, MANSFIELD, WESTOVER
& COPPLE

By

John H. Westover
John H. Westover

JHW/ha
Enc.

46889

October 24, 1956

Westover, Mansfield, Westover & Copple
P. O. Box 551
Yuma, Arizona

Gentlemen:

We have this date filed and placed of record Affidavit of
Publication of the Amendment to the Articles of Incorporation
of TAYLOR MEAT CO., which changed their name to SOUTHWEST
MEAT CO., INC., an Arizona corporation.

Very truly yours,

ARIZONA CORPORATION COMMISSION

MRS. MARY C. ACHEN
Incorporating Division

mca

Publisher's Affidavit of Publication

STATE OF ARIZONA }
 COUNTY OF YUMA } ss.

Legal Advertisement

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION
OF
TAYLOR MEAT CO.

KNOW ALL MEN BY THESE PRESENTS

That we, Clarence E. Jones, as President and Irving Brodie as Secretary of Taylor Meat Co., a corporation duly organized and existing by virtue of the laws of the State of Arizona, do hereby certify that at a meeting of the shareholders of the corporation at 100 Madison Ave., in the City of Yuma, Yuma County, Arizona, held on the 20th day of September, 1956, at the hour of 11:00 A. M., at which meeting all of the shareholders of the corporation of record were present, and that at said meeting Article 1 of the Articles of Incorporation of the corporation was duly amended by the unanimous affirmative vote of the persons holding all of the outstanding shares of stock in said corporation, as hereinafter more specifically set forth, by unanimous adoption of the following resolution as appears from the official records of the corporation, to-wit:

RESOLUTION

BE IT RESOLVED:

That Article 1 of the Articles of Incorporation be and the same is hereby amended to read as follows: The name of this corporation shall be **SOUTHWEST MEAT CO., INC.**

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 2nd day of October, 1956.

/s/ CLARENCE E. JONES
 Clarence E. Jones
 President

ATTES:
 /s/ IRVING BRODIE
 Irving Brodie
 Secretary

STATE OF ARIZONA }
 County of YUMA } ss.

On this the 2nd day of October, 1956, before me, E. D. HEWES, the undersigned officer, personally appeared CLARENCE E. JONES, who acknowledged himself to be the President of the Taylor Meat Co., a corporation, and that he as such president, being authorized to do, executed the foregoing instrument for the purposes therein contained, by signing the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as president.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

/s/ E. D. HEWES
 Notary Public

(SEAL)

My Commission Expires:
 July 13, 1959

STATE OF CALIFORNIA }
 County of LOS ANGELES } ss.

On this the 1st day of October, 1956, before me, ALICE B. STONE, the undersigned officer, personally appeared IRVING BRODIE, who acknowledged himself to be the Secretary of Taylor Meat Co., a corporation, and that he as such secretary, being authorized to do, executed the foregoing instrument for the purposes therein contained, by signing the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as secretary.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

/s/ ALICE B. STONE
 Notary Public
 (SEAL)

My Commission Expires:
 May 21, 1960
 Daily October 12, 14, 15, 17, 18, 19

JONES OSBORN, having been first duly sworn, deposes and says: that The Yuma Daily Sun and The Yuma, Arizona Sentinel is Saturday a newspaper of general circulation published daily, except ~~SUNDAY~~ by the Sun Printing Company, in the City of Yuma, County of Yuma, State of Arizona; that he is the publisher of said paper; that the

Certificate of Amendment
 of the Articles of Incorporation of
 Taylor Meat Co.



a printed copy of which, as it appeared in said paper, is hereto attached and made a part of this affidavit, was published in the Yuma Daily Sun for six issues; that the date of the first publication of said Certificate of Amendment

was October 12, 1956, and the date of the last publication being October 18, 1956, and that the dates when said Certificate of Amendment

was printed and published in said paper were:
October 12, 14, 15, 16, 17, 18, 1956

Jones Osborn

Subscribed and sworn to before me, by the said Jones Osborn this 18th day of OCTOBER, 1956

Karl E. Allan
 Notary Public.

My commission expires Feb. 23, 1960

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

OCT 24 1956

At 11:45 A.M. at request of
Westover Mansfield, Westover &
whose address is P.O. Box 551 Copple
Yuma, Arizona

MEL D. MICHAEL
SECRETARY

By Mary C. Agnew

ARIZONA CORPORATION COMMISSION
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending September 30, 1957
 NAME OF CORPORATION Southwest Meat Co., Inc.
 ADDRESS c/o Albert N. Greenfield & Company, 6535 Wilshire Blvd., Los Angeles 48, California

OFFICERS	NAME	STREET	CITY	STATE
President	Clarence Jones	Route 1, Box 883	Yuma	Arizona
Vice-Pres.	A. Casserly	554 S. San Vicente	Los Angeles	California
Secretary	Irving Brodie	554 S. San Vicente	Los Angeles	"
Treasurer	Irving Brodie	554 S. San Vicente	Los Angeles	"

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$ _____	Notes Payable and Loans	\$ 247,951.38
Demand Deposits	\$ _____ \$ 13,929.96	Accts. Payable (trade)	\$ 10,590.18
Inventories (C. or M.)	\$ _____ \$ 15,910.35	Accrued Liabilities	\$ 2,175.81
basis		Taxes and interest	\$ _____
Accts. Rec. (trade) net	\$ 27,387.64	Other Current Liabilities:	\$ _____
Notes Rec. (trade)	\$ _____	Dividends declared	\$ _____
Other current assets:	\$ _____	Installments due (in 1 yr.)	\$ 1,728.76
	\$ _____	Due Officers and Directors	\$ _____
	\$ _____	Chattel mortgage	\$ 2,981.60
Fixed Assets (depreciated) Sched. 1 and 2	\$ 165,396.64	Long Term Debts.	\$ _____
Intangible Assets:		Reserves:	
Goodwill	\$ _____		\$ _____
	\$ _____		\$ _____
	\$ _____	Other Liabilities:	
Other Assets:			\$ _____
Marketable Securities	\$ _____		\$ _____
Due from Officers and directors	\$ _____		\$ _____
	\$ _____		\$ _____
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	\$ 4,050.47	Shares Outstanding (Sched. 3)	\$ 10,000.00
Organization expenses	\$ 231.61	Surplus (Sched. 4)	\$ (47,841.06)
Deposits	\$ 670.00		\$ _____
	\$ 4,952.08		\$ _____
TOTAL	\$ 227,576.67	TOTAL	\$ 227,576.67

SCHEDULE 1. PERSONAL PROPERTY OWNED, LEASED OR CONTROLLED

Location	Character	*Method of Valuation	Owned	Leased or Controlled
			\$	\$
			\$	\$
			\$	\$
			\$	\$

SCHEDULE 2. REAL PROPERTY OWNED, LEASED OR CONTROLLED

Location	Character	*Method of Valuation	Owned	Leased or Controlled
			\$	\$
			\$	\$
			\$	\$

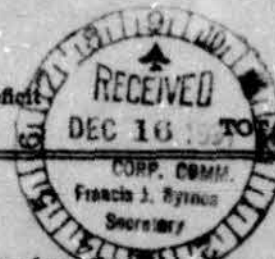
*Indicate cost, replacement, market, or other basis.

SCHEDULE 3. CAPITAL

No.	Class	Shares Outstanding	Value
1,000	Common	Shares Outstanding	\$ 10,000.00
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		TOTAL	\$ 10,000.00

SCHEDULE 4. SURPLUS

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ (47,841.06)
Earned surplus (or deficit)	\$ (47,841.06)
TOTAL	\$ (47,841.06)



STATE OF California
 COUNTY OF Los Angeles

We, A. Casserly Vice President, and Irving Brodie Secretary of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

CORPORATE SEAL

Subscribed and sworn to before me this 13th day of December, 1957

NOTARY SEAL

My commission expires May 21, 1960

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO ARIZONA CORPORATION COMMISSION, CAPITAL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY - DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporation Division 12/18 1957
 At request of Company whose address is As above
 Filed by M. [Signature]

46859

78876

INC - 310 25M

ARIZONA CORPORATION COMMISSION
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending September 30, 19 61

NAME OF CORPORATION Southwest Meat Company, Inc.

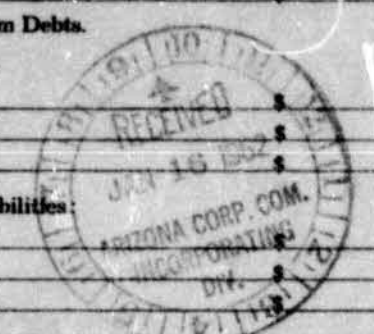
ADDRESS RFD #1, Box 883, Yuma, Arizona

OFFICERS	NAME	STREET	CITY	STATE
President	Clarence E. Jones	2194 7th Avenue	Yuma	Arizona
Vice-Pres.	Lorraine Jones	2194 7th Avenue	Yuma	Arizona
Secretary				
Treasurer	William P. Copple	190 Madison Avenue	Yuma	Arizona

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$ 300.00	Notes Payable	\$15,000.00
Demand Deposits	\$3,213.70	Accts. Payable (trade)	\$34,950.30
Inventories (C or M) basis	\$24,365.59	Accrued Liabilities	\$
Accts. Rec. (trade) net	\$66,250.92	Taxes and interest	\$16,973.34
Notes Rec. (trade)	\$	Other Current Liabilities:	\$16,973.34
Other current assets:		Dividends declared	\$
Returned Checks	\$ 82.84	Instalments due (in 1 yr.)	\$ 5,857.64
	\$	Due Officers and Directors	\$
	\$		\$ 5,857.64
Fixed Assets	\$4,855.35	Long Term Debts	\$ 3,898.14
Intangible Assets:		Reserves:	
Goodwill	\$		
	\$	Other Liabilities:	
	\$		
Other Assets:		Capital and Surplus:	
Marketable Securities	\$	Shares Outstanding (Sched. 3)	\$10,000.00
Due from Officers and directors	\$	Surplus (Sched. 4)	\$15,470.07
	\$		\$
Deferred Charges:		TOTAL	TOTAL \$102,149.49
Prepaid expenses	\$1,701.09		
Organization expenses	\$		
Deposits	\$1,380.00		
TOTAL	\$3,081.09		

COMPILED BY
LAWLER & CROWDER
PUB. AC. ACCOUNTANTS
YUMA, ARIZONA
Entirely from records of or data furnished by taxpayer



SCHEDULE 3. CAPITAL

No.	Class	Shares Outstanding	\$
100	Common	10,000	10,000.00
			\$
			\$
			\$
			TOTAL \$10,000.00

SCHEDULE 4. SURPLUS

Paid in Surplus	\$
Revaluation of assets	\$
Other capital surplus	\$
Earned surplus (or deficit)	\$15,470.07
TOTAL	\$15,470.07



STATE OF Arizona
COUNTY OF Yuma

We, Clarence E. Jones, President, and William P. Copple, Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 25 day of Jan, 1962
By Commission Expires Jan. 26, 1963
My commission expires 19

Signature: Clarence E. Jones (President) William P. Copple (Secretary)
NOTARY SEAL: Paul M. Schuss (Signature)

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO — ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporation Division 5-6-62, 1962
At request of Cu whose address is Adant
Filed by J. Pagno

R-146608 46887 250

ARIZONA CORPORATION COMMISSION
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending September 30, 19 62
NAME OF CORPORATION Southwest Meat Company, Inc.
ADDRESS R.F.D. #1, Box 883, Yuma, Arizona

OFFICERS	NAME	STREET	CITY	STATE
President	Clarence E. Jones	2194 7th Avenue	Yuma	Arizona
Vice-Pres.	Lorraine Jones	2194 7th Avenue	Yuma	Arizona
Secretary) Treasurer)	William P. Copple	190 Madison Avenue	Yuma	Arizona

FINANCIAL STATEMENT

ASSETS

Current Assets:

Cash on Hand	\$ 300.00
Demand Deposits	\$ 4,539.65
Inventories (basis)	\$ 28,129.56
Accts. Rec. (trade) net	\$ 51,882.38
Notes Rec. (trade)	\$
Other current assets:	
Returned Checks	\$ 67.48
	\$
	\$ 67.48
	\$ 7,701.00

Fixed Assets

Intangible Assets

Goodwill	\$
Other Assets:	
Marketable securities	\$
Due from officers and directors	\$
	\$

Deferred Charges:

Prepaid expenses	\$ 2,323.49
Organization expenses	\$
Deposits	\$ 1,380.00
	\$ 3,705.49
TOTAL	\$ 96,323.56

LIABILITIES

Current Liabilities:

Notes Payable	\$
Accts. Payable (trade)	\$ 53,143.78
Accrued Liabilities	\$
Taxes and interest	\$ 11,660.63
Other Current Liabilities:	\$ 11,660.63
Dividends declared	\$
Instalments due (in 1 yr.)	\$ 4,464.15
Due Officers and Directors	\$
	\$ 4,464.15
Long Term Debts	\$ 1,364.28

Reserves:

	\$
	\$
	\$
	\$

Liabilities:

	\$
	\$
	\$
	\$
	\$

Shares and Surplus:

Shares Outstanding (Sched. 3)	\$ 10,000.00
Surplus (Sched. 4)	\$ 15,690.72
	\$
TOTAL	\$ 96,323.56

SCHEDULE 3. CAPITAL

No. 100	Class Common	Shares Outstanding	\$ 10,000.00
		Shares Outstanding	\$
		Shares Outstanding	\$
		TOTAL	\$ 10,000.00

SCHEDULE 4. SURPLUS

Paid in Surplus	\$
Revaluation of assets	\$
Other capital surplus	\$
Earned surplus (or deficit)	\$ 15,690.72
TOTAL	\$ 15,690.72

STATE OF ARIZONA
COUNTY OF YUMA

We, Clarence E. Jones, President, and William P. Copple, Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 7th day of January, 1963
My commission expires April 30, 1965, 1965

NOTARY SEAL Esther D. Terry Signature Clarence E. Jones President
William P. Copple Secretary

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO — ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX
Filed in the office of the Arizona Corporation Commission, Incorporation Division Jan 22 1962
At request of [Signature] whose address is [Address]
Filed by [Signature]

FA 46889

12130

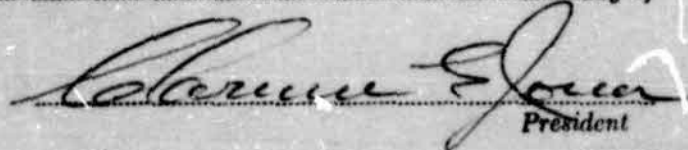
25

Appointment of Agent

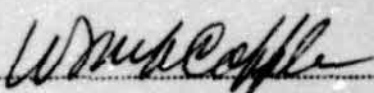
Know All Men By These Presents, That SOUTHWEST MEAT COMPANY

....., a corporation organized under the laws of Arizona, does hereby appoint Wm. C. Copple P. O. Box 551, 190 Madison Ave., of Yuma who has been a bona fide resident of Arizona for at least three years, its lawful agent in and for the State of Arizona for and in behalf of said Company, to accept and acknowledge service of, and upon who may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said Company in any of the Courts of said State of Arizona, such service of process or notice, or the acceptance thereof by said agent endorsed thereon, to have the same force and effect as if served upon the President and Secretary of said Company, the said Corporation hereby revoking any appointment of agent heretofore made by it for the purposes designated.

In Witness Whereof, the said Corporation has caused these presents to be signed by its President, and attested by its Secretary, at Yuma in the State of Arizona this 30th day of January, 1963.


President

By the President of the SOUTHWEST MEAT COMPANY

Attest:

Secretary

INC. 332 IN 7-60

ARIZONA COMMISSION

46999

FEB 18 1963

4:00 P.M.

Westover Mansfield, Westover & Copp
P O Box 557
Yuma, Ariz
S Bag 13355
R # ~~444~~

COMPANY

Appointment of Agent



ARIZONA CORPORATION COMMISSION
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending September 30, 1963

NAME OF CORPORATION Southwest Meat Company, Inc.

ADDRESS RFD #1 Box 883, Yuma, Arizona

OFFICERS	NAME	STREET	CITY-STATE	COMPENSATION
President	Clarence E. Jones	2194 7th Avenue	Yuma, Arizona	
Vice-Pres.	Lorraine Jones	2194 7th Avenue	Yuma, Arizona	
Secretary)				
Treasurer)	William P. Copple	190 Madison Avenue	Yuma, Arizona	

BOARD OF DIRECTORS (If more than five attach separate sheet)

		Same as above		

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$3,758.96	Notes Payable	\$ 1,415.69
Demand Deposits	\$ 3,758.96	Accts. Payable (trade)	\$29,925.30
Inventories (cost basis)	\$23,465.29	Accrued Liabilities	\$20,878.30
Accta. Rec. (trade) net	\$50,928.99	Taxes and interest	\$
Notes Rec. (trade)	\$	Other Current Liabilities:	\$
Other current assets:	\$	Dividends declared	\$
	\$	Instalments due (in 1 yr.)	\$ 1,648.69
	\$	Due Officers and Directors	\$
	\$		\$ 1,648.69
Fixed Assets, Net	\$ 7,555.94	Long Term Debts	\$ 385.41
Intangible Assets:		Reserves:	
Goodwill	\$		\$
	\$		\$
	\$		\$
Other Assets:		Other Liabilities:	
Marketable Securities	\$		\$
Due from Officers and directors	\$ 1,380.00		\$
Advance Deposits	\$ 1,380.00		\$
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	\$	Shares Outstanding (Schd. 3)	\$10,000.00
Organization expenses	\$ 1,852.74	Surplus (Schd. 4)	\$24,688.53
	\$ 1,852.74		\$
TOTAL	\$88,941.92	TOTAL	\$88,941.92

SCHEDULE 3. CAPITAL

No.	Class	Shares Outstanding	Amount
100	Common	10,000.00	\$10,000.00
		Shares Outstanding	\$
		Shares Outstanding	\$
		TOTAL	\$10,000.00

SCHEDULE 4. SURPLUS

Paid in Surplus	\$
Revaluation of assets	\$
Other capital surplus	\$
Earned surplus (or deficit)	\$24,688.53
TOTAL	\$24,688.53

STATE OF ARIZONA
COUNTY OF YUMA

We, Clarence E. Jones, President, and William P. Copple, Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 13th day of December, 1963 Clarence E. Jones President

My commission expires My Commission expires January 11, 1964 William P. Copple Secretary

NOTARY SEAL Edward A. Vitoline Signature CORPORATE SEAL

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO — ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporation Division 12-30-63 1963

At request of Edward A. Vitoline whose address is Box 1010

Filed by Pratt

ARIZONA CORPORATION COMMISSION
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending September 30, 1964
NAME OF CORPORATION Southwest Meat Company, Inc.
ADDRESS RFD #1, Box 883

OFFICERS	NAME	STREET	CITY- STATE	COMPENSATION
President	Clarence E. Jones	2194 7th. Avenue	Yuma, Arizona	\$9,750.00
Vice-Pres.	Lorraine Jones	" "	" "	-0-
Secretary	William P. Copple	190 Madison Avenue	Yuma, Arizona	-0-
Treasurer				

BOARD OF DIRECTORS (If more than five attach separate sheet)

<i>None</i>				

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$ 3,799.35	Notes Payable	\$ 52,000.96
Demand Deposits	\$ 3,799.35	Accts. Payable (trade)	\$ 14,723.34
Inventories (Cost basis)	\$ 28,624.83	Accrued Liabilities	\$ 14,723.34
Accts. Rec. (trade) net	\$ 57,349.00	Taxes and interest	\$
Notes Rec. (trade)	\$	Other Current Liabilities:	\$
Other current assets:	\$	Dividends declared	\$
	\$	Instalments due (in 1 yr.)	\$ 3,645.21
	\$	Due Officers and Directors	\$
	\$		\$ 3,645.21
Fixed Assets	\$ 14,652.82	Long Term Debts.	\$ 1,901.55
Intangible Assets:		Reserves:	\$
Goodwill	\$		\$
	\$		\$
	\$		\$
Other Assets:		Other Liabilities:	
Marketable Securities	\$		\$
Due from Officers and directors	\$ 1,580.00		\$
Advanced Deposit	\$		\$
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	\$ 3,771.15	Shares Outstanding (Sched. 3)	\$ 10,000.00
Organization expenses	\$	Surplus (Sched. 4)	\$ 27,506.09
	\$ 3,771.15		\$
TOTAL	\$ 109,777.15	TOTAL	\$ 109,777.15

SCHEDULE 3. CAPITAL

No.	Class	Shares Outstanding	Value
100	Common	10,000.00	\$ 10,000.00
		Shares Outstanding	\$
		Shares Outstanding	\$
		TOTAL	\$ 10,000.00

SCHEDULE 4. SURPLUS

Paid in Surplus	\$
Revaluation of assets	\$
Other capital surplus	\$
Earned surplus (or deficit)	\$ 27,506.09
TOTAL	\$ 27,506.09

STATE OF Arizona
COUNTY OF Yuma

We, Clarence E Jones, President, and Lorraine Jones, Vice-President of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 15 day of December, 1964 Edward A. Vitell President
My commission expires January 11, 1968 Lorraine Jones Secretary
NOTARY SEAL Edward A. Vitell Signature

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO — ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX
Filed in the office of the Arizona Corporation Commission, Incorporation Division, Jan 5, 1965
At request of Edward A. Vitell whose address is Yuma
Filed by M. Massey

46889

757598

25-10

23

Prepared from Records of, or Data Furnished by, Taxpayers
EDUARD A. VITELL, Acct.
Treas., Arizona

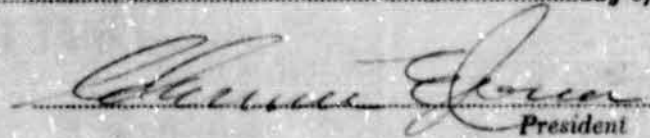
Appointment of Agent

Know All Men By These Presents: That SOUTHWEST MEAT COMPANY


....., a corporation organized under the laws of Arizona, does hereby appoint Tom Choules, P. O. Box 551, 190 Madison Ave.

of Yuma....., who has been a bona fide resident of Arizona for at least three years, its lawful agent in and for the State of Arizona for and in behalf of said Company, to accept and acknowledge service of, and upon who may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said Company in any of the Courts of said State of Arizona, such service of process or notice, or the acceptance thereof by said agent endorsed thereon, to have the same force and effect as if served upon the President and Secretary of said Company, the said Corporation hereby revoking any appointment of agent heretofore made by it for the purposes designated.

In Witness Whereof, the said Corporation has caused these presents to be signed by its President, and attested by its Secretary, at Yuma..... in the State of Arizona this 30th day of March....., 1965


President

By the President of the SOUTHWEST MEAT COMPANY

Attest: 
Secretary

Appointment of Agent

COMPANY

46889.

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

MAY 11 1965

At 2:15 P.M. at request of

Dalton Cottle Keadles & Choules

Address *P.O. Box 551*

Yuma, Ariz

By *S. S. High* SECRETARY

Georg A. Swernov

RH 68243



0011 WOOD MEAT CO INC 46889

2/2

ARIZONA CORPORATION COMMISSION
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending September 30, 1972

NAME OF CORPORATION Southwest Meat Co., Inc.

ADDRESS Route 1, Box 883, Yuma, Arizona 85364

OFFICERS	NAME	STREET	CITY-STATE
President	Clarence E. Jones	Route 1, Box 883	Yuma, Arizona
Vice-Pres.			
Secretary	Lorraine Jones	Route 1, Box 883	Yuma, Arizona
Treasurer			

BOARD OF DIRECTORS (If more than five each separate sheet)

Clarence E. Jones	Route 1, Box 883	Yuma, Arizona
Lorraine Jones	Route 1, Box 883	Yuma, Arizona

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$ 300.00	Notes Payable	\$ 90,795.79
Demand Deposits	31,166.09	Accts. Payable (trade)	7,367.83
Inventories (Cost)	29,908.96	Accrued Liabilities	
		Taxes and interest	9,871.39
Accts. Rec. (trade) net	66,700.59	Other Current Liabilities:	9,871.39
Notes Rec. (trade)		Dividends declared	
Other current assets:		Instalments due (in 1 yr.)	14,649.03
		Due Officers and Directors	
			14,649.03
Fixed Assets	86,661.36	Long Term Debts	20,812.45
Intangible Assets:		Reserves:	
Goodwill			
Other Assets:		Other Liabilities:	
Marketable Securities			
Due from Officers and directors	74,632.30		
	74,632.30		
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	8,666.84	Shares Outstanding (Sched. 3)	10,000.00
Organization expenses		Surplus (Sched. 4)	65,735.05
Advance Deposits	1,195.00		
	9,861.84		
TOTAL	219,231.54	TOTAL	219,231.54

SCHEDULE 3 CAPITAL	
No. 100	Class Common
Shares Outstanding	10,000.00
Shares Outstanding	
Shares Outstanding	
TOTAL	10,000.00

Paid in Surplus	
Revaluation of assets	
Other capital surplus	
Earned surplus (or deficit)	65,735.05
TOTAL	65,735.05

STATE OF ARIZONA
COUNTY OF YUMA

We, Clarence E. Jones President, and Lorraine Jones Secretary

Secretary, of the above named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 7 day of Dec, 1972

My commission expires June 11, 1973

NOTARY SEAL Dorothy Spain Signature

CORPORATE SEAL

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO -
ARIZONA CORPORATION COMMISSION, CAPITAL ANNEX, PHOENIX, ARIZONA FEE \$25.00
VITOLINS AND LOO
ACCOUNTANTS & AUDITORS
YUMA, ARIZONA



**ARIZONA CORPORATION COMMISSION
INCORPORATION DIVISION**

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending September 30, 19 73
 NAME OF CORPORATION Southwest Meat Co., Inc.
 ADDRESS Route 1, Box 883, Yuma, AZ 85364

OFFICERS	NAME	STREET	CITY-STATE
President	Clarence E. Jones	Rt. 1, Box 883	Yuma, AZ
Vice-Pres.			
Secretary)	Lorraine Jones	Rt. 1, Box 883	Yuma, AZ
Treasurer)			

BOARD OF DIRECTORS (If more than five attach separate sheet)

Clarence E. Jones	Rt. 1, Box 883	Yuma, AZ
Lorraine Jones	Rt. 1, Box 883	Yuma, AZ

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$ 300	Notes Payable	\$ 97,022
Demand Deposits	\$ 19,263	Accts. Payable (trade)	\$ 10,000
Inventories (<u>Cost</u>)	\$ 59,849	Accrued Liabilities	\$ 16,360
<u>basis</u>		Taxes and interest	\$ 16,360
Accts. Rec. (trade) net	\$ 63,463	Other Current Liabilities:	\$ 16,360
Notes Rec. (trade)	\$	Dividends declared	\$
Other current assets:	\$	Instalments due (in 1 yr.)	\$ 9,032
	\$	Due Officers and Directors	\$
	\$		\$ 9,032
Fixed Assets	\$ 24,208	Long Term Debts.	\$ 22,170
Intangible Assets:		Reserves:	
Goodwill	\$		
	\$		
	\$		
Other Assets:		Other Liabilities:	
Marketable Securities	\$		
Due from Officers and directors	\$ 84,135		
	\$ 84,135		
	\$		
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	\$ 1,772	Shares Outstanding (Sched. 3)	\$ 10,000
Organization expenses	\$	Surplus (Sched. 4)	\$ 88,406
	\$ 1,772		\$
	\$		\$
TOTAL	\$ 252,990	TOTAL	\$ 252,990



SCHEDULE 3 CAPITAL		
No.	Class	Shares Outstanding
100	Common	\$ 10,000
		\$
		\$
		\$
		\$ 10,000
		TOTAL \$

SCHEDULE 4 SURPLUS	
Paid in Surplus	\$
Revaluation of assets	\$
Other capital surplus	\$
Earned surplus (or deficit)	\$ 88,406
TOTAL	\$ 88,406

STATE OF ARIZONA)
 COUNTY OF YUMA) ss. 79562 *26301 425.00*

We, Clarence E. Jones President, and Lorraine Jones Secretary, of the above named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 20 day of Nov, 1973 at Yuma, Arizona
 My commission expires January 11, 1976
 NOTARY SEAL Edward G. D. Plus Signature Lorraine Jones Secretary

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO —
 ARIZONA CORPORATION COMMISSION, CAPITAL ANNEX, PHOENIX, ARIZONA FEE \$25.00
 VITOLINO AND LOO
 P. O. Box 1571, Yuma, AZ 85364

ARIZONA CORPORATION COMMISSION
1688 West Adams Phoenix, Arizona 85007

INCORPORATING DIVISION

CERTIFICATE OF CONFORMANCE NOT

Annual Report for fiscal year

REQUIRED WITH THIS ANNUAL REPORT

ending Sept. 30, 1974

Southwest Meat Co., Inc.
Route 1, Box 883
Yuma, AZ 85364

Filing Fee: (PROFIT) \$25.00 unless pro-rated

CERTIFICATE OF CONFORMANCE MUST BE ATTACHED.
SEE NUMBER 8 ON INSTRUCTION SHEET.

Check here for Change of Address

MICROFILM ROLL

Instructions for filing on reverse side

OFFICERS	NAME	STREET	CITY-STATE
President			
Vice-Pres.	Stephen P. Shadle	P. O. Box 501	Yuma, AZ
Secretary	Lorraine Jones	Rt. 1, Box 883	Yuma, AZ
Treasurer			

BOARD OF DIRECTORS (If more than five attach separate sheet)

	Lorraine Jones	Rt. 1, Box 883	Yuma, AZ

Assets		FINANCIAL STATEMENT		Liabilities	
Current Assets:		Current Liabilities:			
Cash on Hand	\$ 300.00	Notes Payable			
Demand Deposits	\$ 18,539.35	Accts. Payable (trade)			\$ 65,767.66
Inventories (_____)	\$ 60,980.37	Accrued Liabilities			\$ 10,000.00
basis		Taxes and interest			
Accts. Rec. (trade) net	\$ 60,185.40	Other Current Liabilities:			\$ 31,621.89
Notes Rec. (trade)	\$ _____	Dividends declared			
Other current assets	\$ _____	Installments due (in 1 yr.)			\$ 26,193.98
	\$ _____	Due Officers and Directors			\$ _____
	\$ _____				\$ 26,193.98
	\$ 42,806.83	Long Term Debts			\$ 2,414.50
Fixed Assets		Reserves:			
Intangible Assets:					
Goodwill	\$ _____				
	\$ _____				
	\$ _____	Other Liabilities:			
Other Assets:					
Marketable Securities	\$ _____				
Due from Officers and directors	\$ 84,883.37	Capital and Surplus:			
	\$ 84,883.37	Shares Outstanding (Sched. 3)			\$ 10,000.00
	\$ _____	Surplus (Sched. 4)			\$ 26,118.14
	\$ _____				\$ _____
Deferred Charges:					\$ 72,116.17
Prepaid expenses	\$ 2,163.83				
Organization expenses	\$ _____				
DEPOSITS	\$ 2,257.00				
	\$ 4,420.83				
TOTAL	\$ 272,116.17				

SCHEDULE 3. CAPITAL		
No.	Class	Shares Outstanding
100	Common	\$ 10,000.00
		\$ _____
		\$ _____
		\$ _____
		\$ 10,000.00

SCHEDULE 4. SURPLUS	
Paid to Surplus	\$ _____
Residual net of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ 26,118.14
TOTAL	\$ 26,118.14

STATE OF ARIZONA

COUNTY OF YUMA

We, Stephen P. Shadle Vice-President, and Lorraine Jones Secretary,

of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this _____ day of _____, 1974

My commission expires June 11, 1975

NOTARY SEAL _____ Signature _____

MICROFILM ROLL

40

RECEIVED FROM SOUTHWEST MEAT CO., INC.

CASH

CHECK NUMBER 28381

BANK NUMBER 91-156/1121

ANNUAL FEE 25.00

RECEIVED BY: tsl

PENALTIES: _____

DATE OF RECEIPT: 1-17-75

TOTAL: _____

RECEIPT NUMBER
Nº 116016

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
1688 West Adams
Phoenix, Arizona 85007

AR M 474

WHITE -- CASHIER COPY YELLOW -- FILE COPY PINK -- DEPARTMENT COPY

SOUTHWEST MEAT CO., INC.

9-26-55

RFD #1 Box 833

16505

4.30

Tom Chcules
P.O. Box 551
Yuma, Arizona

190 Madison
Avenue

1956-12-14-56
Rec # 67164

1957-12-18-57

Rec # 78876
\$25.00

1958-12-16-58
Rec # 92030 \$25.00

1959-11-24-59
R-107018
25.00

1960-11-13-60
R# 124210
25.00

1961-2-6-61
R-146608
25.00

1962-1-22-62
R412130
25.00

1963-12-30-63
R-53393
25.00

1964-1-5-65
R57578-25

1965-12/21/65
R-12939
25.00

1966-1-19-67
R15724
25.00

1967-1-18-68
R42669-25

1968-1-24-69
R21559 \$25.00

1969-3-9-70
R55728-25.00

1970-12-31-70
R49479
25.00

1971-12-13-71
R31074
25.00

1972-12-8-72
R54274 \$25.00

1973-11/23/73
R77562-25.00

1974-1-17-75
R116016-25.00

1103

Fixes Assets
Intangible Assets:
Goodwill

Other Assets:
Marketable
Due from O
Advanc

Deferred Charges:
Prepaid exp
Organization

No. 100

STATE OF _____
We, _____
Secretary, of the ab
and have caused sam
Subscribed and swor
My commission expir
NOTARY SEAL _____

A. There are n
1. Been co
or appointmen
2. Been co
preceding his e
3. Is subje
or appointment
 B. The followi
officers, directors or in
1. Been co
or appointment
2. Been co
preceding his e

Secretary
 Name: Lorraine Jones
 Street Address: Route 1, Box 883
 P.O. Box: _____
 City, State, Zip Code: Yuma, Arizona 85364
 Date of taking this office: MO. 1 DAY 1 YR. 61

(FOR OFFICE USE ONLY)

7	1	3	0	
0	1	3	0	
1	1	3	0	
1	2	3	0	
1	3	3	0	
5	1	3	0	

Treasurer
 Name: Lorraine Jones
 Street Address: Route 1, Box 883
 P.O. Box: _____
 City, State, Zip Code: Yuma, Arizona 85364
 Date of taking this office: MO. 1 DAY 1 YR. 61

7	1	3	0	
0	1	3	0	
1	1	3	0	
1	2	3	0	
1	3	3	0	
5	1	3	0	

Director
 Name: See schedule attached
 Street Address: _____
 P.O. Box: _____
 City, State, Zip Code: _____
 Date of taking this office: MO. _____ DAY _____ YR. _____

7	2	3	0	
0	1	3	0	
1	1	3	0	
1	2	3	0	
1	3	3	0	
5	1	3	0	

Director
 Name: _____
 Street Address: _____
 P.O. Box: _____
 City, State, Zip Code: _____
 Date of taking this office: MO. _____ DAY _____ YR. _____

7	2	3	0	
0	1	3	0	
1	1	3	0	
1	2	3	0	
1	3	3	0	
5	1	3	0	

DIRECTIONS: Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder
 Name: Lorraine Jones
Shareholder
 Name: _____
Shareholder
 Name: _____

7	3	3	0	
0	1	3	0	
7	3	3	0	
0	1	3	0	
7	3	3	0	
0	1	3	0	

ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA TAX COMMISSION.

Under penalties of law, I declare that I have examined this report, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

BY: Berry L. Jones TITLE: President
 BY: Lorraine Jones TITLE: Secretary-Treasurer
Southwest Meat Co., Inc. (Exact Corporate Name) 1-12-77 (Date of Signing)

CERTIFICATE OF DISCLOSURE
 A.R.S 10-178

THE UNDERSIGNED CERTIFY THAT:

- The following persons serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation.
- Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 - Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 - Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate, where such injunction, judgment, decree or permanent order:
 - Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or
 - Involved the violation of the consumer fraud laws of that jurisdiction, or
 - Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

CHECK BOX ONLY IF APPLICABLE

The following box is to be checked only if the above statements apply to this corporation and provide on a separate sheet the following information concerning all persons mentioned above who have been convicted of the crimes or subject of the judicial action described in paragraphs 1 through 3 above:

- Full name and any prior names used.
- Full birth name.
- Present home address.
- Prior addresses (for immediately preceding 7 year period).
- Date and location of birth.
- Social security number.
- The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case.

RECORDED
 1977 JAN 13 AM 9:53
 ANZCO CORPORATION
 ARIZONA
 MOUNTAIN VIEW, ARIZONA

DATED: _____

(FOR OFFICE USE ONLY)

5	4	0	1	0	C
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Under penalties of law, I declare that I have examined this certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

BY: Berry L. Jones TITLE: President
 BY: Lorraine Jones TITLE: Secretary-Treasurer
Southwest Meat Co., Inc. (Exact Corporate Name) 1-12-77 (Date of Signing)

ARIZONA CORPORATION COMMISSION

2222 WEST ENCANTO BLVD. SUITE 210-D
PHOENIX, ARIZONA 85009

102790

ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128

DIRECTIONS: Please complete both sides of this Annual Report, and return to the ARIZONA CORPORATION COMMISSION AT THE ABOVE ADDRESS WITH YOUR FEE. REPORT MUST BE FILED ON OR BEFORE: **01/22/78**

A. CORPORATION INFORMATION:

Corporation Name: **SOUTHWEST MEAT CO., INC.**
Street Address: ~~RFC #1 BOX 333~~ **2600 W. 24th Street**
P.O. Box (if any):
City, State, Zip Code: **YUMA AZ 85364**

397510 4 30.00 / I
100 3975 1/11/78 30.00 TL

**MICRO FILM ROLL
336**

FILE NO.: **046889-5**
TYPE OF CORPORATION: **PROFIT**
FEE: **30.00**

Principal Office of
Non-Arizona Corporations:

P.O. Box (if any):

City, State, Zip Code:

Name of Arizona Statutory Agent: **STEPHEN P SHADLE**
Street Address: **P O BOX 551 190 MADISON AVE**
City, State, Zip Code: **YUMA AZ**

**ANNUAL REPORT
FOR YEAR ENDING**

09 30 77
MO. DAY YR.

B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, please indicate below the change required.

Corp Address Change see above

C. * CAPITALIZATION: Aggregate number of shares itemized as follows:

* NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
5,000	Common		No Par
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
1,000	Common		No Par

D. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA:

Wholesale and retail sales of meat

E. OFFICERS:

(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

President
Name: **Kerry Jones**
Street Address: **2600 W. 24th Street**
P.O. Box:
City, State, Zip Code: **Yuma, AZ 85364**
Date of taking this office: MO. **12** DAY **4** YR. **74**

Vice-President
Name: **Stephen P. Shadle**
Street Address: **190 Madison Ave. 551**
P.O. Box:
City, State, Zip Code: **Yuma, AZ 85364**
Date of taking this office: MO. **12** DAY **4** YR. **74**

Secretary
Name: **Lorraine Jones**
Street Address: **2600 W. 24th Street**
P.O. Box:
City, State, Zip Code: **Yuma, AZ 85364**
Date of taking this office: MO. **1** DAY **1** YR. **61**

Treasurer:
Name: **Lorraine Jones**
Street Address: **2600 W. 24th Street**
P.O. Box:
City, State, Zip Code: **Yuma, AZ 85364**
Date of taking this office: MO. **1** DAY **1** YR. **61**

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

78
JAN 10
AM 10 30

F. DIRECTORS: (MUST INCLUDE ALL DIRECTORS - USE ADDITIONAL SHEET IF NECESSARY)

Director
 Name: Kerry Jones
 Street Address: 2600 W. 24th Street
 P.O. Box: _____
 City, State, Zip Code: Yuma, AZ 85364
 Date of taking this office: MO. 12 DAY 4 YR. 74

Director
 Name: Stephen P. Shadle
 Street Address: 190 Madison Ave.
 P.O. Box: 551
 City, State, Zip Code: Yuma, AZ 85364
 Date of taking this office: MO. 12 DAY 4 YR. 74

Director
 Name: Lorraine Jones
 Street Address: 2600 W. 24th Street
 P.O. Box: _____
 City, State, Zip Code: Yuma, AZ 85364
 Date of taking this office: MO. 1 DAY 1 YR. 61

Director
 Name: _____
 Street Address: _____
 P.O. Box: _____
 City, State, Zip Code: _____
 Date of taking this office: MO. _____ DAY _____ YR. _____

Director
 Name: _____
 Street Address: _____
 P.O. Box: _____
 City, State, Zip Code: _____
 Date of taking this office: MO. _____ DAY _____ YR. _____

Director
 Name: _____
 Street Address: _____
 P.O. Box: _____
 City, State, Zip Code: _____
 Date of taking this office: MO. _____ DAY _____ YR. _____

Director
 Name: _____
 Street Address: _____
 P.O. Box: _____
 City, State, Zip Code: _____
 Date of taking this office: MO. _____ DAY _____ YR. _____

Director
 Name: _____
 Street Address: _____
 P.O. Box: _____
 City, State, Zip Code: _____
 Date of taking this office: MO. _____ DAY _____ YR. _____

G. SHAREHOLDERS: DIRECTIONS: Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder
 Name: Lorraine Jones

Shareholder
 Name: _____

Shareholder
 Name: _____

Shareholder
 Name: _____

Shareholder
 Name: _____

Shareholder
 Name: _____

H. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA TAX COMMISSION.

Under penalties of law, I declare that I have examined this report, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. (MUST BE SIGNED BY PRESIDENT, VICE PRESIDENT, SECRETARY, ASSISTANT SECRETARY OR TREASURER.)

BY Kerry Jones
 TITLE: President

BY Lorraine Jones
 TITLE: Secretary

ADDITIONAL SIGNATURES REQUIRED UNDER SECTION 1

11-9-78
 (Date of Signing)

I. CERTIFICATE OF DISCLOSURE
 A.R.S. 10-128

CHECK BOX "A" OR "B" WHICHEVER IS APPROPRIATE

THE UNDERSIGNED CERTIFY THAT:

- A. No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate, where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction, or
 - (c) Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

- B. The following persons serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation, have been or are subject to one or more of the statements listed in items 1 through 3 above:

I. NAME(S) _____

II. THE FOLLOWING INFORMATION ON EACH PERSON LISTED MUST ACCOMPANY THIS REPORT.

1. Full name and prior names used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediately preceding 7 year period).
5. Date and location of birth.
6. Social security number.
7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case.

DATED: _____ EXACT CORPORATE NAME: SOUTHWEST MEAT CO., INC.

Under penalties of law, I declare that I have examined this certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. (MUST BE SIGNED BY ANY TWO EXECUTIVE OFFICERS OR DIRECTORS OF THE CORPORATION.)

BY Kerry Jones
 TITLE: President

BY Lorraine Jones
 TITLE: Secretary

046889-5

Schedule B Balance Sheets	Beginning of taxable year		End of taxable year	
	(A) Amount	(B) Total	(C) Amount	(D) Total
ASSETS				
1 Cash		26,721.58		25,271.99
2 Trade notes and accounts receivable	70,254.32		87,014.85	
(a) Less allowance for bad debts	10,854.50	59,399.82	10,854.50	76,160.35
3 Inventories		88,744.59		80,916.08
4 Gov't obligations: (a) U.S. and instrumentalities				
(b) State, subdivisions thereof, etc.				
5 Other current assets (attach schedule) <i>PREPAID</i>		598.50		337.68
6 Loans to stockholders		74,194.43		75,473.17
7 Mortgage and real estate loans				
8 Other investments (attach schedule)				
9 Buildings and other fixed depreciable assets	112,028.03		121,650.01	
(a) Less accumulated depreciation	53,875.33	58,129.70	62,512.35	58,527.06
10 Depletable assets				
(a) Less accumulated depletion				
11 Land (net of any amortization)				
12 Intangible assets (amortizable only)				
(a) Less accumulated amortization				
13 Other assets (attach schedule) <i>DEPOSITS</i>		4257.00		2757.00
14 Total assets		312,045.62		319,753.33
LIABILITIES AND STOCKHOLDERS' EQUITY				
15 Accounts payable		71,008.24		79,542.22
16 Mtgs., notes, bonds payable in less than 1 yr.				12,415.00
17 Other current liabilities (attach schedule) <i>SCA. 1</i>		20,496.18		13,748.52
18 Loans from stockholders				
19 Mtgs., notes, bonds payable in 1 yr. or more				-245.00
20 Other liabilities (attach schedule)				
21 Capital stock: (a) Preferred stock				
(b) Common stock	10,000.00	10,000.00	10,000.00	10,000.00
22 Paid-in or capital surplus				
23 Retained earnings—Appropriated (attach sch.)				
24 Retained earnings—Unappropriated		210,541.20		196,495.13
25 Less cost of treasury stock		()		()
26 Total liabilities and stockholders' equity		312,045.62		319,753.33

Schedule M-1 Reconciliation of Income Per Books With Income Per Return		MICRO FILM ROLL # 336
1 Net income per books	14,046.07	
2 Federal income tax		
3 Excess of capital losses over capital gains		
4 Income subject to tax not recorded on books this year (itemize)		
5 Expenses recorded on books this year not deducted in this return (itemize)		
(a) Depreciation \$		
(b) Depletion \$		
6 Total of lines 1 through 5	14,046.07	
7 Income recorded on books this year not included in this return (itemize)		
(a) Tax-exempt interest \$		
8 Deductions in this tax return not charged against book income this year (itemize)		
(a) Depreciation \$		
(b) Depletion \$		
9 Total of lines 7 and 8		
10 Income (line 28, page 1)—line 6 less 9		14,046.07

Schedule M-2 Analysis of Unappropriated Retained Earnings Per Books (line 24 above)	
1 Balance at beginning of year	210,541.20
2 Net income per books	14,046.07
3 Other increases (itemize)	
4 Total of lines 1, 2, and 3	196,495.13
5 Distributions: (a) Cash	
(b) Stock	
(c) Property	
6 Other decreases (itemize)	
7 Total of lines 5 and 6	
8 Balance at end of year (line 4 less 7)	196,495.13

ARIZONA CORPORATION COMMISSION

2222 WEST ENCANTO BLVD. SUITE 210-D
PHOENIX, ARIZONA 85009

415 WEST CONGRESS AVENUE TUCSON, ARIZONA 85701

T. 15-79

ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1-102

DIRECTIONS: Please complete both sides of this Annual Report, and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE. REPORT MUST BE FILED ON OR BEFORE:

A. CORPORATION INFORMATION:

502110 4 30.00 1
100.507 1/12/79 30.00 TL

Corporation Name: Southwest Meat Co., Inc.
Street Address: 2600 W. 24th Street
P.O. Box (if any):
City, State, Zip Code: Yuma, AZ 85364

FILE NO.: 046889-5
TYPE OF CORPORATION: PROFIT
FEE: \$30.00

Principal Office of
Non-Arizona Corporations:

Suite # (if any):

City, State, Zip Code:

Name of Arizona Statutory Agent:

Street Address:

City, State, Zip Code:

Stephen P. Shadle

P. O. Box 551-190 Madison
Yuma, AZ 85364 *Cev.*

ANNUAL REPORT
FOR YEAR ENDING

9 30 78
MO. DAY YR.

9/77 on fee

B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, please indicate below the change required.

C. * CAPITALIZATION: Aggregate number of shares itemized as follows. * NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
5,000	Common		No Par
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
1,000	Common		No Par

D. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA

(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

E. OFFICERS:

F. DIRECTORS:

President

Name: Kerry Jones
Street Address: 2600 W. 24th Street
P.O. Box: _____
City, State, Zip Code: Yuma, AZ 85364
Date of taking this office: MO. 12 DAY 4 YR. 74

Vice-President

Name: Stephen P. Shadle
Street Address: _____
P.O. Box: 551
City, State, Zip Code: Yuma, AZ 85364
Date of taking this office: MO. 12 DAY 4 YR. 74

Secretary

Name: Lorraine Jones
Street Address: 2600 W. 24th Street
P.O. Box: _____
City, State, Zip Code: Yuma, AZ 85364
Date of taking this office: MO. 1 DAY 1 YR. 61

Treasurer

Name: Lorraine Jones
Street Address: 2600 W. 24th Street
P.O. Box: _____
City, State, Zip Code: Yuma, AZ 85364
Date of taking this office: MO. 1 DAY 1 YR. 61

Other Executive Officer (title)

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Other Executive Officer (title)

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Other Executive Officer (title)

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Other Executive Officer (title)

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Director

Name: Kerry Jones
Street Address: 2600 W. 24th Street
P.O. Box: _____
City, State, Zip Code: Yuma, AZ 85364
Date of taking this office: MO. 12 DAY 4 YR. 74

Director

Name: Stephen P. Shadle
Street Address: _____
P.O. Box: 551
City, State, Zip Code: Yuma, AZ 85364
Date of taking this office: MO. 12 DAY 4 YR. 74

Director

Name: Lorraine Jones
Street Address: 2600 W. 24th Street
P.O. Box: _____
City, State, Zip Code: Yuma, AZ 85364
Date of taking this office: MO. 1 DAY 1 YR. 61

Director

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Director

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Director

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Director

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

Director

Name: _____
Street Address: _____
P.O. Box: _____
City, State, Zip Code: _____
Date of taking this office: MO. _____ DAY _____ YR. _____

(OVER)

Schedule M-1 Balance Sheets	Beginning of taxable year		End of taxable year	
	(A) Amount	(B) Total	(C) Amount	(D) Total
ASSETS				
1 Cash		25,271.79		23,044.71
2 Trade notes and accounts receivable	87,014.25		135,472.64	
(a) Less allowance for bad debts	10,852.50	76,160.35	10,852.50	114,616.14
3 Inventories		80,916.08		62,646.78
4 Gov't obligations: (a) U.S. and instrumentalities				
(b) State, subdivisions thereof, etc.				
5 Other current assets (attach schedule) <i>REPAID</i>		337.68		371.89
6 Loans to stockholders		75,473.17		73,254.52
7 Mortgage and real estate loans				
8 Other investments (attach schedule)				
9 Buildings and other fixed depreciable assets	121,610.01		120,391.46	
(a) Less accumulated depreciation	62,812.35	57,737.06	76,377.05	44,114.91
10 Depletable assets				
(a) Less accumulated depletion				
11 Land (net of any amortization)				
12 Intangible assets (amortizable only)				
(a) Less accumulated amortization				
13 Other assets (attach schedule) <i>DEPOSITS</i>		377.00		377.00
14 Total assets		319,213.33		326,403.51
LIABILITIES AND STOCKHOLDERS' EQUITY				
15 Accounts payable		79,213.33		76,762.16
16 Mtges., notes, bonds payable in less than 1 yr.		12,415.00		245.00
17 Other current liabilities (attach schedule) <i>C.A.I.</i>		13,727.82		21,525.83
18 Loans from stockholders				
19 Mtges., notes, bonds payable in 1 yr. or more		7,245.00		4,230.00
20 Other liabilities (attach schedule)				
21 Capital stock: (a) Preferred stock				
(b) Common stock	10,000.00	10,000.00	10,000.00	10,000.00
22 Paid-in or capital surplus				
23 Retained earnings—Appropriated (attach sch.)				
24 Retained earnings—Unappropriated		196,495.13		216,275.86
25 Less cost of treasury stock		()		()
26 Total liabilities and stockholders' equity		319,213.33		326,403.51

Schedule M-2 Reconciliation of Income Per Books With Income Per Return	
1 Net income per books	19,800.73
2 Federal income tax	5104.77
3 Excess of capital losses over capital gains	
4 Income subject to tax not recorded on books this year (itemize)	
5 Expenses recorded on books this year not deducted in this return (itemize): (a) Depreciation \$ (b) Depletion \$	
6 Total of lines 1 through 5	24,905.50
7 Income recorded on books this year not included in this return (itemize): (a) Tax-exempt interest \$	
8 Deductions in this tax return not charged against book income this year (itemize): (a) Depreciation \$ (b) Depletion \$	
9 Total of lines 7 and 8	
10 Income (line 28, page 1)—line 6 less 9	24,905.50

Schedule M-3 Analysis of Unappropriated Retained Earnings Per Books (line 24 above)	
1 Balance at beginning of year	126,495.13
2 Net income per books	19,800.73
3 Other increases (itemize)	
4 Total of lines 1, 2, and 3	216,295.86
5 Distributions: (a) Cash	
(b) Stock	
(c) Property	
6 Other decreases (itemize)	
7 Total of lines 5 and 6	
8 Balance at end of year (line 4 less 7)	216,295.86

LOO AND THOMPSON
CERTIFIED PUBLIC ACCOUNTANTS
P. O. DRAWER 1671 - 600 EIGHTH ST.
YUMA, ARIZONA 85364
AREA CODE 602 782-9851

ACCOUNTANTS' REPORT

Southwest Meat Co., Inc.
2600 W. 24th Street
Yuma, Arizona 85364

The accompanying financial statement of Southwest Meat Co., Inc. as of September 30, 1978 was not audited by us and accordingly we do not express an opinion on it. It was prepared on a substitute form prescribed by the Arizona Corporation Commission and does not include all disclosures required for a fair presentation of the financial position of Southwest Meat Co., Inc. in accordance with generally accepted accounting principles.

Loo and Thompson

Yuma, Arizona
December 5, 1978

II. SHAREHOLDERS: DIRECTIONS: Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder Name: <u>Lorraine Jones</u> ○	Shareholder Name: _____ ○
Shareholder Name: _____ ○	Shareholder Name: _____ ○
Shareholder Name: _____ ○	Shareholder Name: _____ ○

I. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

Under penalties of law, I declare that I have examined this report, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. **MUST BE SIGNED BY PRESIDENT, VICE PRESIDENT, SECRETARY, ASSISTANT SECRETARY OR TREASURER.**

BY: X <u>Berry Spaw</u> TITLE: <u>President</u>	BY: X <u>Lorraine Jones</u> TITLE: <u>Secretary</u>	<u>1-10-79</u> (Date of Signing)
--	--	-------------------------------------

NOTE:
If you are unable to file this Annual Report on or before the date which appears on page 1 of this report, you may, but only on or before that date, file a written request to the Incorporating Division, Annual Report Section for an extension of time, not to exceed 60 days, in which to file this report. The request for an extension of time **MUST** be accompanied by the annual fee which also appears in part A on page 1 of this report. Only after filing that request and paying the annual fee can the Commission grant this request for extension.

J. CERTIFICATE OF DISCLOSURE A.R.S. 10-128 CHECK BOX "A" OR "B" WHICHEVER IS APPROPRIATE

THE UNDERSIGNED CERTIFY THAT:

A.
No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate, where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction, or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B.
The following persons serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation, have been or are subject to one or more of the statements listed in items 1 through 3 above:

I. NAME(S) _____ **II. THE FOLLOWING INFORMATION ON EACH PERSON LISTED MUST ACCOMPANY THIS REPORT.**

1. Full name and prior names used,
2. Full birth name,
3. Present home address,
4. Prior addresses (for immediately preceding 7 year period),
5. Date and location of birth,
6. Social security number,
7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case.

DATED _____ EXACT CORPORATE NAME Southwest Meat Co., Inc.

Under penalties of law, I declare that I have examined this certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. **(MUST BE SIGNED BY ANY TWO EXECUTIVE OFFICERS OR DIRECTORS OF THE CORPORATION.)**

BY: X <u>Berry Spaw</u> TITLE: <u>President</u>	BY: X <u>Lorraine Jones</u> TITLE: <u>Secretary</u>
--	--

NOTE:
Before returning this to the Commission, please make sure that you have signed part I AND part J of this report, please make sure that you have checked the appropriate box in part J of this report, and that you have submitted your check or other remittance for the annual fee which is required by law to accompany this report. If you have any questions, please contact the Annual Report Section of the Incorporating Division of the Arizona Corporation Commission.

Date of Signing 1-10-79

"See Accountants' Compilation Report Attached" ^{10/15} ✓ X

2222 WEST ENCANTO BLVD.
SUITE 210-D
PHOENIX, ARIZONA 85009

ARIZONA CORPORATION COMMISSION

415 WEST CONGRESS AVENUE
TUCSON, ARIZONA 85701

ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1-102

DIRECTIONS: Please complete all 4 sides of this Annual Report and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE.

A. CORPORATION INFORMATION

FILE NO. 046889-5

810710 4 30.00 I
100 8107 1/14/80 30.00 TL

Corporation Name **SOUTHWEST MEAT CO., INC.**
Street Address **2600 W 24TH ST**
P.O. Box (if any)
City, State, Zip Code **YUMA AZ 85364**

TYPE OF CORPORATION **PROFIT**
FEE **30.00**
PENALTY _____
TOTAL _____

Name of Arizona Statutory Agent: **STEPHEN P SHADLE**
Street Address **130 MADISON AVE**
City, State, Zip Code **YUMA AZ 85364**

ANNUAL REPORT FOR YEAR ENDING

03 30 79
MO. DAY YR.

DUE ON OR BEFORE

01 15 80
MO. DAY YR.

B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, please indicate below the change required.

Statutory Agent address change:

X 2260 4th Avenue
Yuma, AZ 85364

C. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.

Wholesale and retail meat

D. *CAPITALIZATION: Aggregate number of shares itemized as follows: *NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
5,000	Common		No Par
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
1,000	Common		No Par

E. SHAREHOLDERS DIRECTIONS: Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder Name: Lorraine Jones

Shareholder Name: _____

Shareholder Name: _____

Shareholder Name: _____

(LIST MUST BE COMPLETE — USE ADDITIONAL SHEET IF NECESSARY)

F. OFFICERS

President

Name Kerry Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Vice-President

Name Stephen P. Shadle
Street Address _____
P.O. Box 551
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Secretary

Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Treasurer

Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

G. DIRECTORS

Director

Name Kerry Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Director

Name Stephen P. Shadle
Street Address _____
P.O. Box 551
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Director

Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Director

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Director

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Director

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

DO NOT WRITE IN THIS BLOCK FOR OFFICE USE ONLY

INITIALS	ACTION	TRAN	DATE	
				AC
				AS
				AF
				AD

LOO AND THOMPSON
CERTIFIED PUBLIC ACCOUNTANTS
P. O. DRAWER 1671 - 650 EIGHTH ST.
YUMA, ARIZONA 85364
AREA CODE 602 782-9831

046889-5

ACCOUNTANTS' COMPILATION REPORT

Southwest Meat Co., Inc.
2600 W 245h Street
Yuma, Arizona

The accompanying statement of financial condition of Southwest Meat Co., Inc. as of September 30, 1979 has been compiled by us.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or any other form of assurance on it.

The accompanying financial statement was prepared on a substitute form prescribed by the Arizona Corporation Commission and does not include all disclosures required for the fair presentation of the financial position of the corporation in accordance with generally accepted accounting principles. If the omitted disclosures were included in the financial statement, they might influence the user's conclusions about the corporation financial position. Accordingly, the financial statement is not designed for those who are not informed about such matters.

Loo and Thompson

Yuma, Arizona
November 28, 1979

Schedule L Balance Sheets	Beginning of taxable year		End of taxable year	
	(A) Amount	(B) Total	(C) Amount	(D) Total
ASSETS				
1 Cash		72,044.71		24,795.51
2 Trade notes and accounts receivable	125,470.64		124,248.44	
(a) Less allowance for bad debts	10,854.50	114,616.14	9933.41	124,319.03
3 Inventories		62,646.78		71,663.45
4 Gov't obligations: (a) U.S. and instrumentalities				
(b) State, subdivisions thereof, etc.				
5 Other current assets (attach schedule) <i>PREPAID</i>		371.39		427.09
6 Loans to stockholders		72,353.52		97.91
7 Mortgage and real estate loans				
8 Other investments (attach schedule)				
9 Buildings and other fixed depreciable assets	120,391.46		124,128.43	
(a) Less accumulated depreciation	76,377.45	44,114.01	83,356.19	60,772.24
10 Depletable assets				
(a) Less accumulated depletion				
11 Land (net of any amortization)				
12 Intangible assets (amortizable only)				
(a) Less accumulated amortization				
13 Other assets (attach schedule) <i>DEPOSITS</i>		3,750.00		2757.00
14 Total assets		276,843.55		294,837.23
LIABILITIES AND STOCKHOLDERS' EQUITY				
15 Accounts payable		71,716.86		79,531.77
16 Mtges., notes, bonds payable in less than 1 yr.		2,415.00		9127.46
17 Other current liabilities (attach schedule) <i>SALES</i>		21,545.83		15,170.27
18 Loans from stockholders				
19 Mtges., notes, bonds payable in 1 yr. or more		4,820.00		14,914.80
20 Other liabilities (attach schedule)				
21 Capital stock: (a) Preferred stock				
(b) Common stock	10,000.00	10,000.00	10,000.00	10,000.00
22 Paid-in or capital surplus				
23 Retained earnings—Appropriated (attach sch.)				
24 Retained earnings—Unappropriated		216,295.36		166,042.93
25 Less cost of treasury stock		()		()
26 Total liabilities and stockholders' equity		276,843.55		294,837.23

Schedule M-1 Reconciliation of Income Per Books With Income Per Return	
1 Net income per books	24,800.42
2 Federal income tax	1,924.34
3 Excess of capital losses over capital gains	
4 Income subject to tax not recorded on books this year (itemize)	
5 Expenses recorded on books this year not deducted in this return (itemize)	
(a) Depreciation \$	
(b) Depletion \$	
6 Total of lines 1 through 5	26,704.76
7 Income recorded on books this year not included in this return (itemize)	
(a) Tax-exempt interest \$	
8 Deductions in this tax return not charged against book income this year (itemize)	
(a) Depreciation \$	
(b) Depletion \$	
9 Total of lines 7 and 8	-
10 Income (line 28, page 1)—line 6 less 9	26,704.76

Schedule M-2 Analysis of Unappropriated Retained Earnings Per Books (line 24 above)	
1 Balance at beginning of year	216,295.36
2 Net income per books	24,800.42
3 Other increases (itemize)	
<i>NET REFUND OF PRIOR FED. INCOME TAX</i>	
	1614.00
4 Total of lines 1, 2, and 3	242,710.28
5 Distributions: (a) Cash	
(b) Stock	
(c) Property	
6 Other decreases (itemize) <i>CONTRIBUTIVE DIVIDEND TO PARTNERS</i>	
	76,667.35
7 Total of lines 5 and 6	76,667.35
8 Balance at end of year (line 4 less 7)	166,042.93

046889
AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

MAR 29 1 19 PM '80

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SOUTHWEST MEAT COMPANY

APPR *James Waterstreet*
DATE APR 4-2 FILE # ---
TERM ---
DATE --- TIME ---

Pursuant to the provisions of Section 10-061, Arizona Business Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SOUTHWEST MEAT COMPANY, an Arizona corporation.

SECOND: The documents attached hereto as EXHIBIT A sets forth the amendments to the Articles of Incorporation which were adopted by the shareholders of the corporation at the annual meeting on March 14, 1980, in the manner prescribed by the Arizona Business Corporation Act.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,000 shares of common capital stock; and the number of shares entitled to vote at the meeting for the amendment was 1,000 shares, all of which shares were voted in favor of such amendment; that the corporation had authorized 5,000 shares of common capital stock without par value, and that the amendment in no way effects any change, reclassification, recapitalization or cancellation of issued shares of stock of the

corporation, and that the stated capital is not changed by such amendment.

DATED: March 14, 1980.

SOUTHWEST MEAT COMPANY
an Arizona corporation

By Lorraine Jones
Lorraine Jones, President

ATTEST:

Kerry Jones
Kerry Jones, Vice President

EXHIBIT A
SECOND AMENDMENT
TO THE
ARTICLES OF INCORPORATION
SOUTHWEST MEAT COMPANY

1. ARTICLE VI is amended to read as follows:

ARTICLE VI

The time of commencement of this corporation was September 17, 1955, and the existence of the corporation shall be perpetual.


2. ARTICLE VIII is amended to read as follows:

ARTICLE VIII

The indebtedness or liability, direct or contingent, to which the corporation is at any time to subject itself is unlimited.

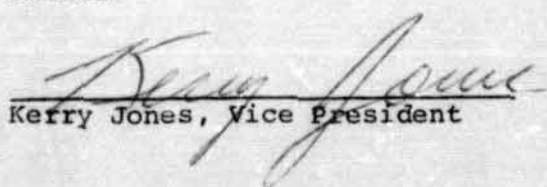
DATED this 14th day of March, 1980.

SOUTHWEST MEAT COMPANY



Lorraine Jones, President

ATTEST:



Kerry Jones, Vice President

STATE OF ARIZONA)
) ss.
County of YUMA)

On this 14th day of March, 1980, the undersigned Notary Public, personally appeared LORRAINE JONES and KERRY JONES, who acknowledged themselves to be the president and vice president respectively of SOUTHWEST MEAT COMPANY, and acknowledged that they, as such officers, being authorized so to do, executed the foregoing for the purposes therein contained by signing the name of the corporation by themselves as such officers.

WITNESS MY HAND AND OFFICIAL SEAL.



Notary Public

My Commission Expires:

APRIL 7, 1983

amend

046889-5

MAY 29 1980 CA

Publisher's Affidavit of Publication

-000-

RECEIVED
 MAY 23 1980
 ARIZONA CORP. COMMISSION
 INCORPORATING DIVISION

STATE OF ARIZONA)
COUNTY OF YUMA) SS

G. K. Hoskins, having been first duly sworn, deposes and says: that THE VALLEY AND FOOTHILLS NEWS, formerly doing business as THE VALLEY NEWS, is a newspaper of general circulation, published weekly by the Sun Printing Company, in the City of Yuma, County of Yuma, State of Arizona; that she is the Office Manager of said paper; that the

AMENDMENT TO ARTICLES OF INCORPORATION

SOUTHWEST MEAT CO., INC.

a printed copy of which, as it appeared in said paper, is hereto attached and made a part of this affidavit, was published in the Valley and Foothills News for THREE

successive issues; that the date of the first publication of said NOTICE

was APRIL 16, 1980, and the date of

the st publication being APRIL 30, 1980

and that the dates when said NOTICE

was printed and published in said paper were:

APRIL 16, 23, 30, 1980

G. K. Hoskins

Subscribed and sworn to before me by the said G. K. Hoskins, this day of May 2, 19 80

Sherry Roach

Notary Public

My commission expires April 3, 1984

in STEPHEN F. BRADDOCK
 Notary Public
 My Commission Expires
 April 7, 1983
 April 16, 23, 30 80-802

Unaudited - See Accountants' Compilation Report Attached
MAIL TO:

P.O. BOX 6019 - PHOENIX, ARIZONA 85006

JAN 23 1981

2222 WEST ENCANTO BLVD.
PHOENIX, ARIZONA 85009

ARIZONA CORPORATION COMMISSION

403 WEST CONGRESS AVENUE
TUCSON, ARIZONA 85701

ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1-102

DIRECTIONS: Please complete all 4 sides of this Annual Report and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE.

A. CORPORATION INFORMATION

FILE NO. 046889-5

179510 4 30.00 I
100 1795 1722/81 30.00 TL

Corporation Name **SOUTHWEST MEAT CO., INC.**
Street Address **2600 W 24TH ST**
P.O. Box (if any)
City, State, Zip Code **YUMA AZ 85364**

TYPE OF CORPORATION **PROFIT**
FEE **30.00**
PENALTY
TOTAL

Name of Arizona Statutory Agent: **STEPHEN P SHADLE**
Street Address **2260 4TH AVE**
City, State, Zip Code **YUMA AZ 85364**

ANNUAL REPORT FOR YEAR ENDING

09 30 80
MO. DAY YR

DUE ON OR BEFORE

01 15 81
MO. DAY YR

B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, please indicate below the change required.

C. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.

Wholesale and retail meat

D. *CAPITALIZATION: Aggregate number of shares itemized as follows. *NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
5,000	Common		No Par
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
1,000	Common		No Par

RECEIVED

JAN 20 1981

DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING.

Shareholder Name: **Lorraine Jones**

Shareholder Name:

Shareholder Name:

Shareholder Name:

(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

F. OFFICERS

President
Name Kerry Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Vice-President
Name Stephen P. Shadle
Street Address _____
P.O. Box 551
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Secretary
Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Treasurer
Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Other Executive Officer (title)
Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Other Executive Officer (title)
Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Other Executive Officer (title)
Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Other Executive Officer (title)
Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

G. DIRECTORS

Director
Name Kerry Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Director
Name Stephen P. Shadle
Street Address _____
P.O. Box 551
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Director
Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office: MO 12 DAY 4 YR 74

Director
Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Director
Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

Director
Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office: MO _____ DAY _____ YR _____

DO NOT WRITE IN THIS BLOCK FOR OFFICE USE ONLY

INITIALS	ACTION	TRAN	DATE	
				AC
				AS
				AF
				AD

046889-5

Schedule L Balance Sheets	Beginning of taxable year		End of taxable year	
	(A) Amount	(B) Total	(C) Amount	(D) Total
ASSETS				
1 Cash		31,736		36,130
2 Trade notes and accounts receivable	134,248		143,239	
(a) Less allowance for bad debts	9929	124,317	9009	134,230
3 Inventories		76,668		79,671
4 Gov't obligations: (a) U.S. and instrumentalities				
(b) State, subdivisions thereof, etc.				
5 Other current assets (attach schedule) <i>PREPAID</i>		427		10,925
6 Loans to stockholders		78		3,700
7 Mortgage and real estate loans				
8 Other investments (attach schedule)				
9 Buildings and other fixed depreciable assets	164,122		164,620	
(a) Less accumulated depreciation	83,356	80,773	98,192	66,428
10 Depletable assets				
(a) Less accumulated depletion				
11 Land (net of any amortization)				
12 Intangible assets (amortizable only)				
(a) Less accumulated amortization				
13 Other assets (attach schedule) <i>DEPOSITS</i>		2757		2,757
14 Total assets		374,237		383,101
LIABILITIES AND STOCKHOLDERS' EQUITY				
15 Accounts payable		72,584		153,294
16 Mtges., notes, bonds payable in less than 1 yr.		9127		7,115
17 Other current liabilities (attach schedule) <i>SCH. 1</i>		15,170		5,306
18 Loans from stockholders				68,223
19 Mtges., notes, bonds payable in 1 yr. or more		14,215		7,500
20 Other liabilities (attach schedule)				
21 Capital stock: (a) Preferred stock				
(b) Common stock	10,000	10,000	10,000	10,000
22 Paid-in or capital surplus				
23 Retained earnings—Appropriated (attach sch.)				
24 Retained earnings—Unappropriated		166,043		75,253
25 Less cost of treasury stock		()		()
26 Total liabilities and stockholders' equity		374,237		383,101

Schedule M-1 Reconciliation of Income Per Books With Income Per Return	
1 Net income per books	< 90,790 >
2 Federal income tax	
3 Excess of capital losses over capital gains	
4 Income subject to tax not recorded on books this year (itemize)	
<i>OFFICERS LIFE INSURANCE</i>	
5 Expenses recorded on books this year not deducted in this return (itemize)	220
(a) Depreciation \$	
(b) Depletion \$	
6 Total of lines 1 through 5	< 90,570 >
7 Income recorded on books this year not included in this return (itemize)	
(a) Tax-exempt interest \$	
8 Deductions in this tax return not charged against book income this year (itemize)	
(a) Depreciation \$	
(b) Depletion \$	
9 Total of lines 7 and 8	-0-
10 Income (line 28, page 1)—line 6 less 9	< 90,570 >

Schedule M-2 Analysis of Unappropriated Retained Earnings Per Books (line 24 above)	
1 Balance at beginning of year	166,043
2 Net income per books	< 90,570 >
3 Other increases (itemize)	
4 Total of lines 1, 2, and 3	175,253
5 Distributions: (a) Cash	
(b) Stock	
(c) Property	
6 Other decreases (itemize)	
7 Total of lines 5 and 6	-0-
8 Balance at end of year (line 4 less 7)	175,253

0 1 4 2

046889-5

LEO AND THOMPSON
CERTIFIED PUBLIC ACCOUNTANTS
P. O. DRAWER 1571 - 600 EIGHTH ST.
YUMA, ARIZONA 85364
AREA CODE 902 782-9831

ACCOUNTANTS' COMPILATION REPORT

Southwest Meat Co., Inc.
Yuma, Arizona

The accompanying statement of financial condition of Southwest Meat Co., Inc. as of September 30, 1980 has been compiled by us.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or any other form of assurance on it.

The accompanying financial statement was prepared on a substitute form prescribed by the Arizona Corporation Commission and does not include all disclosures required for the fair presentation of the financial position of the corporation in accordance with generally accepted accounting principles. If the omitted disclosures were included in the financial statement, they might influence the user's conclusions about the corporation financial position. Accordingly, the financial statement is not designed for those who are not informed about such matters.

Leo and Thompson

Yuma, Arizona
December 8, 1980

CHECK APPROPRIATE BOX(S) "A" OR "B"

I. CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-12B

Southwest Meat Co., Inc.
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

- A. No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A. 1 through A. 3 above, the following information "MUST" be attached:
- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security number. |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

J. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE

Under penalties of law, I declare that I have examined this report and the certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

*NOTE: If a foreign corporation, the following declaration is also applicable: Under penalties of law I declare that I will comply with the provisions of A.R.S. Sec. 12B.01.

BY: Terry J. Low DATE 1-8-81 BY: Lorraine Jones DATE 1-8-81
 TITLE Secy TITLE Secretary - Treasurer

REMINDER: IS THE FORM SIGNED, ARE ALL FEES INCLUDED AND IS THE FINANCIAL CONDITION COMPLETED?

ARIZONA CORPORATION COMMISSION
2222 W. ENCANTO BLVD., SUITE 210
PHOENIX, AZ 85009

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U.S. POSTAGE PAID
PHOENIX, AZ
Permit No. 621

SOUTHWEST MEAT CO., INC.
2600 W 24TH ST

YUMA AZ 85364

**H. STATEMENT OF FINANCIAL CONDITION
BALANCE SHEET**

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A.R.S. § 10-127, A COPY OF SCHEDULE L, FILED WITH THE INTERNAL REVENUE SERVICE, OR A COPY OF SCHEDULE L, FORM 120 FILED WITH THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 43, ARIZONA REVISED STATUTES.

<u>ASSETS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cash
Trade notes and accounts receivable
(a) Less allowance for bad debts
Inventories
Gov't obligations: (a) U.S. and instrumentalities
(b) State, subdivisions thereof, etc.
Other current assets
Loans to shareholders
Mortgage and Real Estate loans
Other investments
Buildings and other fixed depreciable assets
(a) Less accumulated depreciation
Depletable assets
(a) Less accumulated depletion
Land (net of any amortization)
Intangible assets (amortizable only)
(a) Less accumulated amortization
Other assets
Total assets
<u>LIABILITIES AND CAPITAL</u>		
Accounts payable
Mtges., notes, bonds payable in less than 1 yr.
Other current liabilities
Loans from shareholders
Mtges., notes, bonds payable in 1 yr. or more
Other liabilities
Total Liabilities
Capital stock: (a) Preferred stock
(b) Common stock
Paid-in-or capital surplus
Retained earnings - Appropriated
Retained earnings - Unappropriated
Less cost of treasury stock
Total Capital
Total Liabilities and Capital

"Unaudited - See 'Accountants' Compilation Report Attached".

MAIL TO:

P.O. BOX 6019 - PHOENIX, ARIZONA 85005

JAN 08 1982

1210 W. WASHINGTON
PHOENIX, ARIZONA 85005

ARIZONA CORPORATION COMMISSION

403 WEST CONGRESS AVENUE
TUCSON, ARIZONA 85701

ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1-102

DIRECTIONS: Please complete all 4 sides of this Annual Report and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE.

A. CORPORATION INFORMATION

FILE NO. **046589-5**
~~046009-5~~
Corporation Name: **SOUTHWEST MEAT CO., INC.**
Street Address: **2600 W 24th Street**
P.O. Box (if any):
City, State, Zip Code: **Yuma, AZ 85364**

TYPE OF CORPORATION **PROFIT**
FEE **30.00**
PENALTY _____
TOTAL _____

Name of Arizona Statutory Agent: **STEPHEN P. SHADLE**
Street Address: **2260 4th Avenue**
City, State, Zip Code: **Yuma, AZ 85364**

ANNUAL REPORT FOR YEAR ENDING

09 30 81
MO. DAY YR.

DUE ON OR BEFORE

01 15 82
MO. DAY YR.

B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, please indicate below the change required.

C. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA

Wholesale and retail meat

D. *CAPITALIZATION: Aggregate number of shares itemized as follows: *NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
5,000	Common	A. C. C. - I CORPORATING DIV	No Par
		RECEIVED	
		JAN 6 1982	
1,000	Common		No Par
		DOCUMENTS ARE SUBJECT TO REVIEW	

E. SHAREHOLDERS DIRECTIONS: Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder Name: **Lorraine Jones**

Shareholder Name:

Shareholder Name:

Shareholder Name:

0000 2059

(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

F. OFFICERS

President

Name Kerry Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office MO 12 DAY 4 YR 74

Vice-President

Name Stephen P. Shadle
Street Address _____
P.O. Box 551
City, State, Zip Code Yuma, AZ 85364
Date of taking this office MO 12 DAY 4 YR 74

Secretary

Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office MO 12 DAY 4 YR 74

Treasurer

Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office MO 12 DAY 4 YR 74

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

G. DIRECTORS

Director

Name Kerry Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office MO 12 DAY 4 YR 74

Director

Name Stephen P. Shadle
Street Address _____
P.O. Box 551
City, State, Zip Code Yuma, AZ 85364
Date of taking this office MO 12 DAY 4 YR 74

Director

Name Lorraine Jones
Street Address 2600 W 24th Street
P.O. Box _____
City, State, Zip Code Yuma, AZ 85364
Date of taking this office MO 12 DAY 4 YR 74

Director

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

Director

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

Director

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

DO NOT WRITE IN THIS BLOCK FOR OFFICE USE ONLY

INITIALS	ACTION	TRAN	DATE	
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				AS
				AF
				AD

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046889-5

LOO AND THOMPSON
CERTIFIED PUBLIC ACCOUNTANTS
P. O. DRAWER 1671 - 680 EIGHTH ST.
YUMA, ARIZONA 85364
AREA CODE 602 782-9831

ACCOUNTANTS' COMPILATION REPORT

Southwest Meat Co., Inc.
Yuma, Arizona

The accompanying statement of financial condition of Southwest Meat Co., Inc. as of September 30, 1981 has been compiled by us.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or any other form of assurance on it.

The accompanying financial statement was prepared on a substitute form prescribed by the Arizona Corporation Commission and does not include all disclosures required for the fair presentation of the financial position of the corporation in accordance with generally accepted accounting principles. If the omitted disclosures were included in the financial statement, they might influence the user's conclusions about the corporation's financial position. Accordingly, the financial statement is not designed for those who are not informed about such matters.

Loo and Thompson

Yuma, Arizona
December 9, 1981

046889-5

Schedule L Balance Sheets	Beginning of tax year		End of tax year	
	(A)	(B)	(C)	(D)
ASSETS				
1 Cash		30,130		19,496
2 Trade notes and accounts receivable	143,239		137,835	
(a) Less allowance for bad debts	9929	133,310	10,634	127,197
3 Inventories		79,671		99,695
4 Gov't obligations: (a) U.S. and instrumentalities (b) State, subdivisions thereof, etc.				
5 Other current assets (attach schedule) PREPAID		10,925		1,517
6 Loans to stockholders		3700		5,700
7 Mortgage and real estate loans				
8 Other investments (attach schedule) JUNIA GOLF + COUNTRY CLUB				2300
9 Buildings and other depreciable assets	167,680		172,054	
(a) Less accumulated depreciation	98,072	66,608	113,599	58,455
10 Depletable assets				
(a) Less accumulated depletion				
11 Land (net of any amortization)				
12 Intangible assets (amortizable only)				
(a) Less accumulated amortization				
13 Other assets (attach schedule) DEPOSIT		2757		2757
14 Total assets		333,101		327,114
LIABILITIES AND STOCKHOLDERS' EQUITY				
15 Accounts payable		159,224		151,558
16 Mtges., notes, bonds payable in less than 1 year		2415		2004
17 Other current liabilities (attach schedule) SEM. 1		5,306		14,051
18 Loans from stockholders		68,333		53,895
19 Mtges., notes, bonds payable in 1 year or more		7,500		2,496
20 Other liabilities (attach schedule)				
21 Capital stock: (a) Preferred stock				
(b) Common stock	10,000	10,000	10,000	10,000
22 Paid-in or capital surplus				
23 Retained earnings—Appropriated (attach sch.)				
24 Retained earnings—Unappropriated		75,253		90,110
25 Less cost of treasury stock		()		()
26 Total liabilities and stockholders' equity		333,101		327,114

Schedule M-1 Reconciliation of Income Per Books With Income Per Return

1 Net income per books	4,857	7 Income recorded on books this year not included in this return (itemize)	
2 Federal income tax		(a) Tax-exempt interest \$	
3 Excess of capital losses over capital gains		F.D. REFUNDS	
4 Income subject to tax not recorded on books this year (itemize)			9770
5 Expenses recorded on books this year not deducted in this return (itemize)		8 Deductions in this tax return not charged against book income this year (itemize)	
(a) Depreciation \$		(a) Depreciation \$	
(b) Contributions carryover \$		(b) Contributions carryover \$	
OFFICERS LIFE INS	227		
6 Total of lines 1 through 5	5,084	9 Total of lines 7 and 8	9770
		10 Income (line 28, page 1)—line 6 less 9	2914

Schedule M-2 Analysis of Unappropriated Retained Earnings Per Books (line 24 above)

1 Balance at beginning of year	75,253	5 Distributions: (a) Cash	
2 Net income per books	4,857	(b) Stock	
3 Other increases (itemize)		(c) Property	
		6 Other decreases (itemize)	
4 Total of lines 1, 2, and 3	90,110	7 Total of lines 5 and 6	-
		8 Balance at end of year (line 4 less 7)	90,110

0000 2062

**H. STATEMENT OF FINANCIAL CONDITION
BALANCE SHEET**

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A.R.S. § 10-127, A COPY OF SCHEDULE L, FILED WITH THE INTERNAL REVENUE SERVICE, OR A COPY OF SCHEDULE L, FORM 120 FILED WITH THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 43, ARIZONA REVISED STATUTES.

<u>ASSETS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cash
Trade notes and accounts receivable
(a) Less allowance for bad debts
Inventories
Gov't obligations: (a) U.S. and instrumentalities
(b) State, subdivisions thereof, etc.
Other current assets
Loans to shareholders
Mortgage and Real Estate loans
Other investments
Buildings and other fixed depreciable assets
(a) Less accumulated depreciation
Depletable assets
(a) Less accumulated depletion
Land (net of any amortization)
Intangible assets (amortizable only)
(a) Less accumulated amortization
Other assets
Total assets
<u>LIABILITIES AND CAPITAL</u>		
Accounts payable
Mtges., notes, bonds payable in less than 1 yr
Other current liabilities
Loans from shareholders
Mtges., notes, bonds payable in 1 yr. or more
Other liabilities
Total Liabilities
Capital stock: (a) Preferred stock
(b) Common stock
Paid-in-or capital surplus
Retained earnings - Appropriated
Retained earnings - Unappropriated
Less cost of treasury stock
Total Capital
Total Liabilities and Capital

I.

CHECK APPROPRIATE BOX(S) 'A' OR 'B'

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128

Southwest Meat Co., Inc.
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

A. No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in items A. 1 through A. 3 above, the following information "MUST" be attached:

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security number. |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

J. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE

Under penalties of law, I declare that I have examined this report and the certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

*NOTE: If a foreign corporation, the following declaration is also applicable: Under penalties of law I declare that I will comply with the provisions of A.R.S. Sec. 12B-01.

BY: Benjamin Stone DATE 12-11-81 BY: Loraine Jones DATE 12-11-81
 TITLE: CEO TITLE: Treasurer

REMINDER: IS THE FORM SIGNED, ARE ALL FEES INCLUDED AND IS THE FINANCIAL CONDITION COMPLETED?

ARIZONA CORPORATION COMMISSION
2222 W. ENCANTO BLVD., SUITE 210
PHOENIX, AZ 85009

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
PHOENIX, AZ
Permit No. 621

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