



THE PICTSWEET COMPANY

### AUTHORITY TO ENTER CONTRACT

DATE: May 17, 2018  
TO: James I. Tankersley, Chairman  
FROM: Jeremy Stephan, Vice President, Finance  
RE: Review and Approval of Documents

I request that the contract(s) described below and attached hereto be reviewed and approved for execution:

Purchase Sale Agreement for proposed purchase of approximately 117.9 acres, located at the intersection of State Street and Cordon Rd., Salem, Oregon. Brownstone Development Inc. and/or Assigns.

**REVIEWED &  
APPROVED:**

Operations: TZ Finance: [Signature] Legal: [Signature]  
Date: 5/17/18 Date: 5/17/18 Date: 5/17/18  
[Signature] Date: 5.17.18  
President, Chief Executive Officer

### SUMMARY OF CONTRACT TERMS

Service provided: Sale of Salem, Oregon Property

Dates of duration: Up to 19 months

Price: [REDACTED]

### SPECIFIC DELEGATION OF AUTHORITY

Pursuant to ARTICLE VI, Section 6.1, of the By-Laws of The Pictsweet Company (the "Company"), I hereby expressly delegate to Jeremy Stephan the authority to enter into, execute, and deliver the contract(s) described above and attached hereto, and any and all other written instruments which may be required with respect to such contract in the name of and on behalf of the Company.

[Signature]  
James I. Tankersley, Chairman

Date: 05-17-18

No.: 2489

**PICTSWEET.**

**Jeremy Stephan**  
Vice President, Finance

Tel 731.663.7600  
Dir 731.663.6592

[jeremy.stephan@pictsweet.com](mailto:jeremy.stephan@pictsweet.com)

THE PICTSWEET COMPANY  
Ten Pictsweet Drive  
Bells, Tennessee  
38006-0119

Valid as of September 24, 1999  
Amendment (Section 3.2) – September 27 2001  
Amendment (Section 4.7) – April 30, 2003  
Amended and Restated – August 28, 2008  
Amended and Restated – September 1, 2013  
Amended and Restated – September 19, 2013

## **BY-LAWS OF THE PICTSWEET COMPANY**

### **ARTICLE I. OFFICES**

Section 1.1. Principal Office. The principal office for the Corporation's transaction of business is located at Ten Pictsweet Drive, City of Bells, State of Tennessee 38006.

Section 1.2. Other Offices. The Corporation may have such other offices and places of business as the Board of Directors of the Corporation ("the Board") designates or the business of the Corporation requires.

### **ARTICLE II. STOCKHOLDERS**

Section 2.1. Annual Meeting. Unless the stockholders shall have conducted their annual meeting by written consent, the Corporation shall hold an annual meeting of stockholders for the election of directors at such date, time, and place as the Board designates.

Section 2.2. Special Meetings. The Board may call a special meeting of stockholders at any time. The Corporation shall hold a special meeting at such date, time and place as is stated in the notice of the meeting.

Section 2.3. Notice of Meetings. The Secretary of the Corporation shall give written notice of each meeting of the stockholders. The notice shall state the date, time and place of the meeting and, in the case of a special meeting, the purposes for which the meeting is called. Unless the Board otherwise directs, the record date for determining stockholders entitled to vote shall be the close of business on the day preceding the day on which notice is given. Stockholders may waive notice of a meeting by written waiver.

Section 2.4. List of Stockholders Entitled to Vote. At least ten days prior to each meeting of the stockholders, the Secretary shall prepare and distribute to all stockholders an alphabetical list of the stockholders entitled to vote at the meeting and their addresses. The list shall show the number of shares held by each stockholder as reflected in the records of the Corporation.

Section 2.5. Quorum. At each meeting of stockholders, the holders of a majority of the outstanding shares of stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum.

Section 2.6. Organization. Meetings of stockholders shall be presided over by the Chairman or, in his absence or inability to act, by the Vice Chairman as provided in these By-laws. The Secretary of the Corporation shall act as secretary of the meeting.

Section 2.7. Voting of Shares. At each meeting of the stockholders, each stockholder shall be entitled to vote in person or by proxy each share of stock of the Corporation which is held by that stockholder as of the record date, as reflected in the records of the Corporation. Persons holding stock of the Corporation in a fiduciary capacity shall be entitled to vote such stock, provided that such persons establish to the satisfaction of the Secretary of the Corporation that the extent and nature of the fiduciary relationship permits such voting.

Section 2.8. Proxies. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for him by proxy, in the manner and to the extent permitted by applicable law.

### ARTICLE III. BOARD OF DIRECTORS

Section 3.1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 3.2. Number and Qualifications. The Board shall have five members. Directors need not be stockholders.

Section 3.3. Election of Directors. The stockholders of the Corporation shall elect the directors, by written consent or at the annual meeting of the stockholders or at a special meeting called for such purpose. Directors shall be elected to serve until the stockholders elect their successors.

Section 3.4. Resignation. Any director of the Corporation may resign at any time by giving written notice to the Board or to the Secretary of the Corporation. Any such resignation shall be effective at the time or under the conditions specified in the notice or, if no time or conditions are specified, immediately upon receipt.

Section 3.5. Regular Meetings. Regular meetings of the Board shall be held without further notice at such dates, times and places as are announced at a prior meeting of the Board or resolved by the Board.

Section 3.6. Special Meetings. Special meetings of the Board may be held whenever called by the Chairman or Vice Chairman. The Corporation shall give at least five days notice of special meetings. The notice or waiver of notice of a special meeting does not need to state the purpose of the meeting.

Section 3.7. Quorum and Manner of Acting. A majority of the total number of directors designated as constituting the entire Board in accordance with these By-laws shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.8. Committees. The Board may designate one or more committees, each committee to consist of one or more directors of the Corporation. The Board may appoint persons who are not directors of the Corporation to attend meetings of committees and to participate in an advisory capacity. Any such committee shall have and may exercise, to the extent provided in the resolution of the Board, all the powers and authority of the Board in the management of the business and affairs of the Corporation; provided, however, that no committee shall have power or authority to propose an amendment to the Certificate of Incorporation, to adopt an agreement of merger or consolidation, to recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, to recommend to the stockholders a dissolution of the Corporation or a revocation of dissolution, to indemnify directors, to amend these By-laws, to declare a dividend or to authorize the issuance of stock. Such committees shall have such names as may be determined from time to time by resolution adopted by the Board. Such committees shall keep detailed minutes of their proceedings and report same to the Board at the Board's request.

Section 3.9. Telephone Meetings Permitted. Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment with which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this By-law shall be deemed the same as being present in person at that meeting.

Section 3.10. Compensation. By resolution of the Board, the directors may be paid their expenses, if any, of attendance at each meeting of the Board, and may be paid a fixed fee for attendance at each meeting of the Board or a stated fee as director, or both. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.11. Organization. Meetings of the Board shall be presided over by the Chairman or, in his absence or inability to act, by the Vice Chairman as provided in these By-laws. The Secretary of the Corporation shall act as secretary of the meeting.

Section 3.12. Removal of Directors by Stockholders. One or more directors, or the entire Board, may be removed at any time, with or without cause, by the holders of a majority of the shares of the Corporation entitled to vote at an election of directors.

Section 3.13. Vacancies in Board. Any vacancy which occurs in the Board for any reason may be filled by the election of a replacement director by the remaining directors. Any such replacement director shall serve for the remainder of the unexpired term of the director whom he or she replaces.

#### ARTICLE IV. OFFICERS

Section 4.1. Number. The officers of the Corporation shall include a Chairman of the Board ("Chairman"), Vice Chairman of the Board (Vice Chairman"), a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary. Each officer shall be elected by the Board. Any two or more offices may be held by the same person, except that the offices of Chairman and Secretary, and President and Secretary, shall not be held by the same person.

Section 4.2. Election and Term of Offices. The Board shall elect officers of the Corporation annually at the first meeting of the Board following each annual election of directors, or as soon thereafter as convenient. Each officer shall hold office until his or her successor is elected or until his death, resignation or removal.

Section 4.3. Resignation and Removal. Any officer or agent elected by the Board may resign at any time by giving written notice of said resignation to the Board or to the Secretary. Any such resignation shall be effective at the time or under the conditions specified in the notice or, if no time or conditions are specified, immediately upon receipt. Any officer or agent elected by the Board may be removed at any time by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby; provided, however, that such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment to any office shall not, of itself, create contract rights.

Section 4.4. Vacancies. A vacancy in any existing office or newly created office, may be filled by the Board at any time.

Section 4.5. Other Officers or Agents. The Board may appoint such other officers and agents as it deems appropriate, who shall serve for such terms, exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4.6. The Chairman of the Board. The Chairman of the Board shall be the managing director of the Corporation and, subject to the control of the Board of Directors, manage the business and affairs of the Corporation. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall have such additional powers and duties as are declared by the Board of Directors.

Section 4.7. The Vice Chairman of the Board. The Vice Chairman shall have such powers and perform such duties as shall be assigned to him by the Chairman, or the

Board. In the absence of the Chairman, or in the event of his inability to act, the Vice Chairman shall perform the duties of the Chairman and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chairman.

Section 4.8. The President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Chairman, shall in general supervise and control the business and affairs of the Corporation. In the absence of the Chairman and the Vice Chairman, or in the event of their inability to act, the President shall perform the duties of the Chairman and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chairman. The President shall perform such other duties as may be described by the Chairman or the Board from time to time.

Section 4.9. The Vice Presidents. The Vice Presidents shall have such powers and perform such duties as shall be assigned to them by the President or the Board. One such Vice President may be designated by the Board as chief operating officer of the Corporation and as such shall, in the absence of the President or in the event of his inability to act, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all restrictions upon the President.

Section 4.10. The Secretary. The Secretary shall (a) keep the minutes of the stockholders' meetings and of the Boards' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the stockholders; (e) sign with the Chairman, or the President, certificates for shares of the Corporation, the issuance of which have been authorized by resolution of the Board; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chairman or the Board.

Section 4.11. The Treasurer. The Treasurer shall be the chief financial officer of the Corporation and as such (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as the Board selects; and (c) in general, perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board.

Section 4.12. Assistant Secretaries. The Assistant Secretaries, if any are elected, shall perform such duties as shall be assigned to them by the Secretary, by the Chairman, or by the Board.

Section 4.13. Assistant Treasurers. The Assistant Treasurers, if any are elected, shall perform such duties as shall be assigned to them by the Treasurer, by the President, or by the Board.

Section 4.14. Salaries. The salaries of the officers shall be set by the Board. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

#### ARTICLE V. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 5.1. Actions Other Than By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 5.2. Action By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a member of any committee or similar body, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.



Section 5.3. Determination That Indemnification Is Proper. Any indemnification under Section 5.1 or Section 5.2 above of these By-laws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 5.1 and 5.2 of these By-laws. Such determination shall be made (i) by the Board by a majority vote of the directors who were not parties to such action, suit or proceeding, or (ii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iii) by the stockholders.

Section 5.4. Successful Defense. Notwithstanding the other provisions of this Article V, to the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.1 or Section 5.2 above of these By-laws, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 5.5. Expenses. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article V. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

Section 5.6. Nonexclusivity; Continuation. The indemnification or advancement of expenses provided by this Article V shall not be deemed exclusive and is declared expressly to be nonexclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-laws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5.7. Indemnification Insurance. Upon resolution passed by the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body against any liability asserted against him and incurred by him in any such

capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article V.

Section 5.8. Definitions. For the purposes of this Article V, references to "the Corporation" include in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body shall stand in the same position under the provisions of this Article V with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article V, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article V.

Section 5.9. Amendment or Repeal. Any repeal or modification of any of the foregoing provisions of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

## ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1. Contracts and Other Written Instruments. The Board may authorize officers or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Except as may otherwise be provided by resolution of the Board or in these By-laws, or otherwise provided by law, the Chairman or President may enter into any contract or other written instrument on behalf of the Corporation and any such contract or other written instrument will be binding upon the Corporation if signed on its behalf by the Chairman or President or by any other officer or employee of the Corporation to whom such power has been specifically delegated in writing by the Chairman or President. Each such written delegation by the Chairman or President shall identify the employee or class of employees to whom such power is delegated; shall state the duration for which such delegation shall be effective, which

duration may be definite or indefinite; and shall state the limitations, if any, on the power delegated.

Section 6.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 6.3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall be determined by resolution of the Board.

Section 6.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6.5. Guarantees of Debts of Subsidiaries. Each guarantee proposed to be granted by the Corporation, or by any officer thereof, to pledge the credit of the company for the debt of a subsidiary, shall be separately considered and voted upon. No general authorization shall be granted to any officer to pledge the credit of the Corporation for the payment of a debt of a subsidiary. Each authorization for such guarantee shall be particularized in a prior supporting resolution which names the subsidiary, the creditor sought to be so secured, and the limit of such guarantee as to amount. A signed copy of such guarantee shall be placed in the permanent minute book of the Corporation as part of such enabling resolution.

## ARTICLE VII. SHARES

Section 7.1. Certificates for Shares. Every holder of stock of the Corporation shall be entitled to have a certificate certifying the number of shares of stock owned by the holder thereof. Certificates representing shares of stock of the Corporation shall be in such form as the Board determines. Such certificates shall be signed by the Chairman or the President and by the Secretary or an Assistant Secretary, as authorized by the Board. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled. No new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board may prescribe.

Section 7.2. Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or

by his legal representative, who shall furnish proper evidence of authority to transfer or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

## ARTICLE VIII. MISCELLANEOUS

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board.

Section 8.2. Dividends. The Board may declare, and cause the Corporation to pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

Section 8.3. Waiver of Notice of Meetings of Stockholders, Directors and Committees. Whenever notice is required to be given by law or under any provision of the Certificate of Incorporation or these By-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 8.4. Representation of Shares in Other Corporations. Shares of other corporations standing in the name of this Corporation may be voted or represented and all incidents thereto may be exercised on behalf of the Corporation by any officer of the Corporation so appointed by the Board.

Section 8.5. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on any electronic or other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time.

Section 8.6. Business Combinations. The Corporation expressly elects not to be governed by Section 203 of Subchapter VI, Chapter I, Title 8 of the Delaware Code.