



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

E. R. RALLS, INC.

a corporation duly organized and existing under the laws of **Arizona** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **8th** day of **October** 19 **75**, a properly authenticated copy of its articles of incorporation, and on the **8th** day of **October** 19 **75**, a designation of **Camilla Ralls** in the County of **Minidoka** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **October**, A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, EVO J. DE CONCINI, SECRETARY OF THE ARIZONA
CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and
complete copy of the ARTICLES OF INCORPORATION
of
R-C LAND CO.

which were filed in the office of the Arizona Corporation Commission
on the 26th day of January, 1961, as provided by law. An AMENDMENT
was filed thereto on the 14th day of August, 1974, changing the name to E. R. RALLS,
INC.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL SEAL
OF THE ARIZONA CORPORATION COMMISSION, AT
THE CAPITOL, IN THE CITY OF PHOENIX, THIS 6th
DAY OF October, 1975.

BY

SECRETARY

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION

of

R-C LAND CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be:

R-C LAND CO.

ARTICLE II.

The principal place of business of this corporation shall be in Maricopa County, Arizona, but other offices and places for conducting business, both within and without the State of Arizona, may be established from time to time by the Board of Directors.

ARTICLE III.

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

ERNEST R. RALLS	219 E. Millett, Mesa, Arizona
ROSEMARY B. RALLS	219 E. Millett, Mesa, Arizona
L. EDMUND CATES	310 E. Culver Street, Phoenix, Arizona
LORRAINE W. CATES	310 E. Culver Street, Phoenix, Arizona
ROBERT R. WEAVER	310 E. Culver Street, Phoenix, Arizona

ARTICLE IV.

The general nature of the business to be transacted by the corporation and the objects and purposes for which the corporation is formed, shall be: to have all of the powers and privileges granted by law to corporations for profit organized under the laws of the State of Arizona including the power to sue and be sued in its own name; to engage in the business of buying or otherwise acquiring, owning, selling, leasing, exchanging, subdividing and improving and dealing in real property; or constructing thereon buildings for commercial or dwelling purposes; to acquire by pur-

chase, lease, or otherwise, rentals and interest in rentals and to own, hold, improve, develop and manage any real estate acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in any building or other structures in any stores, shops, suites, rooms, warehouses, buildings or parts of buildings or other structures at any time owned or held by the corporation; to buy, manufacture, sell or deal in commodities or other personal property.

In connection with and in furtherance of the foregoing primary purposes, the corporation shall have and exercise all the powers necessary, incidental to and desirable for carrying out the said primary purposes, which said powers shall include, but not by way of limitation, the following:

1. To borrow, lend money and negotiate loans for the purchase of property, real and personal whether necessary for working capital or not, or merely investment purposes; to execute notes, mortgages, deeds, deeds of trust, contracts, bonds, debentures, obligations, or any other document necessary to carry out the purposes of this corporation.

2. To contract with individuals, partnerships, associations and corporations in furtherance of the business of this corporation.

3. To acquire, all or any part of, the good-will, rights, property and business of any persons, partnership, association or corporation engaged in any business whatsoever, whether similar to the business of this corporation or not, so long as same is permitted by law and to pay for same in such manner as this corporation may deem proper, and while the holder thereof,

to exercise all the rights and privileges of ownership as fully as a private person might do; to buy, sell, hold, retire and reissue shares of its own capital stock, to buy, acquire and hold, either as owner or as collateral security, any and all kinds of individual indebtedness, and to lend money upon adequate security, and to make advances of cash, goods, wares, merchandise and commodities to such customers or other persons to such extent as in the judgment of its Board of Directors may be deemed for the best interests of the Corporation.

4. To construct buildings on owned or leased property and to lease same to tenants for period of any time allowed by law with no regard as to the limitation of the period of corporate existence.

5. To purchase, lend upon, invest, hold, mortgage, pledge, encumber, sell, transfer, assign, lease, convey or otherwise dispose, or manage any real estate or personal property or any right or interest therein including the general improvement of property, and to act as landlord, tenant, assignor, assignee and operator thereof.

ARTICLE V.

The affairs of the Corporation shall be conducted by a Board of Directors and such officers as the directors may elect or appoint. The Board of Directors shall be designated by the stockholders and shall be elected from among the stockholders at their annual meeting to be held on the second Monday in July of each year. Until the first annual meeting of the stockholders and until their successors have been elected and have qualified, the following named persons shall be Directors: Ernest R. Ralls, L. Edmond Cates, Rosemary B. Ralls, Lorraine W. Cates, Robert R. Weaver. The officers of the corporation shall be a President, Vice-President and Secretary and Treasurer, who shall be elected by the Board of Directors from their own number, immediately after each annual meeting of the stockholders and shall hold office for one (1) year or until their successors are elected and qualified. Any two offices of the corporation excluding

that of President, may be held by one and the same person. Until the first annual meeting and until their successors are elected or appointed as the case may be, the following named persons shall be officers of the Corporation: Ernest R. Ralls, President; L. Edmund Cates, Vice-President, L. Edmund Cates, Secretary, Rosemary B. Ralls, Treasurer.

ARTICLE VI.

The amount of the authorized capital stock of this corporation shall be six Million Dollars, (\$6,000,000.00) divided into 600,000 shares of the par value of Ten Dollars (\$10.00) per share. The stock shall be issued when paid for in cash, services, or property, and shall be issued as fully paid and shall be forever non-assessable. The judgment of the Board of Directors as to the value of the property or services taken in exchange for stock, shall be conclusive in the absence of fraud.

ARTICLE VII.

The time of the commencement of this corporation shall be the date of the issuance of its certificate of incorporation by the Arizona Corporation Commission and it shall terminate twenty-five (25) years thereafter, unless it be renewed in manner provided by law.

ARTICLE VIII.

By-laws for this corporation shall be adopted and may be amended or revised by the Board of Directors, until and unless otherwise provided by resolution of the stockholders. This corporation reserves the right to amend, alter, change or repeal, any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX.

The highest amount of indebtedness or liability, direct or indirect or contingent, to which the corporation shall at any time subject itself, shall not exceed two-thirds of its authorized

capital stock, unless authorized by a three-fourths vote in conformity with the provisions of Section 10-173 Arizona Revised Statutes.

ARTICLE X.

The private property of the stockholders, the directors and officers of this Corporation shall be forever exempt from its debts and obligations.

ARTICLE XI.

Robert R. Weaver, whose office is at 11 South Central Avenue, Room 212, Phoenix, Arizona, and who has been a bona fide resident of the State of Arizona for at least three (3) years, is hereby appointed the lawful agent of this corporation, for and in behalf of the said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit, or proceeding that may be had or brought against the said corporation in any of the courts of the said State of Arizona, such services of process or notice or the acceptance thereof by agent endorsed thereon to have the same force and effect as if served upon the president and secretary of the said corporation. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have power to fill any vacancy in such position.

IN WITNESS WHEREOF, we have hereunto signed our names and executed the said Articles of Incorporation for the purposes above set out this 25th day of January, ¹⁹⁶¹~~1960~~:

Ernest K. Kalls
Ernest K. Kalls
Rosemary B. Kalls
Rosemary B. Kalls
L. Edmund Cates
L. Edmund Cates
Lorraine B. Cates
Lorraine B. Cates
Robert R. Weaver
Robert R. Weaver

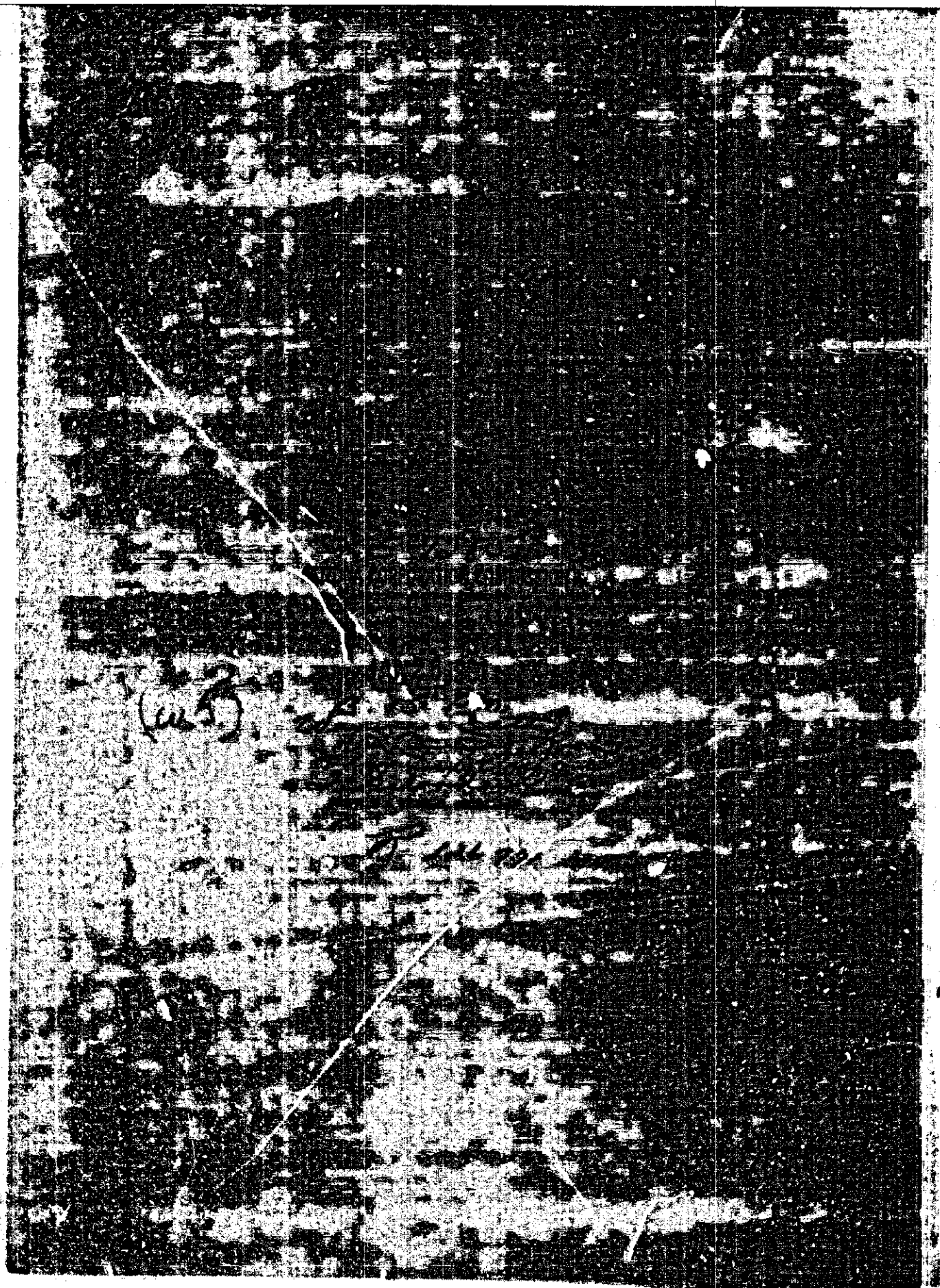
STATE OF ARIZONA
County of Maricopa } ss.

On this the 25th day of January, ¹⁹⁶¹ 1961, before me, the undersigned Notary Public, personally appeared Ernest R. Ralls, Rosemary B. Ralls, L. Edmund Cates, Lorraine W. Cates, Robert R. Weaver, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation of R-C LAND CO., and duly acknowledged to me that they executed the same for the purposes therein contained.

Robert R. Weaver
Notary Public

My commission expires:

April 23, 1962



AMENDMENT TO ARTICLES OF INCORPORATION

OF

R - C LAND CO.

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to Title 10, Chapter 1, Article 16, Arizona Revised Statutes, 1956, the undersigned corporation adopts the following amendment to its Articles of Incorporation, by amending Article I thereto as follows, to-wit:

ARTICLE I

The name of the corporation shall be:

E. R. RALLS INC.

The foregoing amendment was adopted in a meeting of Directors duly called for and held on the 23rd day of December, 1972, at which meeting all of the Directors of the Corporation were present. The amendment received the unanimous vote of all stockholders.

IN WITNESS WHEREOF, we have hereunto affixed our signatures on the 2nd day of August, 1974.

R - C LAND CO.

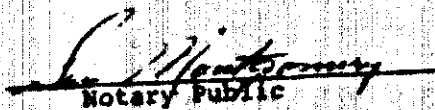
By _____
President

ATTEST:

Secretary

STATE OF ARIZONA)
 : ss
County of Maricopa)

The foregoing instrument was acknowledged before me
this 2nd day of August, 1974, by E. R. Ralls and Cleonna R. Ralls,
his wife.


Notary Public

My Commission expires:
September 12, 1977

W. G. Andrews
Nashua, N. H.

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FILED *WA*

1974

Address

1441
 Address 2204 12th Street NW
 City Washington State D.C.
 Name Henry M. Thompson Secretary
 Date 1/1/1911

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