

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

O. J. NEELEY RANCH, INC.

was filed in the office of the Secretary of State on the **Nineteenth** day of **February**, A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~Form No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Rexburg

in the County of

Madison.

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 **19th** day of **February**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

O. J. NEELEY RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this corporation is

" O. J. NEELEY RANCH, INC."

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To carry on a general farming, ranching, and livestock-raising business, which shall include any and all things pertinent to the acquiring, holding and operating of farm lands, including irrigated farm lands, dry-farm lands, ranch lands, ranges and grazing privileges; the raising and marketing of grain, potatoes, corn, barley, seeds, fruit, hay, feed, and any and all agricultural and livestock products; to purchase, breed, care for, raise, fatten and sell any and all kinds of livestock, including sheep and lambs, beef cattle, dairy cattle, horses and all other kinds of livestock; to carry on the business of producing, manufacturing,

preserving and merchandising all kinds of farm, dairy, and meat products; and any and all other related activities.

(b) To purchase, or in anywise acquire, for investment, or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or nature, or any interest therein; and to manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the company or in which the company is interested; and in particular, to reclaim arid lands by irrigation in the State of Idaho and elsewhere under Desert Land Entry acts by purchase, lease or otherwise; and to construct or have constructed ditches, canals, flumes, irrigation and drainage systems, and to do all and perform all acts necessary to carry out its objects and purposes to divert, appropriate and use the waters of springs, streams, and lakes, and to convey and distribute the same; to rent, sell, distribute or use, for irrigation, household and domestic purposes, watering of livestock, said waters; and to construct, drill, operate and maintain wells for irrigation, pumps, power lines and all other diversions works for the development and diversion of water, and to acquire water rights, water permits, water licenses and franchises now owned and held by other individuals, or to acquire same in the name of the corporation; to apply for, procure, and take out patents of the United States of America and the State of Idaho, upon any lands in which the corporation may have any interest; to purchase, take on lease, or otherwise acquire, mining claims and mines, gas and oil properties, and to drill for and dispose of any mineral, including uranium, phosphate, gold, silver, lead, zinc, tungsten, mica, copper, aluminum, gas, oil

and trace minerals, and associated and related materials and minerals, and to construct all works, pumping plants, storage, facilities, and any and all other necessary structures or appliances for the proper operation of mining and gas and oil properties.

(c) To engage in any business related or unrelated to that described in Clauses a and b of this Article and from time to time authorized or approved by the Board of Directors of this Corporation.

(d) To act as a partner or in a joint venture in any transaction.

(e) To have and exercise all rights and powers from time to time granted to a corporation by law.

(f) To do all and everything necessary, suitable and proper for and incident to the powers enumerated above and for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, and to comply with the provisions of the individual state laws in which it does business, and to comply with any and all other applicable laws and regulations appertaining thereto.

THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

FOURTH

The principal place of business and the registered office of the corporation shall be at the ranch known as the O. J. Neeley ranch east of Newdale, Madison County, Idaho; that the registered mailing address of this corporation in this state shall be Post Office Box 425, Rexburg, Idaho.

FIFTH

(a) That the amount of the capital stock of this corporation shall be \$25,000.00, divided into 1,000 shares of common stock of the par value of \$25.00 per share; all of said stock to be held, sold, and paid for at such time and in such manner as provided for in these Articles, and in the By-Laws of this corporation, and as the Board of Directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) The corporation shall have the power to adopt by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable law.

(c) The corporation shall have the power to adopt by appropriate by-law, a provision or provisions providing for arbitration to decide matters wherein there is a tie vote of the share holders' provided that said provision shall be in compliance with applicable law.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of four shares of common stock for the sum of \$100.00, and following are the names and addresses of the persons and number of shares by whom the same have been subscribed and the amount paid thereon, to-wit:

| <u>Name</u> | <u>Address</u> | <u>No. of Shares</u> | <u>Amount Paid</u> |
|------------------|----------------------------|----------------------|--------------------|
| Oswald J. Neeley | Star Route, Newdale, Idaho | One | \$25.00 |
| Myrtle M. Neeley | Star Route, Newdale, Idaho | One | \$25.00 |
| Owen J. Neeley | Star Route, Newdale, Idaho | One | \$25.00 |
| Darla W. Neeley | Star Route, Newdale, Idaho | One | \$25.00 |

SEVENTH

That the Board of Directors; subject to the laws of the State of Idaho, shall have the power to repeal and amend the By-Laws and adopt new By-Laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-Laws made by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares. The Board of Directors shall not make or alter any by-law fixing their qualifications, classification, term of office, or compensation. Whenever any amendment or any by-law is adopted, it shall be recorded in the Book of By-Laws immediately after them, and shall not take effect until so recorded.

EIGHTH

That the management of this corporation shall be vested in a Board of not less than three nor more than seven Directors, as may be fixed by the By-Laws. The Directors shall be elected at the annual meeting of the shareholders to be held at the general office of this corporation in said place known as the O. J. Neeley ranch east of Newdale, Madison County, Idaho, on a day and at the time to be specified in the By-Laws; and until the first election of Directors to be held within three months of the filing of these Articles, the Directors of this corporation shall be: Oswald J. Neeley, Myrtle M. Neeley, Owen J. Neeley and Darla W. Neeley.

NINTH

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

TENTH

The corporation shall have the power to adopt, by appropriate by-laws, such a program or programs of deferred-compensation for directors, officers, and employees of said corporation, as shall be in compliance with law; such programs may include but are not limited to profit-sharing plans, pension plans, death-benefit payments, life insurance, medical payments, and wage continuation plans.

ELEVENTH

The Directors may be given the power, by appropriate by-law, to sell, assign, transfer, mortgage, or otherwise dispose of and convey any corporate property, real or personal, without being required to call a stockholders' meeting to approve the same,

provided that such transfer or conveyance is not such as is in violation of any provision of law or which must be by vote of the shareholders by any provision of law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 13th day of February, 1965.

Oswald J. Neeley
Myrtle M. Neeley
Owen J. Neeley
Darla W. Neeley

STATE OF IDAHO,)
 SS.
County of Madison.)

On this 13th day of February, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared OSWALD J. NEELEY, MYRTLE M. NEELEY, OWEN J. NEELEY and DARLA W. NEELEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year in this certificate first above written.

Edwin S. Ketchum
Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: 8-28-66