



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

TRI-STATE ENTERPRISES, INC.

was filed in the office of the Secretary of State on March 17, 1978, 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 Nampa, Idaho in the county of Canyon.

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 17th day of March, A.D., 1978.

Pete T. Cenarrusa

Secretary of State

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STATE OF

ARTICLES OF INCORPORATION
OF
TRI-STATE ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, all being of full age and citizens of the United States of America, do hereby certify that we have this day voluntarily associated ourselves together for the purpose of forming a corporation under and in compliance with the laws of the State of Idaho, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

The name of this corporation shall be and is "TRI-STATE ENTERPRISES, INC."

ARTICLE II.

The purposes for which this corporation is formed are the following:

(a) To carry on and conduct a business of buying and selling livestock and tac, and a general auction business.

(b) To buy, sell, own, hold, lease, improve and deal in real estate or personal property of any type and description, whether or not the same is used in connection with any of the purposes of the corporation listed herein.

(c) To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

(d) To incur indebtedness in such amount as may be deemed necessary, and to borrow money; to evidence such or any indebtedness by the bonds or other written obligations of the corporation; and to secure the payment thereof by mortgage, deed of trust, or other form of encumbrance upon all or any part of the property, real or personal, of the corporation, whether owned at the time or afterwards to be acquired.

(e) To carry on any activity or activities that might be related to any of the above described powers of the said corporation.

(f) To do such business not only within the State of Idaho, but in any part of the world, as may be deemed and determined by the board of directors from time to time, without limiting any of the objects and purposes aforesaid. It is expressly declared that the corporation shall have and possess all the powers specifically hereinabove enumerated, and also any and all such additional or further powers as may be incidental to the carrying out of the same, and also such other rights, privileges and powers granted by the laws of this state to corporations, except such as may be inconsistent herewith; the intention hereof is expressly declared to be that the powers of this corporation as expressed herein shall be construed as a grant of general powers and not in any sense as a grant of special or limited powers.

ARTICLE III.

The principal place of business and the place where the principal office of the corporation shall be, and is hereby designated as P. O. Box 21, Nampa, Idaho 83651.

3.

ARTICLE IV.

The existence of the corporation shall be perpetual.

ARTICLE V.

The number of directors of this corporation is fixed as three.

ARTICLE VI.

The capital stock of this corporation shall be TEN THOUSAND DOLLARS (\$10,000.00), to be divided into One Thousand Shares (1,000) of the par value of Ten and No/100 (\$10.00) Dollars per share, which stock shall be non-assessable and all shares of the capital stock of this corporation shall be known as common stock, with each share of stock to be entitled to one vote.

The names and post office address of each of the incorporators are as follows:

Spencer Rogers
P. O. Box 3521, Riverside, California 92519

Ralph H. Rogers
P. O. Box 3521, Riverside, California 92519

Phyllis Fobes
P. O. Box 3521, Riverside, California 92519.

IN WITNESS WHEREOF, we the undersigned, the incorporators of the said corporation, have hereunto set our hands, this 13 day of MARCH, 1978.

Spencer Rogers
Spencer Rogers
Ralph H. Rogers
Ralph H. Rogers
Phyllis Fobes
Phyllis Fobes

4.

State of California)
County of Riverside ; ss.

On this 13 day of March, 1978, before me, the undersigned, a notary public in and for said State, personally appeared SPENCER ROGERS, RALPH H. ROGERS, and PHYLLIS FOBES, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

Norma Sepulveda
Notary Public for California
Residing at MIRA LOMA, California
My Commission Expires OCT 5, 1981

(SEAL)

