



**CERTIFICATE OF INCORPORATION  
OF**

**VALLE VISTA RANCH, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 27, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION  
OF

RECEIVED  
SEC. OF STATE

VALLE VISTA RANCH, INC. 87 NOV 27 AM 8 58

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as

ARTICLE I

The name of the Corporation shall be "Valle Vista Ranch, Inc."

ARTICLE II

The Corporation's purposes are:

(1) To operate a cattle ranch or in any way acquire cattle or any other type of livestock, commodity futures, hedging futures, feed, equipment and operating facilities, animals or materials necessary for running said operation. Further, to operate a farming operation to raise crops of all varieties, types and strains appropriate for the land, irrigation facilities present and future. To acquire all water rights, perpetuate same and defend from all outside parties the rights to water, land, equipment, mineral and timber which attach to the land either owned or hereafter acquired.

(2) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed of trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water right., all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights,

powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(3) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(5) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally

construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

### ARTICLE III

The Corporation is to have perpetual existence.

### ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: Route 1, Rogerson, Idaho 83302. That Mearl W. Row shall be the registered agent.

### ARTICLE V

The total number of shares which the Corporation is authorized to issue is 100 shares. The aggregate par value of said shares is \$1,000.00 and the par value of each share is \$10.00.

### ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Mearl W. Row	Route 1 Rogerson, Idaho 83302	90
Neil William Row	Route 1 Rogerson, Idaho 83302	10
Christina Row	Route 1 Rogerson, Idaho 83302	(community portion with Mearl Row)

The above named incorporators shall also be the initial Directors.

#### ARTICLE VII

(A) The Board of Directors shall consist of three (3) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five (5) nor less than three (3) unless all of the shares of the Corporation are owned beneficially or of record by one (1) stockholder, in which case the number of Directors may be less than three (3) but not less than the number of stockholders.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

Mearl W. Row	Route 1 Rogerson, Idaho 83302
Neil William Row	Route 1 Rogerson, Idaho 83302
Christina Row	Route 1 Rogerson, Idaho 83302

#### ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as

on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

#### ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

#### ARTICLE X

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 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 or 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.

IN WITNESS WHEREOF, We have hereunto set our hands and  
seals this 12 day of November, 1987.

Merle W. Row  
Merle W. Row, President  
Merle

Neil W. Row  
Neil W. Row, Vice-President  
Neil

"ATTEST"

By Christina A. Row  
Christina Row, Secretary