



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

McNALL SHORTHORNS, INC.

was filed in the office of the Secretary of State on the *16th* day
of *October* A.D., One Thousand Nine Hundred *seventy-five* and
~~will be~~ *duly* recorded on ~~Film-Non~~*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
Samuels, Idaho in the County of *Bonner*

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 *16th* day of *October*,
A.D., 19 *75*.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

McNALL SHORTHORNS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, and in accordance and pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation is McNALL SHORTHORNS, INC.

ARTICLE II.

The location and post office address of the registered office of the corporation is Route 1, Samuels, Idaho.

ARTICLE III.

The purposes for which said corporation is formed are:

- (1) Operate, own and manage farm, ranch and timber properties and engage in the production and sale of farm products, cattle and timber.
- (2) To buy, sell and deal in goods, wares, merchandise and personal property of every kind.
- (3) To the same extent as natural persons do, to acquire, construct, maintain, develop, improve, rent, use, mortgage and dispose of real property and interests, estates and rights therein.
- (4) To act as agent or representative, in any capacity; and to perform services for others.
- (5) To acquire, develop, improve, use, grant licenses in respect of, mortgage, dispose of and deal in letters patent

of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names.

(6) To acquire, own and dispose of rights, privileges, permits and franchises convenient for any of the purposes of its business.

(7) To acquire, own, pledge, dispose of and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, association, firms, trusts or persons, public or private, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(8) To aid in any manner any corporation, association, firm or individual any of whose securities, evidences of indebtedness, obligations or stock are held by the corporation directly or indirectly, or in which, or in the welfare of which, the corporation shall have any interest, and to guarantee securities, evidences of indebtedness and obligations of other persons, firms, associations and corporations.

(9) To acquire, and pay for in cash, stocks, bonds, or other securities of the corporation or otherwise, the good will, rights, assets and property and to undertake and assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(10) To enter into, make and perform contracts of every kind.

(11) To borrow moneys and, from time to time without limit as to the amount, to issue, accept, endorse and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(12) To lend any of its funds, either with or without security. To make gifts.

(13) To acquire, hold and dispose of shares of its own capital stock and rights thereto.

(14) To carry on any other business in connection with any of the aforesaid purposes for which a corporation may be formed under the provisions of the corporation laws of the State of Idaho.

(15) To carry out all or any part of the foregoing objects as principal or agent, or in conjunction with any other person, firm, association or corporation, and in any part of the world to the same extent and as fully as natural persons might or could do.

(16) To have and exercise all the powers conferred by the laws of the State of Idaho upon corporations.

The foregoing clauses shall be construed as objects, purposes and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE IV.

The time of the existence of the corporation shall be perpetual.

ARTICLE V.

The number of directors of the corporation shall not be less than three(3). The names and residences of those who are appointed to serve until their successors are elected and qualified are:

Francis McNall, Route 1, Samuels, Idaho,
Beverly J. McNall, Route 1, Samuels, Idaho,
James L. McNall, Route 1, Samuels, Idaho.

ARTICLE VI.

The amount of capital stock of this corporation shall be Twenty-Five Thousand (\$25,000.00) Dollars, divided into two hundred fifty (250) shares of a par value of One Hundred (\$100.00) Dollars each. As between the individual shares there shall be no distinction as to voting powers, preferences and privileges.

ARTICLE VII.

The name and post office address of each of the incorporators are:

Francis McNall, Route 1, Samuels, Idaho,
Beverly J. McNall, Route 1, Samuels, Idaho,
James L. McNall, Route 1, Samuels, Idaho.

Each of the incorporators have subscribed to two (2) shares of the capital stock of the corporation.

ARTICLE VIII.

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a stockholder, officer or director, is in any way interested in such transaction or contract.

Any person made a party to, or involved in, any civil, criminal or administrative action, suit or proceeding by reason of the fact that he is or was a director, officer or employee of the corporation may be indemnified by the corporation against expenses actually and necessarily incurred by or imposed on him in connection with, or resulting from, the defense of such action, suit or proceeding.

ARTICLE IX.

The Board of Directors of the corporation may by resolution adopted by a majority of the whole board designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.

All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

ARTICLE X.

The Board of Directors is authorized to make, alter, or repeal the by-laws of the corporation to the extent permitted by the corporation laws of the State of Idaho.

IN WITNESS WHEREOF, the parties have hereunto set their hands this 7th day of October, 1975.

Francis McNall
Beverly J. McNall
James J. McNall

STATE OF IDAHO)
 SS
County of Bonner)

On this 7th day of October, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared FRANCIS McNALL, BEVERLY J. McNALL and JAMES L. McNALL, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date last above written.

Jean Hadley
Notary Public in and for the
State of Idaho, residing at
Sandpoint.