



CERTIFICATE OF INCORPORATION  
OF

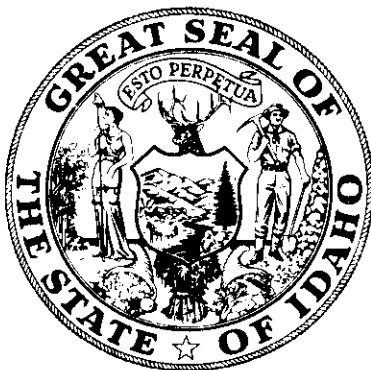
\_\_\_\_\_

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 \_\_\_\_\_

\_\_\_\_\_,  
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 \_\_\_\_\_, 19\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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SECRETARY OF  
STATE

ARTICLES OF INCORPORATION

OF

DRY FLY, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

DRY FLY, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To engage in a general farming and ranching business, both on its own account and as agent; to agist, feed, range, graze, manage, herd, control, brand, care for, purchase, market, and sell, livestock of every kind, both on its own account and as agent for other persons or corporations.

(b) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the ranching and farming business.

(c) To purchase, lease, own, sell, mortgage, sub-lease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to

1 acquire and take over the good will, property, rights, franchises  
2 and assets of every kind and the liabilities of any person, firm,  
3 association, or corporation, either wholly or in part, and to pay  
4 for the same in cash, stocks or bonds of the corporation, or  
5 otherwise.

6 (d) In the purchase of or acquisition of property,  
7 business rights or franchises or for any other object in and about  
8 its business or affairs, to incur debt and to borrow and secure  
9 the payment of money in any lawful manner including the issue and  
10 sale or other disposition of bonds, debentures, notes and other  
11 evidences of indebtedness.

12 (e) Without in any particular way limiting any of the  
13 objects or purposes or powers of the corporation, the business or  
14 purposes of the company shall be empowered from time to time to do  
15 any one or more or all of the acts and things herein set forth and  
16 to engage in the general commercial business, and all such other  
17 acts, things and business in any way connected therewith or  
18 auxillary thereto.

19 (f) To transact any and all lawful business for which  
20 corporations may be incorporated under the Idaho Business Corpora-  
21 tion Act.

22 FOURTH: The aggregate number of shares which the cor-  
23 poration shall have authority to issue is:

24	<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
25	Common	25,000.00	\$1.00	\$25,000.00

26 FIFTH: Provisions denying preemptive rights are:  
27 None.

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1           SIXTH: Provisions for the regulation of the internal  
2 affairs of the corporation are: None.

3           SEVENTH: The address of the initial registered office  
4 of the corporation is 226 - 9th Avenue North, Buhl, ID 83316, and  
5 the name of its initial registered agent at such address is Ted  
6 Ahlm.

7           EIGHTH: The number of directors constituting the  
8 intial board of directors of the corporation is four. This  
9 number may be changed by the Bylaws of the corporation, and the  
10 names and addresses of the persons who are to serve as directors  
11 until the first annual meeting of shareholders or until their  
12 successors are elected and shall qualify are:

13	<u>NAME</u>	<u>ADDRESS</u>
14	Ted Ahlm	226 - 9th Avenue North Buhl, ID 83316
15	Kitty Ahlm	226 - 9th Avenue North Buhl, ID 83316
16		
17	Arthur Ahlm	205 - 9th Avenue North Buhl, ID 83316
18		
19	Clara Ahlm	205 - 9th Avenue North Buhl, ID 83316

20           NINTH: The name and address of each incorporator is:

21	<u>NAME</u>	<u>ADDRESS</u>
22	Ted Ahlm	226 - 9th Avenue North Buhl, ID 83316
23	Kitty Ahlm	226 - 9th Avenue North Buhl, ID 83316
24		
25	Arthur Ahlm	205 - 9th Avenue North Buhl, ID 83316
26		
27	Clara Ahlm	205 - 9th Avenue North Buhl, ID 83316

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Dated this 19 day of December, 1979.

Ted Ahlm  
TED AHLM

Kitty Ahlm  
KITTY AHLM

Arthur Ahlm  
ARTHUR AHLM

Clara Ahlm  
CLARA AHLM

STATE OF IDAHO )  
County of Twin Falls ) ss.

On this 19<sup>th</sup> day of December, 1979, before me, the undersigned, a Notary Public in and for said County and State, personally appeared TED AHLM, KITTY AHLM, ARTHUR AHLM and CLARA AHLM, 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 affixed my official seal the day and year last above written.

Kim Quigley  
Notary Public for Idaho  
Residing at Butt, Idaho