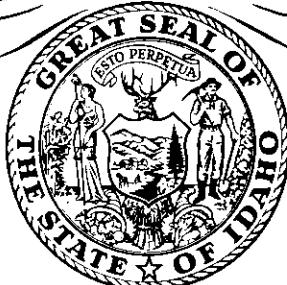


# State of Idaho



## 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

**MacGREGOR LAND AND LIVESTOCK CO.**

was filed in the office of the Secretary of State on the **first** day  
of **October,** A.D. One Thousand Nine Hundred **Fifty-nine** and  
duly recorded on Film No. **109** 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

**Boise,** in the County of **Ada.**

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 **1st** day of **October**,  
A.D., **1959**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
MacGREGOR LAND AND LIVESTOCK CO.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes herein-after stated, pursuant to "The Business Corporation Act" of the State of Idaho, do hereby certify as follows:

I.

The name of this corporation is:

MacGREGOR LAND AND LIVESTOCK CO.

II.

The purposes for which this corporation is formed are:

- (a) To engage in a general agricultural, lumbering, mining, merchandising and investment business.
- (b) To engage in the business of growing, producing and marketing all types of farm products; and to purchase, acquire, market or feed farm products of all types; and to raise, feed and market livestock of every type and description; and to raise, feed and market poultry and poultry products of every type; and to produce dairy products and market those products; and to engage in livestock feeding and fattening operations.
- (c) To acquire or lease (either as lessor or as lessee) timber lands and timber; and to acquire, cut, sell, saw, manufacture, process and fabricate timber and the products thereof in every form; and to operate sawmills, planing mills and lumber manufacturing and fabricating plants of every nature.
- (d) To carry on the business of mining, milling, concentrating, converting, smelting, treating and otherwise producing and dealing in minerals and ores of every kind or nature; and to purchase, acquire, sell, exchange, lease (either as lessor or as lessee) and generally deal in mines, mineral rights, mining claims and mining properties.
- (e) To acquire, own and operate any type of mercantile business or establishment; and to purchase, acquire, sell, exchange and generally deal in all types, goods, wares and merchandise.

(f) To acquire, purchase, own, lease (either as lessor or as lessee) and operate warehouses and storage facilities for the storage, repair and maintenance of goods, wares, merchandise and supplies.

(g) To engage in the business of operating, selling, maintaining and servicing motor vehicles and machinery and equipment of every kind or nature; and to acquire, store, sell and generally deal in petroleum products and accessories and supplies for motor vehicles, machinery and equipment.

(h) To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trusts with respect to and generally deal in, either alone or in syndicates, or otherwise in conjunction with others, any form of security, namely any form of shares of capital stock, debentures, voting trust certificates, trust certificates, bonds, mortgages, obligations, contracts, certificates of interest, choses in action issued by any corporation, association, partnership, syndicate, person, governmental, municipal or public authority, or other entity, without limitation thereto; and to receive, collect and dispose of dividends, interest, or other income upon any securities held by it.

(i) To purchase, acquire, hold, mortgage, pledge, transfer, or otherwise dispose of or deal in real estate and personal property; and to erect, construct, alter and maintain buildings or structures on any real property.

(j) To acquire, hold, sell, or otherwise dispose of all or any part of the capital stock, assets or good will of any business, person, firm, co-partnership, association or corporation engaged in any type of business whatsoever; and to hold, utilize or in any manner dispose of the whole or any part of the stock in trade, assets, good will and rights so acquired; and to conduct in any manner, in whole or in part, any business so acquired; and to undertake or assume the whole or any part of the obligations, liabilities or indebtedness of any person, firm, partnership, association or corporation in connection with the business so acquired.

(k) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own stock owned by it shall not be voted upon directly or indirectly.

(l) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(m) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain and protect, and to sell, assign or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(n) To borrow money for any purpose of this corporation, without limit as to amount; and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated.

(o) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with or as co-partner or joint venturer with any person, association, or other corporation, and in any part of the world; and in carrying on its business and for the purposes of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description; to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation or the statutes of the State of Idaho.

(p) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.

(q) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers now or hereafter conferred on the corporation by the statutes of the State of Idaho.

### III.

The period of existence and the duration of the life of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be at Boise, in the County of Ada, State of Idaho.

V.

Section 1. This corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock which this corporation shall be authorized to issue is 2,500. The aggregate par value of the common stock of this corporation shall be \$25,000.00. The par value of each share of common stock issued by this corporation shall be \$10.00.

Section 2. No holder of common stock issued by this corporation shall, as such holder, have any pre-emptive right to subscribe to purchase or acquire additional shares of common stock or shares of any other class of capital stock or any bonds, debentures or other securities issued by this corporation or convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

Section 3. The common stock of this corporation shall be nonassessable; and the private property of shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of common stock subscribed by each of those incorporators are as follows:

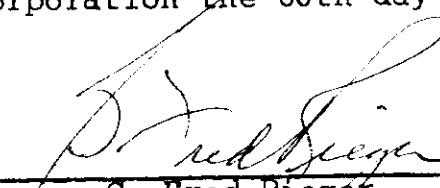
<u>Name</u>	<u>Address</u>	<u>Common Stock Subscribed</u>
G. Fred Rieger	Boise, Idaho	One Share
Peter T. Johnson	Boise, Idaho	One Share
Robert I. Troxell	Boise, Idaho	One Share

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years, and is a citizen of the United States of America.

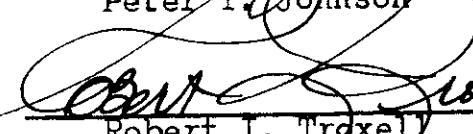
VII.

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of the common stock of this corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation the 30th day of September, 1959.

  
G. Fred Rieger

  
Peter T. Johnson

  
Robert I. Troxell

STATE OF IDAHO )  
                  ) ss.  
County of Ada  )

On this 30th day of September, in the year 1959, before  
me, a Notary Public in and for said State, personally appeared  
G. FRED RIEGER, PETER T. JOHNSON and ROBERT I. TROXELL, known  
to me to be the persons whose names are subscribed to the fore-  
going instrument, and acknowledged to me that each had executed  
the same; and I further certify that each of said persons acknowl-  
edged to me that he was over the age of twenty-one years and was  
a citizen of the United States of America.

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

(SEAL)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residence: Boise, Idaho