

# State of Idaho

## Department of State

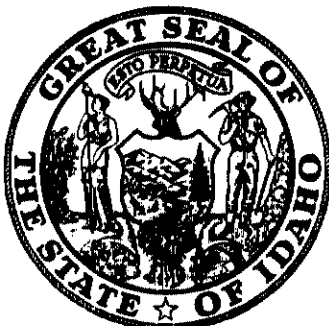
### CERTIFICATE OF INCORPORATION OF

BAR-H-BAR 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: April 5, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**BAR-H-BAR RANCH**

**INC. 10 15**

WE, THE UNDERSIGNED natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I -- NAME**

The name of this corporation is: **BAR-H-BAR RANCH, INC.**

**ARTICLE II -- DURATION**

The duration of this corporation is: Perpetual.

**ARTICLE III -- PURPOSES**

a. The purpose for which the corporation is formed is to provide recreational working vacations in a ranch setting and to do all things and engage in all lawful transactions which a corporation organized under the laws of the State of Idaho might do or engage in, even though not expressly stated herein.

b. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same

extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

c. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### **ARTICLE IV -- STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of no par value stock. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

#### **ARTICLE V -- AMENDMENT**

These Articles of Incorporation may be amended by the affirmative vote of sixty-seven percent (67%) of the shares entitled to vote on each such amendment.

#### **ARTICLE VI -- SHAREHOLDER RIGHTS**

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such

consideration as the Board of Directors shall determine. Shareholders shall have preemptive rights to acquire unissued shares of the stock of this corporation.

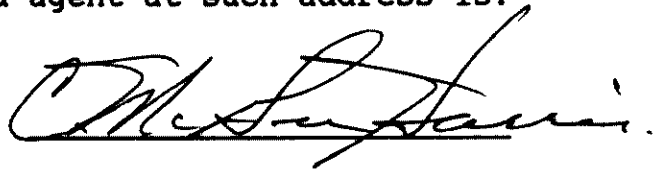
**ARTICLE VII -- CAPITALIZATION**

This corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of shares.

**ARTICLE VIII -- INITIAL OFFICE AND AGENT**

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

C. MCGEE HARRIS  
1501 8 Mile Creek Road  
Soda Springs, Idaho 83276



**ARTICLE IX -- DIRECTORS**

The number of Directors constituting the initial Board of Directors of this corporation is two. The names and addresses of the people who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are:

C. MCGEE HARRIS -- President  
1501 8 Mile Creek Road  
Soda Springs, Idaho 83276

JANET W. HARRIS -- Vice President/Secretary  
1501 8 Mile Creek Road  
Soda Springs, Idaho 83276

