



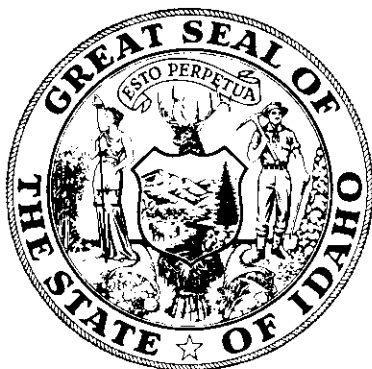
CERTIFICATE OF AUTHORITY  
OF

**BOIES RANCHES**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BOIES RANCHES** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **BOIES RANCHES** to transact business in this State under the name **BOIES RANCHES** and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 22, 1983**



SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statements:

1. The name of the corporation is BOIES RANCHES

2. The name which it shall use in Idaho is BOIES RANCHES

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of The State of Nevada

4. The date of its incorporation is December 30, 1959 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 530 Idaho Street, Elko, Nevada 89801

6. The address to which correspondence should be addressed, if different from that in item 5. Same & Boies Ranches, Wells, Nevada 89835

7. The street address of its proposed registered office in Idaho is 401 2nd Street North,  
P. O. Box 1901, Twin Falls, Idaho 83301, and the name of its proposed registered agent in Idaho at that address is G. Kent Taylor

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: to engage in any lawful activity in the State of Nevada, or elsewhere  
PROVIDED ONLY that as to any such lawful activity which requires further permit  
authorization or franchise to engage in such activity, by the laws of this  
State, or any other state territory or county that as to such activity, the  
corporation shall first obtain such necessary permit, authorization or franchise.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Marla Boies Griswold	Pres/Director	Wells, NV 89835
Oren Steven Boies	Vice Pres/Director	Wells, NV 89835
Nina Joy Hollifield	Secretary/Director	Wells, NV 89835
Eyla Glee Boies	Director	Wells, NV 89835
Robin Boies	Director	Wells, NV 89835

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
2500	common	No Par Value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
648	common	No Par Value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: Sept. 8, 1983

By Marla Boies Griswold Pres.  
Its President/Vice-President (please specify)  
and Nina Hollfeld sec.  
Its Secretary/Assistant-Secretary (please specify)

STATE OF IDAHO )  
 )ss  
COUNTY OF Twin Falls )

I, G. KENT TAYLOR, a notary public, do hereby certify that on this 8th day of September, 19 83, personally appeared before me

MARLA BOIES GRISWOLD, who being by me first duly sworn, declared that <sup>she</sup> ~~he~~ is the President of BOIES RANCHES

<sup>she</sup>  
that ~~he~~ signed the foregoing document as President of the corporation and that the statements therein contained are true.

A Kent Taylor  
Notary Public

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE  
STATE OF NEVADA

SEP 22 3 23 PM '83

ARTICLES OF INCORPORATION

OF

BOIES RANCHES

December 30, 1959

WM. SWACKHAMER - SECRETARY

*Wm. Swackhamer*

NO. \_\_\_\_\_

We, the Undersigned, do hereby voluntarily associate ourselves together for the purpose of organizing a corporation under the laws of the State of Nevada, and for that purpose, we do hereby adopt and certify the Articles, all as appear herein-after.

ARTICLE I

NAME

The name of the corporation is and shall be

BOIES RANCHES

ARTICLE II

PRINCIPAL OFFICE

The principal office and place of business of the corporation shall be located at 517 Idaho Street, in the City of Elko, County of Elko, State of Nevada. The designation herein of the principal place of business of this corporation, stated as aforesaid, shall be without any limitation whatsoever upon the corporation to establish any additional places of business, either in the State of Nevada, or elsewhere, or to at any time change said principal office or place of business; PROVIDED that same shall be done in accordance with any and all requirements of law.

### ARTICLE III

#### PURPOSE

The nature of the business and the objects or purposes to be transacted, promoted or carried on by this corporation shall be to engage in lawful activity in the State of Nevada, or elsewhere, PROVIDED ONLY, that as to any such lawful activity which requires further permit, authorization or franchise to engage in such activity, by the laws of this State, or any other state, territory or country, that as to such activity, the corporation shall first obtain such necessary permit, authorization or franchise.

This corporation shall be vested with all powers, rights, and privileges, both general and special, as may be allowed by law, and more particularly, not by way of limitation, but by way of partial enumeration only, such general and special powers, rights and privileges as are set forth in NRS 78.060, 78.065 and 78.070.

### ARTICLE IV

#### AUTHORIZED CAPITAL STOCK

A. The corporation shall be authorized to issue, not to exceed, two thousand five hundred (2,500) shares of common stock of no par value. This corporation shall not, except by amendment of the Articles, have authority to issue any additional shares of stock having no par value, and said shares of stock having no par value shall be the only class of stock issued.

B. NRS 78.265, as amended to date, shall apply with

respect to stockholders of record having a prior right to purchase a new issue of stock or treasury stock offered for sale.

C. No shareholder shall sell his stock or any part thereof without first offering said stock for sale to the corporation; secondly, to the stockholders of record proportionately to the shares owned by each of them; and thirdly, to any shareholder, all as may be further regulated by the corporation with respect to the time and method for making such offers by lawful provisions to be enacted and contained in the By-Laws of this corporation.

#### ARTICLE V

#### DIRECTORS

A. The members of the governing body shall be styled "Directors" and the number of such Directors shall be three (3), and the names and post office addresses of the first Board of Directors shall be as follows:

KEITH WILLIAMS  
770-13th Street  
Elko, Nevada

DOROTHY WILLIAMS  
770-13th Street  
Elko, Nevada

CORINNE M. WILEY  
221 Juniper Street  
Elko, Nevada

B. The Directors of the corporation shall serve for such term or terms as shall be provided by the by-laws of this

corporation, not otherwise contrary to law. The number of Directors of this corporation may, from time to time, be increased or decreased in such manner as shall be provided by the by-laws of the corporation; PROVIDED that the number thereof shall not be reduced to less than three; and PROVIDED FURTHER that no by-laws shall be enacted, increasing or decreasing the number of Directors without the concurrence or affirmative vote as to such by-law by shareholders of record holding not less than 75% of the outstanding stock of the corporation at such time. The shareholders shall have the right to elect said Directors by cumulative voting.

C. At all elections of the Directors of the corporation, each holder of voting stock shall be entitled to as many votes as shall equal the number of his shares of stock, multiplied by the number of Directors to be elected, and he may cast all of such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may desire.

#### ARTICLE VI

##### NON-ASSESSABLE STOCK

The capital stock, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay the debts of the corporation or for any purpose whatsoever, but all of the capital stock of said corporation, whether issued for money, services, property or otherwise, shall be non-assessable.

**ARTICLE VII**

**INCORPORATORS**

That the name and post office address of each of the incorporators signing the certificate or Articles of Incorporation is as follows:

KEITH WILLIAMS  
770-13th Street  
Elko, Nevada

DOROTHY WILLIAMS  
770-13th Street  
Elko, Nevada

CORINNE M. WILEY  
221 Juniper Street  
Elko, Nevada

**ARTICLE VIII**

**TERM**

This corporation shall have perpetual existence.

**ARTICLE IX**

**BY-LAWS**

The power to make, alter, amend, repeal and add to the By-Laws of the corporation shall be in the Directors, but the shareholders, by a majority vote, shall have such power also, and any such action of the shareholders, with respect to the By-Laws, shall not be subject to change by later action of the Board of Directors, except upon at least a two-thirds majority of the vote of the Board of Directors. By-Laws shall be enacted by the Board of Directors immediately on their being elected, which said By-Laws shall contain all provisions customary thereto, and shall make



provisions, among other things, for the election of Directors' vacancies, Directors' meetings, officers, and the elections thereof, the duties of the officers, the provision for an annual meeting of the stockholders, issuance of stock certificates, Corporate Seal and proxies.

ARTICLE X

RESTRICTION ON ALIENATION OF STOCK

It is understood that the stockholders shall have authority, by and through enactment of appropriate By-Laws, to impose conditions and restrictions upon the alienation and transfer, both as to voluntary and involuntary transfers, of stock, and notice is hereby given of such authorization, and notice is further hereby given that any such restrictions and conditions will be expressed in the By-Laws of this corporation, as same may exist from time to time.

IN WITNESS WHEREOF, the Undersigned, have hereunto set their respective hands this 29th day of December, 1959.

\_\_\_\_\_  
KEITH WILLIAMS  
KEITH WILLIAMS

\_\_\_\_\_  
DOROTHY WILLIAMS  
DOROTHY WILLIAMS

\_\_\_\_\_  
CORINNE M. WILEY  
CORINNE M. WILEY

STATE OF NEVADA,     }  
COUNTY OF ELKO.       } SS.

On this 29th day of December, 1959, personally appeared before me, a Notary Public in and for said County and State, KEITH WILLIAMS, DOROTHY WILLIAMS and CORINNE M. WILEY, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year in this Certificate first above written.

ROBERT O. VAUGHAN (SEAL)  
NOTARY PUBLIC.