

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

B AND B LAND COMPANY, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **July,** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ ~~fully~~ recorded on ~~Film No.~~ **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

Idaho Falls in the County of **Bonneville.**

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 **28th** day of **July**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
of
B AND B LAND COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and the State of Idaho and California, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: B AND B LAND COMPANY, INC.

ARTICLE II.

PURPOSES

The purposes of this corporation shall be:

Section 1. To purchase or otherwise acquire, hold and own real estate, and to sub-divide, plat, sell, lease or otherwise dispose of the same; to develop and improve real estate and to build houses, buildings and improvements and to sell, mortgage or otherwise dispose of the same; to lease or rent out or operate the property belonging to the corporation and contract with respect to any and all of said property.

Section 2. To acquire by purchase, lease or otherwise, lands or interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any land owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, alter or improve any buildings or other structures now or hereafter erected on any lands

so owned, held or occupied; and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and in buildings or other structures at any time owned or held by the corporation.

Section 3. To buy, sell, exchange and generally deal in real properties, improved or unimproved, and buildings of every kind and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved and unimproved, and upon personal property, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire for the purpose of holding or disposing of the same, real or personal property of every kind and description.

Section 4. To build, erect, construct, lease or otherwise acquire, manage, occupy, maintain and operate farming and agricultural lands, commercial buildings, dwelling houses, apartment houses, and lands of all kinds for the accommodation of the public and of individuals; to keep, manage, conduct and operate farming and agricultural lands, commercial buildings, dwelling houses or apartment houses or other business structures.

Section 5. To transact the business of investing on behalf of itself or others any part of its capital and such additional funds as it may obtain or any interest therein either as tenant in common or otherwise and selling or otherwise disposing of the same or any part thereof or interest thereon.

Section 6. In general, to conduct in all the several departments and branches, the business of owning, operating, managing, improving, sub-dividing and selling of properties, and the construction of buildings

and dwelling houses and the sales thereof; to act as a partner or joint venture in such transactions; and to do everything necessary and conducive to the full accomplishment of the foregoing objects.

Section 7. To purchase, acquire, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of and otherwise deal in real estate; to purchase, lease as lessee or lessor, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

Section 8. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; and to buy and sell lines on real and personal property and to accept as security therefor lines on and pledges of real and personal property.

Section 9. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 10. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties and other real estate, automotive vehicles, fixtures and supplies, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary

or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 11. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of another nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPLE PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is Idaho Falls, Bonneville County, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The address of the registered office shall be Idaho Falls, Idaho.

Section 2. The operation and business of this corporation shall be carried on in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

ARTICLE V.

CAPITAL STOCK

The amount of capital stock of the corporation shall be Ten Thousand (\$10,000.00) Dollars, to consist of 1,000 shares of common stock of the par value of \$10.00 each.

ARTICLE VI.

MANAGEMENT

Management of this corporation shall be vested in a Board of

Directors of three to five directors. The directors shall be elected at the annual meeting of the stockholders, and the number of the directors to serve shall be decided at the annual meeting of the stockholders, as provided in the By-Laws, and in the manner and the method therein provided.

ARTICLE VII.

DIRECTORS' MEETINGS

The meetings of the Board of Directors may be held at the principal office of the corporation in this state, or at such other place or places within or without this state, for the transaction of any business of the corporation as the directors may be resolution provide. A majority of the directors shall be the act of the board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII.

INCORPORATORS

The names, post office addresses and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>COMMON STOCK</u>
Willis Birdsall Benjamin	525 9th Street, Idaho Falls, Idaho	5 shares
Joe Benjamin	525 9th Street, Idaho Falls, Idaho	1 share
Carl Grover Berry	3971 Clay Street, San Francisco, California	5 shares
Angeles Arrien Berry	3971 Clay Street, San Francisco, California	1 share

All of the subscribers to these Articles of Incorporation are of full age, citizens of the United States and residents of the State of Idaho and the State of California.

ARTICLE IX.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation and no act of the corporation shall in any way be effected or invalidated by the

fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation, any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any directors of the corporation who is so interested by be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction any may vote thereon to authorize such contract or transaction with like force and effect as if he were not so interested.

ARTICLE X.

The corporation may amend, alter, add to, change or repeal any provisions contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 27th day of July, 1965.

Willis S. Benjamin
Idaho Falls, Idaho

Joe Benjamin
Idaho Falls, Idaho

Carl Grover Berry
San Francisco, California

Angela Arion Berry
San Francisco, California
Principal

STATE OF IDAHO)
 : ss.
County of Bonneville)

By Carl Grover Berry
Her Attorney-in-fact

On this 27th day of July, 1965, before me, the undersigned, a Notary Public for Idaho, personally appeared WILLIS BIRDSALL BENJAMIN, JOE BENJAMIN and CARL GROVER BERRY, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation, 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 the year first above written.

Regina T. Bush
Notary Public for Idaho
Residing at Idaho Falls, Idaho

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 27th day of July, 1965, before me, the undersigned, a Notary Public for Idaho, personally appeared Carl Grover Berry, known to me to be the person who subscribed the name of Angeles Arrien Berry to the above and foregoing Articles of Incorporation, and acknowledged to me that he subscribed the name of said person thereto as Principal and his own name as their Attorney in Fact.

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



Notary Public for Idaho
Residing at Idaho Falls, Idaho