

Department of State.

CERTIFICATE OF INCORPORATION

~~LOUIS E. CLAPP~~
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 **STACY RANCH, INC.**

was filed in the office of the Secretary of State on the **Nineteenth** day
of **December** A.D. One Thousand Nine Hundred **Sixty-six** and
~~will be~~
/ duly 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
Pocatello in the County of **Bannock**

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 **19th** day of **December**,
A.D., **1966**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

STACY RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States of America, do, under and in pursuance of the General Corporation Laws of the State of Idaho, hereby organize, constitute and associate ourselves, and such other persons as may hereafter be associated with us, into a body politic, and corporate, and to that end, and for the purposes hereinafter stated, execute the following Articles of Incorporation, and we hereby certify and declare as follows:

I.

That the name of this corporation is, and shall be:

STACY RANCH, INC.

II.

That the period of existence of this corporation shall be perpetual.

III.

That the principal and registered office of this corporation shall be located in the City of Pocatello, Bannock County, Idaho, and that other offices for the transaction of corporation business shall be established by the Board of Directors from time to time, both within and outside the State of Idaho.

IV.

That the purposes for which this corporation is formed are as follows:

- A. To engage in a general livestock 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; to buy, lease, cultivate, manage, operate, and sell ranch properties, and products therefrom, both on its own account and as agent for other persons or corporations.
- B. To manage, develop, lease, purchase or sell farms, and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable, and garden products; and of cultivating, growing, harvesting, and handling all kinds of farm, fruit, vegetable or garden products, and to carry on all other business incident thereto, or connected therewith;

and to do a general commission and broker's business in any and all of the foregoing businesses or operations.

- C. To develop any ranch, farm or other real property for recreational or residential purposes; and to subdivide, improve, develop, lease, exchange, sell, dispose of and otherwise deal in, purchase and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of lands, buildings, cabin sites, recreational facilities, and property in general belonging to or to be acquired by this company, or any other person, firm or corporation.
- D. To incur indebtedness and to raise, borrow and secure the payment of money in any lawful manner including the right to mortgage its property and to issue and sell debentures, obligations, negotiable and transferable instruments, and evidence of indebtedness of all kinds, and to secure the same by pledge, mortgage, deed of trust, or otherwise; to borrow money of its shareholders, to issue debentures or other negotiable instruments therefor, and authorize the payment of interest thereon.
- E. To engage generally in any or all of the foregoing activities and businesses either within the State of Idaho, or outside of the State of Idaho.
- F. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone, or in conjunction with other firms, individuals or corporations, and to do any other act, or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, and to promote the objects for which said corporation is formed; and to deal with goods, wares, merchandise and real and personal property of every class and description.

V.

That the total authorized capital of said corporation shall be TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00), consisting of and divided into TWO THOUSAND FIVE HUNDRED (2,500) shares of capital stock of the par value of ONE HUNDRED DOLLARS (\$100.00) per share, and the entire voting stock of this corporation shall be divided into TWO THOUSAND FIVE HUNDRED (2,500) shares.

VI.

That the amount of capital stock of this corporation which has actually been subscribed is 1,000 shares of capital stock.

VII.

That the names and addresses of the incorporators, together with the number and par value of the stock subscribed by each incorporator are as follows:

<u>NAMES AND ADDRESSES</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Arlene S. Erickson 60 Trail Creek Road Pocatello, Idaho	499	\$100.00
Nancy S. Roskelley 1531 City Creek Road Pocatello, Idaho	499	\$100.00
Stanley W. Erickson 72 Greenwood Pocatello, Idaho	2	\$100.00

VIII.

The corporate powers, business and property of this company shall be exercised, conducted and controlled by a Board of not less than three nor more than five directors.

IX.

The power to appeal and amend the By-laws and adopt new By-laws is conferred upon the Directors, as well as upon the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-laws.

X.

The corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock, provided, however, its funds or property shall not be used for the purchase of shares of capital stock issued by it if such use should cause an impairment of its capital; provided, further, that the shares of capital stock so purchased shall not be voted at meetings of the shareholders, and shall be eliminated in determining the presence of a quorum at such meetings.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, in triplicate, this 15th day of December, 1966.

Arlene S. Erickson (SEAL)
Arlene S. Erickson

Nancy S. Roskelley (SEAL)
Nancy S. Roskelley

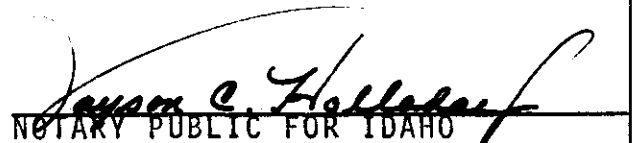
Stanley W. Erickson (SEAL)
Stanley W. Erickson

STATE OF IDAHO)
 : ss
COUNTY OF BANNOCK)

On the 15th day of December, 1966, before me, a Notary Public in and for said County and State, personally appeared Arlene S. Erickson, Nancy S. Roskelley, and Stanley W. Erickson, known to me to be the persons whose names are subscribed to the within 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 year in this certificate first above written.

(SEAL)


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho