

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BOUNDARY CREEK CORPORATION

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 _____

BOUNDARY CREEK 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: **February 26, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION⁸⁵
OF
BOUNDARY CREEK CORPORATION

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SEC

I, the undersigned natural person of the age of twenty-one years or more, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

- (a) The name of the corporation is Boundary Creek Corporation.
- (b) The period of its duration is perpetual.
- (c) The purpose or purposes for which this corporation is organized are:
 - 1. To acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell and deal in livestock of all kinds. To engage in dairying and the poultry, pigeon, pet stock and market gardening business. To operate greenhouses, hot beds and cold frames for the raising of plants, shrubs and flowers. To acquire and maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes and all other conveniences and equipment suitable for the vending of its products. In general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen and florists and to do everything incidental or conducive to the full accomplishment of the foregoing objects.
 - 2. To purchase, exchange, or otherwise acquire; and to hold, own, maintain; and to pledge, mortgage, or otherwise encumber; and to sell, lease, exchange, or otherwise dispose of buildings, structures, vehicles, equipment, facilities and other properties, both real and personal, and all facilities, equipment and appurtenances in connection therewith.
 - 3. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal

association, or cooperative association with any corporation, association, partnership, individual, or other legal entity for the carrying on of any business, and to enter into any general or limited partnership for the carrying on of any business

4. 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.
5. To engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act or any other law of the State of Idaho.

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 this corporation, and the enjoyment and exercise thereof, conferred by the laws of the State of Idaho now in force or hereafter enacted.

(d) The aggregate number of shares which the corporation shall have authority to issue is 50,000 each no par value. All of the stock of this corporation shall be of the same class, common, and shall have the same rights and preferences.

(e) The corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor, in addition to any other right to purchase its own shares as provided by law.

(f) The corporation may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, without the prior approval of the shareholders of the corporation but subject, in any such case, to the provisions of the Idaho Business Corporation Act relating to partial liquidations.

(g) 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.

The shareholders shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to

the limitations prescribed by this article, and not otherwise. Before the Board of Directors shall issue any unissued shares of this corporation, it shall notify each shareholder of the proposed issuance and of the terms and conditions under which the shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any shareholder shall have the right, on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the corporation at its registered office. If any shareholder does not give notice of his election to acquire such shares within such thirty-day period, the shares may be issued to others, but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the shareholders. The shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible and real or personal, or shares issued in performing an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation. Except as provided for above, no pre-emptive rights shall vest in any shareholder.

(h) These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

(i) No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

(j) The post office address of its initial registered office is HCR 62, Moyie Springs, Idaho 83845, and the name of its initial registered agent at such address is Deon W. Hubbard.

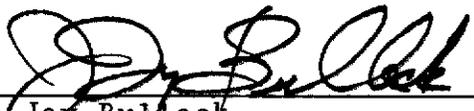
(k) The number of directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Deon W. Hubbard	HCR 62 Moyie Springs, Idaho 83845
Louise G. Hubbard	HCR 62 Moyie Springs, Idaho 83845
Marcia Hubbard	HCR 62 Moyie Springs, Idaho 83845

(1) The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
J. Jay Bullock	353 East 300 South Salt Lake City, Utah 84111

DATED this 25th day of February, 1985.



J. Jay Bullock

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, Shelley Romero, a notary public, hereby certify that on the 25th day of February, 1985, personally appeared before me J. Jay Bullock, who being by me first duly sworn, declared that he is the person who signed the foregoing document as the incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereto set my hand and seal, this 25th day of February, 1985.

My commission expires:
9-20-88

Shelley Romero

NOTARY PUBLIC
Residing in:
Salt Lake County