

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

POTTER LAND COMPANY

a corporation duly organized and existing under the laws of **Oregon** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Thirtieth** day of **January**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Thirtieth** day of **January**, 19 **64**, a designation of **Wayne E. Davis** in the County of **Canyon** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **30th** day of **January**, A.D. 19 **64**.

Secretary of State.



I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of

.....POTTER LAND COMPANY.....

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

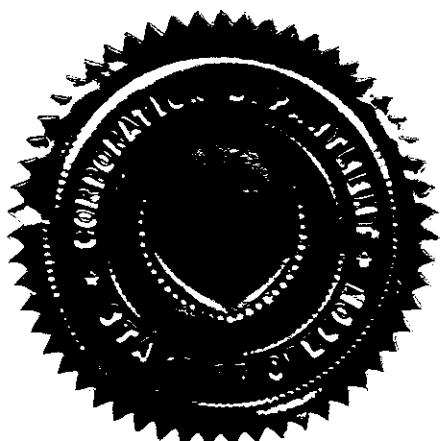
I FURTHER CERTIFY thatPOTTER LAND COMPANY.....

is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this Department that are required by the Laws of this State.

In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this—27th—day of—January —, 19 64 .

Frank J. Healy
Corporation Commissioner

By*William J. Eugene*.....
Chief Clerk



ARTICLES OF INCORPORATION

OF

POTTER LAND COMPANY

We, J. S. Potter, Hugh N. Caldwell, and Dale E. Sinclair, whose names are hereunto subscribed, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the general laws of the State of Oregon, in force for the formation of private corporations.

I.

The name of this corporation shall be POTTER LAND COMPANY, and its duration shall be perpetual.

II.

The purposes, business and objects for which this corporation is formed are:

(a) To engage in a general land, livestock and agricultural business; to purchase, hold, sell, improve and lease real estate, and to mortgage and incumber the same, and to erect, manage, care for, and maintain, extend, and alter buildings thereon.

(b) To own, acquire, buy and sell real estate, and any interest of any kind whatsoever therein, and to carry on a general real estate and construction business in connection therewith.

(c) To own, buy, sell, lease, exchange and deal in lands and real estate; to erect buildings and improvements thereon; to borrow and loan money on real estate and other security, and in general, to exercise and perform any and all other powers necessary, incident or convenient to the business aforesaid. To subdivide, plat, develop and sell said real estate or any interest therein. To construct ditches, canals,

reservoirs, headgates and water works for the irrigation of land and real estate, and to acquire water and water rights for land and real property or any interest therein.

(d) To own, purchase, hold, sell, lease, rent, mortgage or incumber either real or personal property, or both.

(e) To acquire, own, hold, purchase, sell, or otherwise acquire personal property of every kind and nature.

(f) To engage in the livestock business; to purchase, own, hold, or acquire in any manner whatsoever, livestock, and raise and produce the same, and to sell, lease, or mortgage the same, and generally to do any and all things necessary, proper, or convenient, which are incident to or connected with the general business above mentioned which a natural person might or could do.

(g) To engage in the business of agriculture upon lands owned by the corporation, or upon any other lands; to provide water and to acquire water rights, ditch and canal rights of way, reservoir sites and reservoirs for the furnishing or storage of water, and for conducting the same upon land and real estate. To do generally any and all things necessary, proper or convenient which may be connected with the general business above mentioned which a natural person might or could do; and to take any necessary and proper steps and to enter into contracts for the growing, harvesting, production, sale, and marketing of agricultural products of every kind and nature whatsoever.

(h) To lend or advance money to or invest money in any corporation, business, association or individual wherever situated or located, with or without security as directed or authorized by the Board of Directors of this corporation.

(i) To incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

(j) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof and without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments or evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the Laws of the State of Oregon.

(k) To endorse, guarantee and secure the payment and satisfaction of the bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness and shares of the capital stock of other corporations as far as and to the extent that the same may be permissible by the laws relating to domestic corporations of the State of Oregon.

(l) To purchase, sell, acquire or otherwise become interested in any stocks, bonds, mortgages, debentures, notes,

commercial paper, subscription warrants, voting trust certificates and other securities, choses in action, evidences of indebtedness or other obligations of any nature, whether of domestic or foreign corporations or other body politic or of domestic or foreign corporations, associations, firms, syndicates or individuals by purchase, investment, underwriting, by original subscription, participation in syndicates with others or otherwise and irrespective of whether or not such securities are fully paid or subject to further payment either with a view to investment or for resale or for any other legal and lawful purpose.

(m) To organize or cause to be organized under the Laws of the State of Oregon, or any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(n) To do each and all things herein set forth to the same extent and as fully as natural persons might do or could do in the State of Oregon, or in any other state, country or place.

(o) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the Laws of the State of Oregon, upon business corporations, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

III.

The principal office and place of business of this

corporation shall be in the city of Caldwell, in the County of Canyon, State of Idaho.

IV.

The amount of the capital stock of this corporation shall be fifty thousand dollars (\$50,000.00).

V.

The capital stock of this corporation shall be divided into five hundred (500) shares, common stock, and the par value of each share shall be one hundred dollars (\$100.00).

VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of the said common stock subscribed by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
J. E. Potter	Caldwell, Idaho	250
Hugh W. Caldwell	Caldwell, Idaho	1
Dale E. Sinclair	Jordan Valley, Oregon	1

Each of the persons above named as an incorporator is a natural person over the age of twenty-one years and a citizen of the United States of America.

VII.

The capital stock of this corporation shall be non-assessable and the private property of the shareholders in this corporation shall not be liable for the debts, obligations and liabilities of this corporation.

VIII.

No director of this corporation shall be deemed to have duly qualified as such unless he shall be the holder of record of one or more of the shares of the capital stock of this corporation; and when any director of this corporation shall cease to hold of record one or more such shares, his office as director shall be deemed to be vacant.

This corporation shall have the express power to purchase its own stock upon compliance with the general laws of the State of Oregon in force at the time of said purchase and relating thereto.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Oregon, we, the undersigned constituting the incorporators of this corporation have executed these articles of incorporation this 6th day of June, 1944.

J. S. POTTER

HUGH H. CALDWELL

DALE M. SINGLETON

STATE OF IDAHO, }
County of Canyon } SS.

On this 14th day of June, in the year 1944, before me, Robert R. McCormick, a Notary Public in and for said state and county, personally appeared J. S. POTTER and HUGH H. CALDWELL, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same. And I further certify that the said incorporators, J. S. Potter and Hugh H. Caldwell, are each bona fide residents of the State of Idaho.

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

Robert R. McCormick
Notary Public for Idaho.

(SEAL)

Residing at Caldwell, Idaho,

My commission expires Sept. 16, 1947.

STATE OF OREGON, }
County of Malheur } ss.

On this 13th day of June, in the year 1944,
before me, Hugh H. Scott, a Notary Public in and
for said state and county, personally appeared DALE E.
SINCLAIR, known to me to be the person whose name is
subscribed to the within instrument and acknowledged to me
that he executed the same. And I further certify that the
said incorporator is a bona fide resident of the State of
Oregon.

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

Hugh H. Scott
Notary Public for Oregon,
Residing at Jordan Valley,
Oregon,

My commission expires _____
Notary Public in and for the
State of Oregon.
My Commission Expires July 19, 1946.