

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

GUEST RANCH, INC.

was filed in the office of the Secretary of State on the **6th** day of **January** A.D., One Thousand Nine Hundred **Seventy-two** and will be duly recorded on ~~Microfilm~~ **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 **6th** day of **January**, A.D., 19 **72**.

Pete T. Cenarrusa
Secretary of State.

Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION

OF

GUEST RANCH, INC.

WE, THE UNDERSIGNED, being citizens of the United States of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation hereby created is:

GUEST RANCH, INC.

ARTICLE II

Duration

The corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE III

Purposes

The purposes for which this corporation is formed and the business to be carried on and the objectives to be effected by it are:

(a) To engage in the business of real estate investment, construction improvement and management, including but not restricted to the purchase, development, improvement, subdivision, and disposing of real estate and lots for building purposes, construction of structures thereon, plus all other related or connected activities.

(b) To act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, boiler, elevator, accident, health, burglary, rent, marine, credit and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage business.

(c) To conduct a general brokerage, agency and commission business in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds, and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes.

(d) To subscribe for, purchase, or otherwise acquire and hold with the same right of ownership as may be permitted to natural persons, including the right to vote thereon and to sell, pledge or otherwise encumber and dispose of, the shares, stocks, bonds, assets and obligations of any other corporation, whether domestic or foreign, whether now or hereafter incorporated, and to purchase, sell, own, hold, pledge, or otherwise acquire or dispose of, or be interested in, shares of its own capital stock acquired from stockholders or otherwise.

(e) To purchase, lease, rent, or otherwise acquire, own and hold, unlimitedly, real and personal property of every kind and description, wheresoever the same may be situated, when such acquisition, owning or holding is deemed suitable, necessary or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth; and to sell, convey, transfer, assign, lease, mortgage, exchange or otherwise dispose of such property.

(f) To engage in business or activities incident to, connected or allied with any of the above enumerated purposes or any other activities which the corporation may deem an advisable adjunct to the above purposes.

(g) To do and accomplish all other things and engage in all other lawful transactions which a corporation organized under the laws of the State of Idaho might do, accomplish or engage in, even though the same is not expressly stated hereinabove.

Without, in any particular, limiting any of the objects or purposes or powers of the company, it is hereby expressly declared and provided that the company shall have power to do all acts or things necessary, incidental or convenient to do, or calculated directly or indirectly, to promote the interests of the company or enhance the value or render profitable any of its property.

er rights; and in carrying on its business, or for the purpose of obtaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers which a natural person could do and exercise and which now or hereafter may be authorized by law.

ARTICLE IV

Capitalization

The aggregate number of shares which the corporation shall have the authority to issue One Hundred Thousand (100,000) shares of common stock, having a par value of Ten Dollars (\$10.00) per share, making a total authorized capital of One Million Dollars (\$1,000,000.00). Said shares shall be fully paid and nonassessable. Each share shall have equal rights as to voting and in the event of dissolution or liquidation. Said shares may be issued from time to time for such consideration as the Board of Directors shall elect.

Each shareholder or subscriber to shares of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any time by this corporation. However, in the event of the issue of any additional stock of this corporation for the purpose of accomplishing the merger with or of acquiring any other business, corporation or other property, the Directors may issue said stock without preferential subscription rights to such extent and on such terms as the Board may in each instance deem proper.

ARTICLE V

Registered Office and Agent

The address of the initial registered office of the corporation is:

589 North Water Avenue
Idaho Falls, Idaho

and the name of its initial registered agent at such address is:

Dallas J. Orchard

ARTICLE VI

Directors

The corporation shall have a variable number of Directors of from three (3) to seven (7) as the Board of Directors shall from time to time direct. There shall be three (3) Directors until the Board of Directors shall otherwise provide. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders and until their successors are elected and shall qualify, are as follows:

NAME	
Dallas J. Orchard	589 North Water Avenue Idaho Falls, Idaho.
Robert C. Klein	589 North Water Avenue Idaho Falls, Idaho.
Carl C. Jones	589 North Water Avenue Idaho Falls, Idaho.

ARTICLE VII

Cumulative Voting

At all elections of Directors, each stockholder 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 (2) or more of them, as he may see fit.

ARTICLE VIII

Incorporators

The name and address of each of the incorporators and the number of shares of each is as follows:

NAME	ADDRESS	NO. OF SHARES
Dallas J. Orchard	589 North Water Avenue Idaho Falls, Idaho	One
Robert C. Klein	589 North Water Avenue Idaho Falls, Idaho	One
Carl D. Jones	589 North Water Avenue Idaho Falls, Idaho	One

DATED this 13th day of December, 1971

INCORPORATORS:

Dallas J. Orchard
Dallas J. Orchard

Robert C. Klein
Robert C. Klein

Carl D. Jones
Carl D. Jones

STATE OF IDAHO

COUNTY OF BONNEVILLE

I, Jeanette C. Ryder, a Notary Public, hereby certify that on the 13th day of December, 1971 personally appeared before me Dallas J. Orchard, Robert C. Klein, and Carl D. Jones, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators and that the statements therein contained are true.

Jeanette C. Ryder
Notary Public
Residing at: Idaho Falls, Idaho

My Commission Expires: 4/28/75