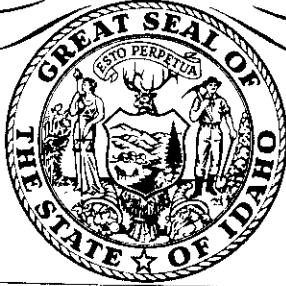


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

PETE T. CEMARUSA

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

OWDEN RICE RANCH, INC.

was filed in the office of the Secretary of State on the **First** day of **July** A.D. One Thousand Nine Hundred **Sixty-Seven** and

~~will be~~ ~~also~~ recorded on ~~Film-No-microfilm~~ 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 **Hill City, Idaho** in the County of **Camas**

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 **First** day of **July**, A.D., 19 **67**

Secretary of State.

ARTICLES OF INCORPORATION OF GWINN RICE RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, each and all being natural persons of full age and citizens of the United States have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

1.

The name of said corporation shall be Gwinn Rice Ranch, Inc.

-2-

The location and post office address of the registered office of the corporation is Hill City, County of Camas, State of Idaho;

-3-

The corporation is to have perpetual existence.

-4-

The total amount of authorized capital stock is 5,000 shares of the par value of \$100.00 per share with an aggregate value of \$500,000.00. All such stock shall be common and non-assessable and each and every share issued shall have the same rights and voting powers.

-5-

The business of this corporation shall be managed by a board of at least three directors who need not be shareholders provided, however, that any greater number of directors may be provided for by the by-laws of said corporation.

The purposes for which said 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 agents 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 purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in 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 land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

-c-

To acquire, own, operate, manage, sell and transfer all kinds of real and personal property necessary to be used in carrying on said ranching and livestock business.

-d-

To borrow or loan money, with or without security therefor, to issue promissory notes, debentures and other evidences of indebtedness.

-e-

To buy, acquire, own and sell capital stock, bonds,

debentures or other securities issued by any other corporation, private, public or municipal or by any State or Political Subdivision of the United States.

-f-

To purchase and acquire its own stock, as well as the stock in any other corporation whose stock is owned by the same or largely the same stockholders; and do all manner of lawful business with other corporations, including corporations whose stock is owned by the same or largely the same stockholders.

-g-

To do any and all lawful acts which may be necessary or proper to accomplish the purpose of this corporation in accordance with the laws of the State of Idaho, including Section 30-114, Idaho code.

-7-

The names and addresses of the incorporators and a statement of the shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
Gwinn F. Rice	Hill City, Idaho	1 share
Lena N. Rice	Hill City, Idaho	1 share
Andrew F. James	Gooding, Idaho	1 share

-8-

These articles of incorporation may be amended in the manner provided by Section 30-146, Idaho Code and any amendments or supplements thereto.

IN WITNESS WHEREOF we have hereunto set our hands this 12th

-3-

day of June, 1967.

Gwinn F. Rice
Lena N. Rice
Andrew F. James

STATE OF IDAHO)
) ss.
County of Gooding)

On this 13th day of June, 1967 before the undersigned,
a notary public in and for said county, personally appeared
Gwinn F. Rice, Lena N. Rice and Andrew F. James known to me to
be the persons whose names are subscribed to the within instrument,
and acknowledged to me that they executed the same.

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

Reed D. Habsley
Notary Public for the State of
Idaho.

SEAL)