

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

TRAILS, INC.

was filed in the office of the Secretary of State on the **Third** day
of **May**, A.D. One Thousand Nine Hundred **Sixty-two** and
duly recorded on Film No. **119** 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

Weiser

in the County of

Washington

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 **3rd** day of **May**,
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
TRAILS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, GARFIELD TRAIL, CHRISTINE TRAIL, and MARY TRAIL, of Washington County, Idaho, and all being citizens of the United States of America, and all being of full age, do under and in pursuance of the general incorporation laws of the State of Idaho, hereby voluntarily associate ourselves together, and such other persons as hereafter may become associated with us, into a body politic and corporate, to carry on the business and for the purposes hereinafter named:

I.

The name of this Corporation shall be TRAILS, INC.

II.

The purposes for which this Corporation is formed are as follows, to-wit:

- (a) To operate, carry on, and maintain a specialized and general farming and ranching operation or operations, and to carry on such business in all its inter-related or allied aspects.
- (b) To operate, carry on, and maintain a general live-stock business, including buying, selling, feeding, producing and raising of livestock, including purebred or thoroughbred livestock, and to register said livestock in the name of the corporation, and to become a member in the name of the corporation of any association registering purebred or thoroughbred livestock, and to carry on such business in all its inter-related or allied aspects.
- (c) To raise, produce, purchase, manufacture and otherwise acquire, to pack, box, treat, process and otherwise handle, and to sell, exchange, distribute and otherwise dispose of fruits and other food products and to own, operate, acquire and otherwise conduct the business of importing, exporting and distributing any of the above products at wholesale, retail or otherwise.
- (d) To purchase, own, improve, equip, operate and manage farms, orchards and engage in any agricultural pursuit or undertaking.
- (e) To have and to use a corporate seal which may be altered at pleasure.

Articles of Incorporation

- (f) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
- (g) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.
- (h) To enter into contracts or obligations of any kind or type essential, necessary or proper to the transactions of its ordinary affairs or for the purpose of the corporation.
- (i) To conduct business in the State of Idaho or other states and territories of the United States and in foreign countries and to have one or more offices and places of business in or out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate within or without the State of Idaho.
- (j) To apply for, acquire, hold, use, own, operate, dispose of by sale, or otherwise, mortgage, hypothecate, lease and/or sell and grant licenses in respect of patents, trade marks, trade names, inventions, improvements, processes, copyrights and licenses therefor.
- (k) To execute, issue, negotiate promissory notes, bills of exchange, bonds, debentures, negotiable instruments, securities and other obligations of this corporation and to secure any of the same by pledge, mortgage, deeds of trust or other hypothecation of any/or all of the property of the corporation.
- (l) In connection with the carrying on of the business of the corporation, to lend and advance money credit, property of the corporation and to render aid by guarantee or in any other manner gratuitously or on such terms as may seem expedient on open account, secured or unsecured, to any person, firm, association or corporation.
- (m) To purchase subscribe for or otherwise acquire, own, manage, hold, use, operate, lease, mortgage, hypothecate, pledge, exchange, assign, transfer, sell or otherwise dispose of immovable and movable property of every kind and description, including shares of stock, bonds, indentures, notes, evidences of indebtedness and other securities, contracts or obligations of this or

1 any other corporation, association or firm,
2 and to pay therefor in whole or in part in cash
3 or by exchanging therefor stocks, bonds, or other
4 evidence of indebtedness or securities of this or
5 any other corporation and to receive, collect and
6 dispose of the interest, dividends, and income
7 arising from such property and to possess and
8 exercise in respect thereof all the rights, powers
9 and privileges of ownership including all voting
10 powers of any stocks or other securities so owned,
11 controlled, managed, or operated.

12 (n) Generally to do any and all things necessary or
13 proper in carrying on the business of the
14 corporation and to enter into, make, perform and
15 carry out contracts, leases and franchises of
16 every kind and nature relating to or connected
17 with the business or any phase thereof in which
18 the corporation may be or is from time to time
19 engaged upon and to do everything necessary,
20 proper or useful for the accomplishment of the
21 objectives and principles herein enumerated, or
22 necessary, proper or convenient to the benefit of
23 the corporation for the furtherance of its busi-
24 ness propositions.

25 (o) The foregoing clauses are to be considered as
26 objectives, purposes and powers and the enumera-
27 tion of specific powers shall not limit or
28 restrict in any manner the powers of the cor-
29 poration, it being the intention that the
30 objectives and powers specified in this or any
31 other article herein shall in nowise be limited
32 or restricted by reference to or by inference from
the terms of any other article or clause thereof,
but the same may be and is extended thereby.

III.

21 The principal place of the transaction of business of this
22 corporation and its post office address and registered office
23 shall be at Weiser, Washington County, Idaho, but the corporation
24 may establish and maintain such subordinate branch offices as may
25 be hereafter decided or determined on by the corporation, by or
26 through its Board of Directors, whether in the State of Idaho or
27 such other states or places as may from time to time be determined
28 upon.

IV.

30 That the period for which this corporation shall exist shall
31 be perpetually from and after the date of filing these Articles
32 of Incorporation.

Article s of Incorporation

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V.

That the total authorized capital stock of this corporation shall be TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00) divided into TWENTY FIVE HUNDRED SHARES (2500) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each per share, all of equal classification, without priority one over the other and fully paid and non-assessable.

VI.

The name and post office address of each of the incorporators and the number of shares subscribed by each subscriber and the par value thereof is as follows:

<u>Name</u>	<u>P.O. Address</u>	<u>No. of Shares</u>	<u>Par Value Per Share</u>
Garfield Trail	Route No. 3 Weiser, Idaho	1	\$100.00
Christine Trail	Route No. 3 Weiser, Idaho	1	100.00
Mary Trail	Route No. 3 Weiser, Idaho	1	100.00

VII.

The manner, time and place of holding the general annual meeting, adjourned meetings and special meetings of the stockholders and of the directors of this corporation, and the method of conducting the business of this corporation, shall be provided by the By-Laws hereafter to be adopted by this corporation.

IN WITNESS WHEREOF, The undersigned have hereunto set their hands and seals this 30 day of April, 1962.

Garfield Trail
Christine Trail
Mary Trail

1 STATE OF IDAHO }
2 County of Washington } ss

3 On this the 2nd day of May, 1962, before me, the
4 undersigned, a Notary Public in and for said State, personally
5 appeared GARFIELD TRAIL and CHRISTINE TRAIL, known to me to be the
6 persons whose names are subscribed to the foregoing instrument, and
7 acknowledged to me that they executed the same.

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

11 Twida Strong
12 Notary Public for said State
13 Residing at Weiser, Idaho

My Comm Expires 8/1/65

14 STATE OF ARIZONA }
15 County of Maricopa } ss

16 On this the 30 day of April, 1962, before me, the
17 undersigned, a Notary Public in and for said State, personally
18 appeared MARY TRAIL, known to me to be the person whose name is
19 subscribed to the foregoing instrument, and acknowledged to me
20 that she executed the same.

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

24 Lillian Bonnelly
25 Notary Public for said State
26 Residing at Tempe, Arizona