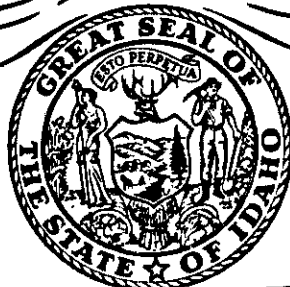


State of Idaho



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

SNAKE RIVER SHEEP CO., INC.

was filed in the office of the Secretary of State on the 4th day of January A.D., One Thousand Nine Hundred seventy-seven and will be fully recorded on Film-No. micro-film 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 4th day of January, A.D., 1977.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF
SNAKE RIVER SHEEP CO. INC.

KNOW ALL MEN BY THESE PRESENTS: That we, TERESA SOULEN, MARGARET SOULEN and HELEN SOULEN, all of Weiser, 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 SNAKE RIVER SHEEP CO. 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 interrelated or allied aspects.
- (b) To operate, carry on and maintain a general live-stock business, including buying, selling, feeding, producing and raising of livestock, and to carry on such a business in all its interrelated or allied aspects.
- (c) To operate, carry on and maintain the business of buying, selling and servicing any and all types of farm machinery and equipment, power tools, hand tools, hardware, of any and all types, makes and kinds of goods, wares and merchandise, and to carry on such business with all of its interrelated or allied aspects.
- (d) To have and to use a corporate seal which may be altered at pleasure.
- (e) 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

1 of the corporation, other than its franchise
2 of being a corporation, and to acquire, purchase,
3 guarantee, hold, mortgage, own, vote, sell,
4 pledge and/or otherwise dispose of and deal in
5 shares, bonds, securities and debentures and
6 other evidences of indebtedness of other
7 corporations, domestic or foreign.

8 (f) To appoint such officers, employees and agents
9 as the business of the corporation may require
10 and to allow them compensation.

11 (g) To enter into contracts or obligations of any
12 kind or type essential, necessary or proper to
13 the transactions of its ordinary affairs or
14 for the purpose of the corporation.

15 (h) To conduct business in the State of Idaho or
16 other states and territories of the United
17 States and in foreign countries and to have
18 one or more offices and places of business in
19 or out of the State of Idaho and to acquire,
20 receive, hold, purchase, lease, mortgage, dispose
21 of and/or convey real and personal property
22 situate within or without the State of Idaho.

23 (i) To apply for, acquire, hold, use, own, operate,
24 dispose of by sale, or otherwise, mortgage, hypothe-
25 cate, lease and/or to sell and grant licenses in
26 respect of patents, trade marks, trade names,
27 inventions, improvements, processes, copyrights
28 and licenses therefor.

29 (j) To execute, issue, negotiate promissory notes,
30 bills of exchange, bonds, debentures, negoti-
31 able instruments, securities and other obli-
32 gations of this corporation and to secure any
of the same by pledge, mortgage, deeds of
trust or other hypothecations of any/or all of
the property of the corporation.

(k) 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 of
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.

(l) To purchase, subscribe for or otherwise acquire,
own, manage, hold, use, operate, lease, mort-
gage, hypothecate, pledge, exchange, assign,
transfer, sell or otherwise dispose of immovable
and movable property of every kind and descrip-
tion, including shares of stock, bonds, indentures,
notes, evidences of indebtedness and other
securities, contracts or obligations of this or
any other corporation, association or firm, and
to pay therefor in whole or in part in cash or by
exchanging therefor stocks, bonds or other evidence
of indebtedness or securities of this or any other
corporation and to receive, collect and dispose of

1 the interest, dividends, and income arising
2 from such property and to possess and exercise
3 in respect thereof all the rights, powers and
4 privileges of ownership including all voting powers
5 of any stocks or other securities so owned, controlled,
6 managed or operated.

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

20 (n) The foregoing clauses are to be considered as
21 objectives, purposes and powers and the enumeration
22 of specific powers shall not limit or restrict
23 in any manner the powers of the corporation,
24 it being the intention that the objectives and
25 powers specified in this or any other article
26 herein shall in nowise be limited or restricted
27 by reference to or by inference from the terms
28 of any other article or clause thereof, but the
29 same may be and is extended thereby.

30 III.

31 The principal place of transaction of business of this
32 corporation and its post office address and registered office
33 shall be at Weiser, Washington County, Idaho, but the corporation
34 may establish and maintain such subordinate and branch offices
35 as may be hereafter decided or determined upon by the corporation
36 by or through its Board of Directors, whether in the State of
37 Idaho or such other states or places as may from time to time be
38 determined.

39 IV.

40 That the period for which this corporation shall exist shall
41 be perpetually from and after the date of filing of these Articles
42 of Incorporation.

43 V.

44 That the total authorized capital stock of this corporation
45 shall be TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00) divided

1 into TWO THOUSAND FIVE HUNDRED (2,500) shares, of the par value
2 of ONE HUNDRED DOLLARS (\$100.00) each per share, all of equal
3 classification, without priority one over the other, and fully
4 paid and non-assessable.

5 VI.

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

9	<u>Name</u>	<u>P.O. Address</u>	<u>No. Shares</u>	<u>Par Value Per Share</u>
10	Teresa Soulen	Rolling Hills	1	\$100.00
11		Weiser, Idaho 83672		
12	Margaret Soulen	Rolling Hills	1	\$100.00
13		Weiser, Idaho 83672		
14	Helen Soulen	Rolling Hills	1	\$100.00
15		Weiser, Idaho 83672		

15 VII.

16 The number of Directors, and the manner, time and place of
17 holding the general annual meeting, adjourned meetings and special
18 meetings of the stockholders and of the Directors of this Corpora-
19 tion, and the method of conducting the business of this Corporation
20 shall be provided by the By-Laws hereinafter to be adopted by
21 this corporation.

22 IN WITNESS WHEREOF, the undersigned have hereunto set our
23 hands and seals this 28th day of October, 1976.

24 Teresa Soulen
Teresa Soulen

25 Margaret Soulen
Margaret Soulen

26 Helen Soulen
Helen Soulen

1 STATE OF IDAHO)

2 County of Washington) ss

3 On this the 28th day of October, 1976, before me, the
4 undersigned, a Notary Public in and for said State, personally
5 appeared TERESA SOULEN, MARGARET SOULEN and HELEN SOULEN, known
6 to me to be the persons whose names are subscribed to the fore-
7 going instrument, and acknowledged to me that they executed the
8 same.

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

12 Freida Strong
13 Notary Public for Idaho
14 Residing at Weiser, Idaho
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CONSENT TO USE OF NAME

Pursuant to Section 30-107, Idaho Code, Snake River Sheep Breeders, Inc., a non-profit corporation, incorporated under the laws of the State of Idaho, does hereby consent that the proposed corporation of Snake River Sheep Co., Inc. may be filed, and that the use of such name would not compete or conflict with the Snake River Sheep Breeders, Inc.

SNAKE RIVER SHEEP BREEDERS, INC.
a Non-Profit Corporation

By

Ralph Groshen
Sec-trea