



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

H. & A. LAND AND CATTLE, INC.

was filed in the office of the Secretary of State on the **seventeenth** day of **May** A.D., One Thousand Nine Hundred **seventy-three** and **will be** /duly recorded on ~~Film~~ **No.** ~~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 **Dietrich, Idaho** in the County of **Lincoln**

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 **17th** day of **May**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
H. & A. LAND AND CATTLE, INC.

The undersigned natural persons of the age of Twenty-One years or more, acting as incorporators of a corporation (hereinafter referred to as "Corporation") under the provisions of the Idaho Business Corporation Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation is H. & A. LAND AND CATTLE, INC.

ARTICLE II.

The period of duration of the Corporation is perpetual.

ARTICLE III.

Purposes and Powers

The objects and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitations of the general powers conferred by the laws of the State of Idaho. We expressly provide that this corporation shall have power:

- (a) To engage in the general business of farming.
- (b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.
- (c) Capacity to Act: To have the capacity to act possessed by natural persons. To carry on its business within or without the State of Idaho and in foreign countries.
- (d) To Appoint Officers and Agents: To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.
- (e) To act as Agent: To act in the State of Idaho and in any state, territory,

district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual association, corporation, or other legal entity, respecting any business.

(f) To Deal in Real Property: To acquire (by purchase, exchange, lease, hire or otherwise), to hold, own, improve, manage, operate, let or lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever situated, and any interest therein.

(g) To deal in personal property, generally: To acquire (by purchase, exchange, lease, hire or otherwise), hold, own manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(h) To Deal in Charter, Licenses and Memberships: To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships and other authorizations.

(i) To Deal in Good Will: To acquire (by purchase, exchange, lease, hire, or otherwise,) hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business.

(j) To Enter Into Profit Sharing Arrangements and Partnerships: To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association,

partnership, individual, or other legal entity, for the carrying on of any business.

(k) To Make Contracts: To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) To Execute Guaranties: To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by an individual partnership, association, corporation, or other entity.

(m) To Borrow Funds: To borrow funds or raise moneys for any of the purposes of this Corporation, and, from time to time, without limit as to an amount, to execute, accept, endorse and deliver, as evidence of such borrowing all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) Ancillary Powers: To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(o) To enter into contracts with persons, firms or corporations to sell the stock of this Corporation upon such terms and conditions as may be permitted by resolution of the Board of Directors of this Corporation.

(p) To exercise all of the rights, power and authority permitted under the Blue Sky Law of the State of Idaho, being Chapter 18, Title 26, Idaho Code.

(q) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of the attainment of any of the objects of the furtherance of any of the powers hereinbefore set forth, either alone or in

association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any party thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE IV.

Registered Office - Location

The address of the registered office of the Corporation is Dietrich, Idaho.

ARTICLE V.

Authorizes Shares--Stock Non-assessable--Voting Power--Dividends

Section 1. Authorized shares. The total authorized capital stock of the corporation shall be divided into 250 (Two Hundred Fifty) shares of common stock with no par value.

Section 2. Stock Non-assessable. The private property of the stockholders of this Corporation shall ~~not be~~ subject to the payment of corporate debts of any extent whatsoever.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined in the Idaho Business Corporation Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 5. From time to time, the capitalization of this Corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided for difference classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

ARTICLE VI.

Provisions for Regulation of the Internal Affairs of the Corporation.

Section 1. Meeting of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulations and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

ARTICLE VII.

Directors

Section 1. Initial Board of Directors. The initial Board of Directors, shall consist of three members, who shall be residents of the State of Idaho, and shareholders of the Corporation.

Section 2. Increase or Decrease of Directors. The number of directors shall be not less than three, nor more than five, which number may be increased or decreased from time to time by amendment to the By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In case any increase in number of directors, the additional director may be elected by the directors then in office and the directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified.

ARTICLE VIII.

No contract or other transaction between the corporation and any other corporation, whether or not a ~~ma~~ majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; and Director individually, or any firm of which a Director may be a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE IX.

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

Harold Huyser	Route #1, Dietrich, Idaho	one share
Audrey Huyser	Route #1, Dietrich, Idaho	one share
Marvin Huyser	Route #1, Dietrich, Idaho	one share
Melvin Huyser	Route #1, Dietrich, Idaho	one share

IN WITNESS WHEREOF, We have hereunto set our hands and seals this

1 day of May, 1978.

Harold Huyser
Audrey Huyser
Marvin Huyser
Melvin Huyser

STATE OF IDAHO)
) SS,
County of Gooding)

On this 1 day of May, 1973, before me the under-
signed, a Notary Public in and for said State, personally appeared HAROLD
HUYSER, AUDREY HUYSER, MARVIN HUYSER, and MELVIN HUYSER,
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
official seal, the day and year in this certificate first above written.

Phillip M. Becker
Notary Public for State of Idaho
Residing at Gooding, Idaho