



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

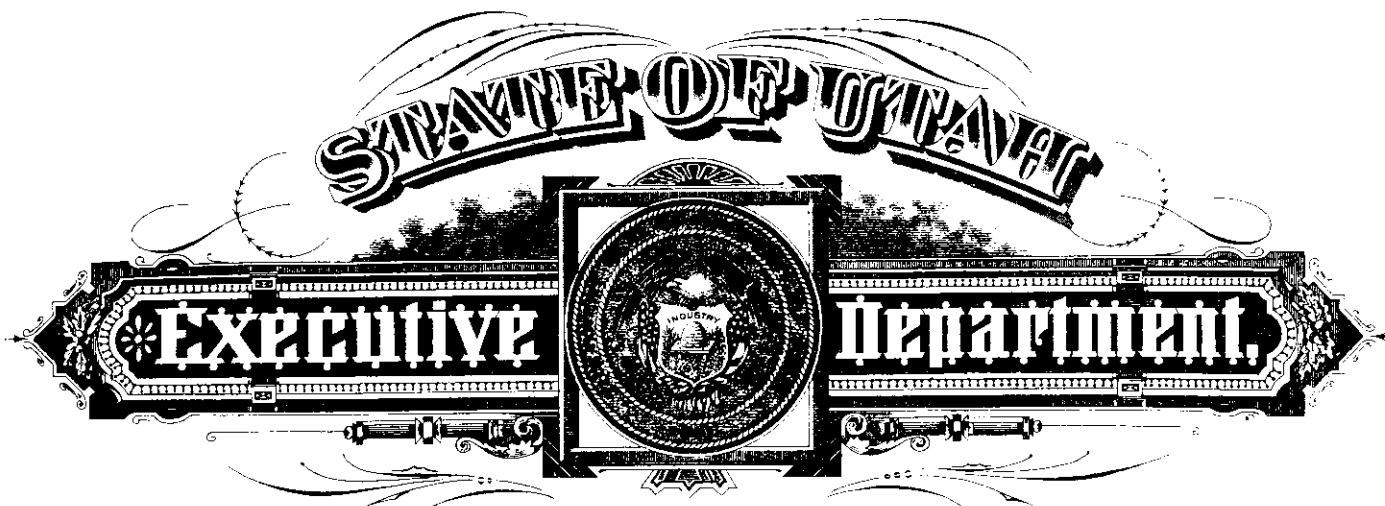
NEW LAND CORPORATION

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **30th** day of **October** 19**58**, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **October** 19**58**, a designation of **John W. New** in the County of **Bonneville** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **30th** day of **October**, A.D. 19 **58**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the
Articles of Incorporation of NEW LAND CORPORATION, _____

I FURTHER CERTIFY that the New Land Corporation is a corporation of the
State of Utah, qualified to do business in the State of Utah. Certificate of such
qualification was issued from the office of the Secretary of State on January 31,
1957 and the said corporation is in existence and good standing. _____

AS APPEARS _____ of record _____ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS TWENTY SECOND DAY OF

OCTOBER 19 58

Lamont F. Toronto

SECRETARY OF STATE

BY

Glenn L. Lathrop

DEPUTY

32733

ARTICLES OF INCORPORATION
OF
NEW LAND CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I: NAME OF CORPORATION

The name of this corporation shall be NEW LAND CORPORATION.

ARTICLE II: INCORPORATORS

The names of the incorporators and their places or residence are as follows:

<u>Name</u>	<u>Address</u>
1. John W. New	2935 Apple Blossum Lane Salt Lake City 17, Utah
2. Wanda M. New	2935 Apple Blossum Lane Salt Lake City 17, Utah
3. Roy O. Enderud	2940 Apple Blossum Lane Salt Lake City 17, Utah
4. Farrell O. Enderud	2940 Apple Blossum Lane Salt Lake City 17, Utah
5. L. J. O'Brien	4497 Peach Street Salt Lake City 17, Utah

ARTICLE III: DURATION

The time of the duration of this corporation shall be ninety-nine (99) years from the date of incorporation unless sooner dissolved by due process of law.

ARTICLE IV : PURPOSE AND PURSUIT OF BUSINESS

The pursuit and nature of the business and objects and purposes proposed to be transacted by the corporation shall be the investment in and the development of real and personal property and all businesses incidental or related thereto, including but not limited to 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; and as the consideration for same to pay cash or to issue the capital stock, debentures, bonds, mortgage bonds, or other obligations of the company. To manage, improve, develop and turn to account any land or contracts for purchase or sale of real or personal property acquired by the corporation, or in which the corporation is interested, and by advancing money to, making subscriptions for, and entering into contracts and arrangements of all kinds with buildings, tenants and others, and all powers of corporations organized for pecuniary profit.

ARTICLE V : PLACE OF BUSINESS

The principal place of business shall be in Salt Lake County, Utah, with authority to transact business any place within the State of Utah, and such other places as the corporation may become qualified to do business. The present office of said corporation shall be at 2935 Apple Blossum Lane, Salt Lake City 17, Utah, with authority in the Board of Directors to change the location of said office as it may deem proper from time to time and with the additional authority to set up other branch offices at the discretion of the Board of Directors.

ARTICLE VI : CAPITAL

The amount of authorized capital stock of this corporation shall be two hundred fifty thousand dollars (\$250,000.00) divided into two hundred fifty thousand

(250,000) shares of non-cumulative, non-premptive, non-assessable common stock of the par value of one dollar (\$1.00) per share. Each share of said stock shall be entitled to one vote, and it may be voted by written proxy.

The corporation may purchase or redeem one or more shares of any and all classes of its own capital stock pursuant to a written agreement between the corporation and its stockholders thereof as provided by law.

ARTICLE VII : SUBSCRIPTION OF STOCK

The amount of stock of said corporation that each party hereto has subscribed is as follows:

<u>Name</u>	<u>Number of Shares</u>	<u>Amount</u>
1. John W. New	110,768	\$110,768.00
2. Wanda M. New	1	1.00
3. Roy O. Enderud	1	1.00
4. Farrell O. Enderud	1	1.00
5. Linden O'Brien	1	1.00

ARTICLE VIII : MANAGEMENT

The management of the business and affairs of the corporation shall be vested in a Board of Directors, each of whom must be a stockholder. Said Board of Directors are hereby empowered to adopt, repeal, and amend such by-laws, rules, and regulations for the government of this corporation and of its activities as shall from time to time in the judgment of the Board be necessary, and to possess and exercise all powers necessary and incident to the purpose and objects of this corporation as hereinabove outlined.

ARTICLE IX: DIRECTORS AND OFFICERS

The Board of Directors shall consist of three (3) members. The Board may be increased to not more than seven (7) members at any stockholder's

meeting called for that purpose. Said directors shall be elected annually by the stockholders.

A regular meeting of the Board of Directors shall be held at least once a year, namely, on the 4th Monday of January of each year beginning with the 4th Monday of January, 1958, at the hour of 8:00 o'clock P. M. without further notice than this article, immediately after the incorporation of this corporation. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Utah, for the holding of additional regular meetings without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the Board of Directors called by them.

Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed to each director at his residence address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. If notice be given by telegram, then such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. A majority of the number of

directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and such appointee shall hold office until the next annual stockholders' meeting and until their successors shall be appointed or elected and qualified. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the stockholders called for that purpose.

The officers of the corporation shall be a president, a vice-president at the option of the Board of Directors, a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the office of president and secretary.

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign, or shall have been removed in the manner hereinafter provided. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. A

vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

The following named persons shall serve as directors and officers of the corporation until the first election of directors and officers and until their successors are elected and have qualified.

John W. New	President-Treasurer and Director
Wanda M. New	Secretary and Director
Roy O. Enderud	Director

ARTICLE X : STOCKHOLDERS MEETINGS

The annual meeting of the stockholders shall be held at the principal office of the corporation on the 3rd Monday of January in each year, beginning with the year 1958, at the hour of 8:00 o'clock P. M. without further notice than this article for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Utah, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the stockholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as conveniently may be.

Special meetings of the stockholders for any purpose or purposes unless otherwise prescribed by statute, may be called by the president or by a majority of the Board of Directors, and shall be called by the president at the request of the holders of not less than twenty-five per cent (25%) of all the outstanding shares of the corporation entitled to vote at the meeting.

In case of a special meeting written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifteen (15) days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the stockholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of said stockholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

ARTICLE XI : STOCKHOLDER LIABILITY

The private property of the stockholders shall not be liable for the debts, obligations or liabilities of the corporation.

ARTICLE XII : STOCK SUBSCRIPTIONS

That four (4) shares of the common stock of said corporation of the par value of one dollar (\$1.00) per share have been paid for by cash and one hundred ten thousand seven hundred sixty-eight (110,768) shares of the common stock of said corporation of the par value of one dollar (\$1.00) have been issued as payment for the hereinbelow listed personal and real property and rights, namely:

<u>Description</u>	<u>Fair Value</u>
Cash	\$ 4.11
Real Property	80,803.20
	<u>91,244.20</u>
Total Assets	\$172,051.51
Notes Payable	21,728.84
Contracts Payable	<u>39,550.67</u>
Total Liabilities	<u>61,279.51</u>
Excess of Assets over Liabilities	\$110,772.00

That all the personal and real property and all the rights thereto for the payment of which said stock was issued, have been duly transferred to and now owned by said corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of January, 1957.

Signed in the presence of

Walter L. Ayer
Witness

)
) John W. New
) John W. New
) Wanda M. New
) Wanda M. New
) Ray O. Enderud
) Ray O. Enderud
) Farrell O. Enderud
) Farrell O. Enderud
) L. J. O'Brien
) L. J. O'Brien

STATE OF UTAH)
) ss.
County of Salt Lake)

JOHN W. NEW, WANDA M. NEW and ROY O. ENDERUD, being first duly sworn on oath, depose and say: That they are three of the incorporators mentioned in the foregoing Articles of Incorporation, and that it is the bona fide intention to commence and to carry on the business mentioned in the aforesaid Articles of Incorporation, and that they verily believe that each party to the Articles of Incorporation has paid or is able to pay the amount of the capital stock subscribed for each; and that at least ten per cent (10%) of the capital stock subscribed by each stockholder and that not less than ten per cent (10%) of the capital stock of the corporation has been paid into the treasury.

John W. New
John W. New

Wanda M. New
Wanda M. New

Roy O. Enderud
Roy O. Enderud

Subscribed and sworn to before me this 2nd day of January, 1957

Arthur J. Jager
Notary Public.

My commission expires

7/15/58

. Residing at

Amery Utah

AFFIDAVIT OF CASH VALUE OF PROPERTY

STATE OF UTAH)
)
County of Salt Lake) ss.

Edward Jager, Joseph H. Rix and
B. ne Bettilyon, being each duly sworn on oath, depose and
say: That they are personally acquainted with the property conveyed to the
corporation by John W. New and Wanda M. New, hereinabove described in
Article XII of the foregoing Articles of Incorporation, and taken in full pay-
ment of the capital stock issued therefore; that in their opinion said property
is reasonably worth the sum of one hundred ten thousand seven hundred sixty-
eight dollars (\$110,668.00) for which it is accepted by said corporation for
paid subscriptions to said common capital stock, and that in their opinion the
fair cash value of said property is at least the sum of one hundred ten thousand
seven hundred sixty-eight dollars (\$110,768.00).

Edward Jager
Joseph H. Rix
B. ne Bettilyon

Subscribed and sworn to before me this 2nd day of January, 1957.

John A. Jager
Notary Public.

My commission expires 8/10/58. Residing at Sandy Utah.