

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES 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

THE SAWTOOTH GRAZING ASSOCIATION

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Seventh** day of **January** 19**66**, original articles of amendment, as provided by Section **30-146, 30-147 and 30-160, Idaho Code, restating Articles in their entirety; changing name to: THE SAWTOOTH GRAZING ASSOCIATION, INC.; extending corporate existence to perpetual,**

will be and that the said articles of amendment contain the statement of facts required by law, and ~~are~~ recorded on ~~microfilm~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **7th** day of **January**, A. D., 19**66**.

Secretary of State

STATE OF IDAHO)
County of Lincoln) ss.

I.

II.

IN WITNESS WHEREOF, the said Ralph Faulkner, President
of said corporation, and Harry F. LeMoyne, Secretary of said corporation,
and Ralph Faulkner, W. S. Brailsford, Everett L. Campbell, R. J.
Struthers, and Eusebio Astorquia, being all of the directors of said corporation,

1 have hereunto set their hands and the Secretary has affixed the seal of
2 said corporation on this 3rd day of January, 1966.

3 SAWTOOTH GRAZING ASSOCIATION
4 By Ralph Faulkner
5 President

6 ATTEST:

7 Harry F. Lemoyne
8 Secretary

9 SUBSCRIBED and SWORN to before me this 3rd day of January,
10 1966.

11 Oliver D. Dwyer
12 Notary Public for Idaho
13 Residing at Twin Falls, Idaho.

14 DIRECTORS:

15 Ralph Faulkner
16 Ralph Faulkner

17 W. S. Bransford
18 W. S. Bransford

19 Everett L. Campbell
20 Everett L. Campbell

21 R. J. Struthers
22 R. J. Struthers

23 Eusebio Astorquia
24 Eusebio Astorquia

25 SUBSCRIBED and SWORN to before me this 3rd day of January,
26 1966.

27 H. F. Lemoyne
28 Notary Public for Idaho
29 Residing at Shoshone, Idaho
30 Twin Falls

"EXHIBIT A"

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
THE SAWTOOTH GRAZING ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, That the Articles of Incorporation of The Sawtooth Grazing Association, a corporation organized and existing under the laws of the State of Idaho have been amended by adopting Articles of Incorporation superseding and replacing in full all previous Articles of Incorporation and amendments thereto and these amended Articles of Incorporation read as follows:

ARTICLE I.

The name of this corporation shall be THE SAWTOOTH GRAZING ASSOCIATION, INC.

ARTICLE II.

That the principal place of business of said corporation shall be Shoshone, County of Lincoln, State of Idaho.

ARTICLE III.

That the purposes for which said corporation is formed are as follows:

(a) For the purpose of establishing a corporation, which is being organized to promote and encourage a spirit of fairness, one unto the other, and cooperating in effecting an orderly and proper use of the Federal Range and Forest Reserve and of the lands owned and/or controlled by members of the corporation; to recommend and to advise local officers of the Bureau of Land Management and the Sawtooth National Forest in any and all matters pertaining to the best interests of this corporation and its individual members; to aid and assist the United States Government, through the Bureau of Land Management and the Sawtooth National Forest, their agents and officers, in the orderly administration for the use and conservation of the Federal Range and Forest Reserve, and to employ any and all help and assistance as may be necessary to carry out the purposes; to promote the interests of the livestock industry, the breeding, raising and marketing of livestock; to lend friendly cooperation to all governmental institutions for the orderly adminis-

1 tration of all federal lands and state lands that may come under their
2 jurisdiction, and for the purpose of associating together to improve the use
3 of the Federal Range and Forest Reserve which the members of the
4 Association are legally authorized to enter and use.

5 (b) To take all steps as may appear reasonable and necessary
6 for the protection of the livestock industry with grazing rights or privileges
7 in the Sawtooth National Forest and other national forests and lands controlled
8 by the Bureau of Land Management and all other government lands adjacent
9 thereto. The right in furthering the livestock industry is not limited to,
10 but shall include the leasing of state and government lands as well as
11 privately owned lands or the acquisition, purchase and exchange of the same,
12 whether the same be in or near the Forest Reserve or in or near the
13 Bureau of Land Management grounds or not.

14 (c) To do anything or act generally and specifically that will
15 promote the livestock industry, including but not necessarily limited to any
16 activity in connection with the production, marketing, selling, preserving,
17 handling or utilization of livestock or any products of livestock.

18 (d) To have, hold, mortgage, disburse or sell lands, grazing
19 rights, water rights, mining claims, patented or unpatented.

20 (e) To engage in the financing or loaning of moneys, secured
21 or unsecured, personalty or realty to any person, partnership or corporation.

22 (f) To make application for ~~and~~ receive and hold any and all
23 licensing permits from any governmental body or its subdivision for the
24 purpose of obtaining the objectives herein.

25 (g) To acquire, hold, mortgage, sell or otherwise dispose of
26 stock in other corporations of any nature, type or description, including
27 total or partial acquisition of said corporation.

28 (h) To purchase or otherwise acquire, own, hold, lease, sell,
29 exchange, assign, transfer, mortgage or otherwise dispose of, and to invest,
30 trade and deal in and with real property, and any and all interests therein.

31 (i) To purchase or otherwise acquire, own, hold, lease, sell,
32 exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to

1 guarantee, and to invest, trade and deal in and with personal property of
2 every class and description.

3 (j) To purchase, lease, or otherwise acquire, in whole or in
4 part, the business, good will, rights, franchises, water rights, grazing
5 rights and property of every kind, and to undertake the whole or any part
6 of the assets or liabilities of any person, firm, association or corporation
7 engaged in or authorized to conduct any business similar to any business
8 authorized to be conducted by this corporation, or owning property necessary
9 or suitable for its purpose, and to pay for the same in cash, or bonds of
10 this corporation, or otherwise; to hold or in any manner dispose of the
11 whole or any part of the business or property so acquired, and to exercise
12 all the powers necessary or incidental to the conduct of such business.

13 (k) To borrow money, to issue bonds, debentures, notes and
14 any other obligations of this corporation from time to time, for any of the
15 objects or purposes of this corporation, and to mortgage, pledge, hypothe-
16 cate, and/or convey in trust, any or all of its property, to secure the
17 payment thereof.

18 (l) To discount and negotiate promissory notes, drafts, bills of
19 exchange, and other evidences of debt; to enter into, make, perform and
20 carry out contracts of every kind and for any lawful purpose, without limits
21 as to amount, with any person, firm, association, corporation, municipality,
22 state or government, or any subdivision, district or department thereof.

23 (m) The several clauses contained in this statement of purposes
24 shall be construed as both purposes and powers, and the statements contained
25 in each clause shall be in nowise limited or restricted, by reference to,
26 or inference from the terms of any other clause, but shall be regarded as
27 independent purposes and powers; and no recitation, expression or
28 declaration or specific or special powers or purposes herein enumerated
29 shall be deemed to be exclusive; but it is hereby expressly declared that
30 all other lawful powers not inconsistent herewith are hereby included.

31 ARTICLE IV.

32 SPECIAL PROVISIONS:

1 (1) To acquire by purchase, lease, easement or otherwise, in
2 the name of the corporation, real estate through any governmental agency
3 and its legal subdivisions, as well as from privately owned persons, and to
4 grant, bargain, sell, convey and lease, grant easements, or otherwise
5 dispose of said real estate.

6 (2) To acquire grazing permits or rights individually and in the
7 name of the corporation as may be proper and determined by the Board of
8 Directors.

9 (3) To make gifts and contributions of any and all real estate,
10 leasehold rights, easements, personal property or money, materials or
11 labor for the purpose of administrating, protecting and perfecting the Federal
12 Range and Forest Reserve lying within the lands controlled or occupied by
13 the corporation or any of its individual members.

14 (4) To accept gifts and donations of real estate, leasehold rights
15 and easements, property, material or labor from any person, firm or
16 corporation, or the Government of the United States or the State of Idaho,
17 or any of their respective political subdivisions.

18 (5) To construct, maintain fences, wells, reservoirs and other
19 improvements necessary to the care, management and control of livestock
20 grazing on lands owned or controlled by said corporation on which grazing
21 privileges are appurtenant to any member.

22 (6) To act in an advisory capacity to the Bureau of Land
23 Management, Department of the Interior, and/or the National Forest,
24 Department of Agriculture, in the administration of the Federal Range and
25 Forest Reserve; to make recommendations within the terms and provisions
26 of the Federal Range Code to appear, defend or advocate any and all rights
27 or interests of the corporation before any and all examiners, board of
28 examiners, appellate courts of the Bureau of Land Management and/or the
29 Department of the Interior, and/or the National Forest, Department of
30 Agriculture, or any other persons who have jurisdiction on any matter
31 affecting the interest and welfare of the corporation and its individual
32 members; to advocate, defend and protect the rights and interests of all

members and the corporation itself in any state or federal court, including the right to appeal any decision, whether the same be judicial, quasi-judicial, extra-judicial or administrative, before any board, examiners, committee, review boards or courts.

ARTICLE V.

That the term for which said corporation is to exist is perpetual from the date of its incorporation unless sooner dissolved by process of law.

ARTICLE VI.

The power to amend or repeal Articles of Incorporation and/or By-Laws may be made at any regular or special meeting called for that purpose as provided by statute but not less than a sixty percent (60%) majority of the outstanding shares of stock.

ARTICLE VII.

That this corporation is authorized to issue only one class of shares of stock, to-wit, its common stock, the total number of which shares is 50,000, and that said shares shall have the par value of \$1.00 for each of said shares, and that the aggregate and total par value of said shares is the sum of Fifty Thousand Dollars (\$50,000.00), said shares of stock to be assessable from time to time as may be issued by said corporation, and under such terms and conditions as may be decided and determined by the Board of Directors.

ARTICLE VIII.

That the name and post office address of each of the present shareholders, and a statement of the number of shares owned by each, are as follows, to-wit:

<u>Name</u>	<u>Post Office Address</u>	<u>Shares Subscribed</u>
Ralph Faulkner Land, Inc.,	RFD 2 Gooding, Idaho	12,000
Arkoosh and Zidan, Inc.	Gooding, Idaho	1,800
Eusebio Astorquia	RFD Gooding, Idaho	3,800
Jack Lane & Pete Lane	Ketchum, Idaho	1,000

1	Jack Yore	Gooding, Idaho	3,200
2	Oneidas ¹ , Inc.	Shoshone, Idaho	800
3	Everett Campbell & Son	Bellevue, Idaho	3,200
4	K. F. Hellyer	Gannett, Idaho	2,000
5	Bacon Livestock Co., Inc.	P. O. Box 902 Jerome, Idaho	6,800
6	Brailsford Bros., Inc.	Hagerman, Idaho	2,800
7	MacRae Sheep Co.	210 S. 600 West Paul, Idaho	2,800
9	Robert Struthers	1040 Shoshone St. E. Twin Falls, Idaho	7,000
10			<u>47,200</u>

11 ARTICLE IX.

12 The Board of Directors shall be elected hereafter at a meeting
13 of the shareholders of said corporation. Meetings of the Board of Directors
14 and shareholders of this corporation may be held within or without the State
15 of Idaho, pursuant to the statutes of the State of Idaho in such relation.
16 The Board of Directors is empowered to appoint and designate a Secretary
17 to manage the business and affairs of the corporation during any interim
18 when the Board of Directors is not in session, and which said Secretary
19 shall be provided for in the By-Laws of the corporation to be duly adopted
20 and approved hereafter; the annual meeting of the corporation shall be held
21 on the 1st business day of each year hereafter.

22 ARTICLE X.

23 The Board of Directors shall have the power and authority to
24 formulate, repeal and amend By-Laws of the corporation and to adopt new
25 By-Laws, subject to the restrictions as may be provided by the statutes of
26 the State of Idaho relating to domestic corporations and these Articles.

27 ARTICLE XI.

28 The Board of Directors shall have such power and duties as
29 prescribed by the By-Laws adopted by this corporation. However, the
30 Board of Directors shall not convey, grant or encumber any rights in real
31 estate, including leases, easements, grazing rights, owned by said corporation
32

1 without the consent of a majority of the outstanding shares of stock, at a
2 regular meeting or a special meeting called for that purpose.

3 IN WITNESS WHEREOF, The President, Ralph Faulkner and
4 the Secretary, Harry F. LeMoynes, and all of the Board of Directors,
5 Ralph Faulkner, W. S. Brailsford, Eusebio Astorquia, Everett L. Campbell
6 and R. J. Struthers have executed these Articles of Amendment this 3rd
7 day of January, 1966.

8 THE SAWTOOTH GRAZING ASSOCIATION
9 By Ralph Faulkner
10 President

11 ATTEST:

12 Harry F. LeMoynes
13 Secretary

14 Ralph Faulkner
15 Ralph Faulkner

16 W. S. Brailsford
17 W. S. Brailsford

18 Eusebio Astorquia
19 Eusebio Astorquia

20 Everett L. Campbell
21 Everett L. Campbell

22 R. J. Struthers
23 R. J. Struthers

24 BOARD OF DIRECTORS

25 STATE OF IDAHO)
26) ss.
27 County of Lincoln)


28 RALPH FAULKNER and HARRY F. LeMOYNE, being first duly
29 sworn, depose and say:

30 That they are, respectively, the President and Secretary of THE
31 SAWTOOTH GRAZING ASSOCIATION; that the said Articles of Amendment
32 to Articles of Incorporation as hereinabove set forth have been duly and validly
adopted pursuant to Sections 30-146 and 30-160, Idaho Code, and that they have
signed the above Amendment to Articles of Incorporation as such President
and Secretary.

Ralph Faulkner
Ralph Faulkner

Harry F. LeMoynes
Harry F. LeMoynes

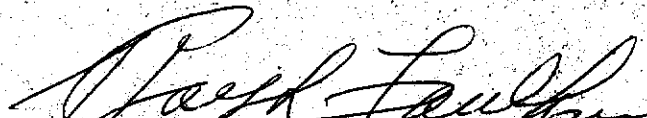
1 SUBSCRIBED and SWORN to before me this 3rd day of
2 January, 1966.

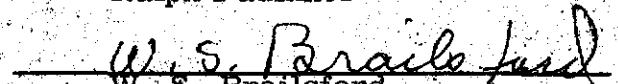
3 
4 Notary Public for Idaho
5 Residing at Shoshone, Idaho
6 TWIN FALLS

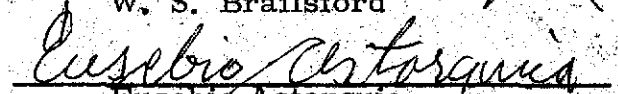
7 STATE OF IDAHO)
8) ss.
9 County of Lincoln)

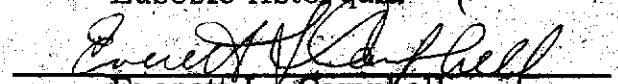
10 Ralph Faulkner, W. S. Brailsford, Eusebio Astorquia, Everett
11 L. Campbell and R. J. Struthers, being first duly sworn, depose and
12 say:

13 That they are all of the members of the Board of Directors of
14 THE SAWTOOTH GRAZING ASSOCIATION; that said Articles of Amendment to
15 Articles of Incorporation as hereinabove set forth have been duly and validly
16 adopted pursuant to Sections 30-146 and 30-160, Idaho Code, and that they
17 have signed the above Amendment to Articles of Incorporation as such Board
18 of Directors.

19 
20 Ralph Faulkner


21 
22 W. S. Brailsford

23 
24 Eusebio Astorquia

25 
26 Everett L. Campbell

27 
28 R. J. Struthers

29 SUBSCRIBED and SWORN to before me this 3rd day of
30 January, 1966.

31 
32 Notary Public for Idaho
33 Residing at Shoshone, Idaho
34 TWIN FALLS