

## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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  
**SUNSHINE LAND & CATTLE CORPORATION**

a corporation duly organized and existing under the laws of **Arizona** 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 **seventh** day of **December** 19 **70**, a properly authenticated copy of its articles of incorporation, and on the **7th** day of **December** 19 **70**, a designation of **T.H. Eberle or R.B. Kading or J.R. Gillespie** in the County of **Ada** 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.

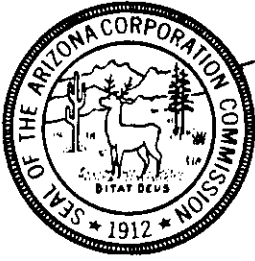
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **seventh** day of **Decem ber**, A.D., 19 **70**.

Pete T. Cenarrusa  
Secretary of State

Corporation Clerk

# STATE OF ARIZONA

## Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, CHARLES D. HADLEY SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of

SUNSHINE LAND & CATTLE CORPORATION

which were filed in the office of the Arizona Corporation Commission on the 15th day of July, 1970, as provided by law. No AMENDMENTS have been filed thereto.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 30th DAY OF September A. D. 1970

BY

SECRETARY,

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION  
OF  
SUNSHINE LAND & CATTLE CORPORATION

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned persons, have this day associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

SUNSHINE LAND & CATTLE CORPORATION.

ARTICLE II

The names, post office addresses and residences of the incorporators are as follows:

GERALD D. ACKLAND	8000 North Central Avenue Apartment No. 8 Phoenix, Arizona 85020
L. H. JACKSON	4727 East Lafayette Boulevard Apartment No. 306 Phoenix, Arizona 85018
ROBERT E. KERSTING	7510 North 14th Avenue Phoenix, Arizona 85020
JOHN MUHLIK	511 West Glenrosa Phoenix, Arizona 85013

ARTICLE III

The principal place of business of the corporation shall be at the City of Phoenix, Arizona, but the corporation may establish other offices and engage in business elsewhere within and without the State of Arizona, and hold its meetings at such places as the by-laws may provide.

ARTICLE IV

The general nature of the business to be transacted, and the objects and purposes of the corporation shall be as follows:

(a) To have and enjoy all the powers and privileges granted by law to corporations for profit organized under the laws of the State of Arizona;

(b) To buy, acquire, own, hold, lease, rent, improve, sell, convey, dispose of, deal and trade in any and all kinds of real property and interest therein;

(c) To conduct the business of real estate broker, agent and realtor;

(d) To buy, sell, own, mortgage, pledge, hold, deal and trade in personal property, tangible and intangible, including but not limited to stocks, bonds and mortgages, and including shares of stock in this corporation;

(e) To borrow and loan money, and give, take and hold security and collateral; to execute, make and issue and take and receive notes, bonds, debentures, mortgages, pledges and other evidences of indebtedness and security, of any and all kinds whatsoever;

(f) To make contracts of all kinds and descriptions with third parties, firms and corporations; to make contracts with any of the officers, directors, stockholders or employees of this corporation, individually or otherwise, and without limitation, restriction or prejudice, which contracts shall be considered and construed on the same basis as contracts with third persons, all in furtherance of the organization, management, operation, objects or purposes of the corporation;

(g) To do and perform any and all acts and things, and to transact any business, not inconsistent with law, which may be necessary, incidental to or convenient in carrying out any of the business or purposes of the corporation;

(h) To purchase, sell, trade, acquire, develop, operate and discover mining properties of any sort whatsoever, and where-soever located, and to do all things connected with, incidental to, or required by said activities.

#### ARTICLE V

The amount of the authorized capital stock of the corporation shall consist of One Million (1,000,000) shares of common stock, par value One Dollar (\$1.00). Said shares of stock shall be issued when ordered by the Board of Directors for cash or for real or personal property, or for services, and the proceeds may be allocated either to capital or to surplus, and any and all shares so issued, the full consideration for which as fixed by the Board of Directors has been paid or delivered, shall be deemed fully paid and non-assessable.

#### ARTICLE VI

The time of commencement of this corporation shall be the date upon which the Arizona Corporation Commission shall issue to the corporation its Certificate of Incorporation, and the termination of the corporation shall be twenty-five (25) years thereafter, with the power and privilege of renewal as provided by law.

#### ARTICLE VII

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) and not more than nine (9) members, as may be fixed from time to time by the stockholders, and such other officers as the Board of Directors may select from time to time, including a President, a Vice President, a Secretary and a Treasurer. The same person may hold any two offices, except that the President may not at the same time hold the office of Vice President or of Secretary. The Directors and officers of the corporation need not be stockholders.

The Directors shall be elected by the stockholders of the corporation at the next and each ensuing annual meeting thereof, but need not be stockholders of the corporation. The Annual Stockholders' Meeting shall be held on the second Tuesday of May of each calendar year. Directors shall hold office until their successors are elected and qualify, provided that any Directors

may be removed, and any vacancy in the office of director may be filled at any special meeting of the stockholders called by the President, or at the request of a majority of the stockholders, for such purpose, and after five days written notice thereof given to all stockholders. Each new Board of Directors, upon its election, shall thereupon elect the prescribed officers of the corporation for the ensuing year, but said officers may be removed at any time by the Board of Directors.

The following named persons shall constitute the first Board of Directors:

GERALD D. ACKLAND  
L. H. JACKSON  
ROBERT E. KERSTING  
JOHN MIHLJK

and shall serve until their successors are elected at a regular meeting of the stockholders.

The Board of Directors, at any regular or special meeting called for such purpose, shall have full power to adopt, amend or repeal, by majority vote, resolutions and by-laws governing the powers, duties and qualifications of officers and stockholders, the time and manner of holding meetings and elections, and the manner of conducting and carrying on the business and affairs of the corporation, where such resolutions and by-laws are not contrary to or inconsistent with law or these Articles.

#### ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which the corporation shall at any time subject itself, shall not exceed two-thirds ( $\frac{2}{3}$ ) of its authorized capital stock, except as otherwise provided by law.

#### ARTICLE IX

The private property of each and every stockholder, officer and director of this corporation shall at all times be exempt from all debts and liabilities of the corporation.

ARTICLE X

This corporation hereby appoints ROBERT E. KERSTING, 1514 Arizona Title Building, Phoenix, Arizona 85003, who is now and has been for more than three (3) years last past, a bona fide resident of the State of Arizona, as its lawful statutory agent, upon whom all notices and processes, including service of summons, may be served, and which when so served shall be lawful personal service upon this corporation. The Directors may, at any time, appoint another agent for such purpose, and the filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned persons have hereunto set their hands this 12 day of July, 1970.

Gerald D. Ackland  
GERALD D. ACKLAND

L. H. Jackson  
L. H. JACKSON

Robert E. Kersting  
ROBERT E. KERSTING

John Mihlik  
JOHN MIHLIK

STATE OF ARIZONA )  
                          ) SS.  
COUNTY OF MARICOPA )

On this, the 12 day of July, 1970, before me, the undersigned Notary Public, personally appeared GERALD D. ACKLAND, L. H. JACKSON, ROBERT E. KERSTING, and JOHN MIHLIK, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires:  
My Commission Expires Feb. 12, 1974

Kay C. ...  
Notary Public

79870

ARIZONA COMMERICAL CREDIT COMMISSION  
INCORPORATED IN ARIZONA

FILED

WRS

JUL 31 1964

12:30 PM

Robert E. Kersting  
1511 Arizona Title Bldg.  
Phoenix, Arizona 85003  
Mack Oatis

Charles R. Hailley  
R-70369