



Department of State.

CERTIFICATE 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 original of the articles of incorporation of

NEEDHAM GATLE CO.

was filed in the office of the Secretary of State on the **Seventh** day
March **Sixty-six**
will be A.D. One Thousand Nine Hundred and
/ ~~microfilm~~
duly recorded on Film No. 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 **Whitbird,** **Idaho.**
in the County of

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 **March**,
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
HECKMAN CATTLE CO.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned DON HECKMAN, VERN HECKMAN and DONOVAN L. HECKMAN, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be HECKMAN CATTLE CO.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this corporation shall be Whitebird, County of Idaho, State of Idaho, and the address of the registered office of this corporation shall be Whitebird, Idaho.

IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To breed, raise, import, export and deal in cattle and live-stock of all kinds, and to carry on in the general cattle and grazing business, purchasing, acquiring and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products, of said business.

To own, operate, and maintain a general wholesale and retail cattle business dealing primarily in the purchase and re-selling of

1 cattle of all types; to act as principal or agent in the buying and
2 selling of cattle at wholesale or retail and directly or indirectly
3 from ranchers, breeders, commission houses and cattle and livestock
4 raisers.

5 To engage in a general livestock and ranching business, both
6 on its own account and as agent; to agist, feed, range, graze,
7 manage, herd, control, brand, care for, purchase, market, and sell
8 livestock of every kind, both on its own account and as agent for
9 other persons or corporations; to buy, lease, cultivate, manage,
10 operate, and sell ranch properties and products therefrom both on
11 its own account and as agent for other persons or corporations.

12 To deal in, own, operate, finance, conduct, maintain and furnish
13 a livestock sale yard and all appurtenances thereto; to conduct, own,
14 and operate a livestock feeder business; to conduct, own and operate
15 a transportation service for livestock;

16 To buy, sell and deal in all classes and descriptions of live-
17 stock, to pack, cure, render, and refine, and to deal in meat and
18 meat by-products, and to manufacture, produce and generally deal in
19 hides, oil, glue, animal fertilizers, and all the other articles made
20 from the carcasses of animals; and also in connection therewith to
21 establish, buy, lease, or otherwise acquire, own, maintain, operate,
22 and to dispose of real property, stockyards, sales rings, slaughter
23 houses, packing houses, rendering, refining or curing plants and
24 necessary buildings therefor, and all other structures necessary or
25 expedient for such purposes.

26 To own, operate and maintain a general wholesale and retail
27 cattle business dealing primarily in the purchase and selling of
28 cattle and other livestock of all types.

29 To do a general business as commissioner, selling agent, and
30 factor in the manner and to the same extent as natural persons do.

31 To carry on any and all business, manufacturers, producers,
32 butchers, wholesale and retail, importers and exporters, generally

1 without limitation as to all classes of products and merchandise, to
2 manufacture, produce, adapt, repair, buy, sell, or otherwise deal in
3 any materials, or articles or things within the United States.

4 To make and enter into all kinds of contracts, agreements and
5 obligations by or with any person or persons, corporation or
6 corporations, for the purchasing, acquiring, holding, manufacturing,
7 and selling or otherwise disposing of, either as principal or agent,
8 upon commission or otherwise, for goods, wares, and merchandises
9 within the United States.

10 To carry on and undertake any business, or undertaking, trans-
11 acting, or an operation commonly carried on or undertaken by mere-
12 chants, commission men, factors, importers, and manufacturers,
13 agents and exporters, and in the course of such business to draw,
14 accept, endorse, acquire, and sell all negotiable and transferable
15 instruments and securities.

16 To do a general commission merchant's and selling agent's busi-
17 ness; to buy, sell, and otherwise dispose of, hold, own, manufacture,
18 produce, export and import, and deal in, either as principal or
19 agent, and upon commission or otherwise, all kinds of personal
20 property whatsoever; to make and enter into all kinds of contracts,
21 agreements, and obligations by or with any person requiring, manu-
22 facturing or repairing, and selling, and dealing in any articles of
23 goods, wares, or merchandise; and generally to exercise full power
24 to perform any and all acts connected therewith, or arising there-
25 from, or incidental thereto, and all acts proper and necessary for
26 the purposes of the business.

27 To acquire by lease, purchase, gift, devise, contract, con-
28 cession, or otherwise, and to hold, own, develop, explore, exploit,
29 improve, operate, lease, enjoy, control, manage, or otherwise turn
30 to account, mortgage, grant, sell, exchange, convey or otherwise
31 dispose of, wherever situated, within or without the State of Idaho,
32 any and all real estate, lands, options, concessions, grants, land

1 patents, franchises, rights, privileges, easements, tenements,
2 estates, hereditaments, interests, and properties of every kind,
3 nature and description whatsoever.

4 To purchase real estate, make and purchase materials for the
5 construction of buildings; to erect buildings; to own, manage,
6 operate, lease and sell buildings; to conduct and carry on the
7 business of builders and contractors for the purpose of building,
8 erecting, altering, repairing or doing any other work in connection
9 with any and all classes of buildings, structures and improvements,
10 of every kind and nature whatsoever; also, to buy or otherwise
11 acquire real estate, and to subdivide, plat and sell the same, and
12 generally to buy, sell and deal in real and personal property of
13 every kind and description, and to own, hold, improve, develop and
14 manage any real estate or personal property and to erect and cause
15 to be erected on any lands owned, held or occupied by the corpora-
16 tion, buildings or other structures with their appurtenances and to
17 mortgage, sell, lease or otherwise dispose of any lands, or interests
18 in lands, in any buildings or other structures at any time owned or
19 held by the corporation; to conduct a general brokerage, agency and
20 commission business for others in the purchase, sale and management
21 of real estate for others and the negotiation of loans thereon; in
22 general, to conduct a general building and construction business
23 and a general real estate business.

24 To manufacture, purchase, or otherwise acquire, hold, own, sell,
25 assign, transfer, lease, exchange, invest in, mortgage, pledge, or
26 otherwise encumber or dispose of and generally deal and trade in and
27 with, both within and without the State of Idaho, and in any part
28 of the world, goods, wares, merchandise and property of every kind,
29 nature and description.

30 To enter into, make and perform contracts of every kind and
31 description with any person, firm, association or corporation,
32

1 municipality, body politic, country, territory, state, government
2 or colony or dependency thereof.

3 To acquire, and to make payment therefor in cash or the stock
4 or bonds of the corporation, or by undertaking or assuming the
5 obligations and liabilities of the transferor, or in any other way,
6 the good will, rights and property, the whole or any part of the
7 assets, tangible or intangible, and to undertake or assume the
8 liabilities of, any person, firm, association or corporation, to hold
9 or in any manner dispose of the whole or any part of the property so
10 purchased; to conduct in any lawful manner the whole or any part of
11 the business so acquired and to exercise all of the powers necessary
12 or convenient for the conduct and management thereof.

13 To adopt, apply for, obtain, register, produce, take, purchase,
14 exchange, lease, hire, acquire, accrue, own, hold, use, operate,
15 contract or negotiate for, take licenses or other rights in respect
16 of, sell, transfer, grant, licenses and rights in respect of, manu-
17 facture under, introduce, sell, assign, collect the royalties on,
18 mortgage, pledge, create liens upon, or otherwise dispose of, deal
19 in, and turn to account, letters patent, patents, patent rights,
20 patents applied for or to be applied for, trade-marks, trade names
21 and symbols, distinctive marks and indications of origin or owner-
22 ship, copyrights, syndicate rights, inventions, discoveries, devices,
23 machines, improvements, licenses, processes, data, and formulas of
24 any and all kinds granted by, or recognized under or pursuant to
25 the laws of the United States of America, or of any other country
26 or countries whatsoever, and with a view to the working and develop-
27 ment of the same, to carry on any business, whether manufacturing
28 or otherwise, which the corporation may think calculated, directly
29 or indirectly, to affectuate these objects.

30 To underwrite, subscribe for, purchase, invest in, or reinvest,
31 acquire, hold, pledge, hypothecate, exchange, sell, deal in and
32 dispose of, alone or in syndicates or otherwise in conjunction with

1 others, stocks, bonds, debentures, mortgages and other evidences
2 of indebtedness and obligations of any corporation, association,
3 partnership, syndicate, entity, person or governmental, municipal
4 or public authority, domestic or foreign, and evidences of any
5 interest, in respect of such stocks, bonds and other evidences of
6 indebtedness and obligations, and while the owner or holder of any
7 such, to exercise all the rights, powers and privileges of ownership
8 in respect thereof, and, to the extent now or hereafter permitted
9 by law, to aid by loan, subsidy, guaranty or otherwise those issuing,
10 creating or responsible for any such stocks, bonds, or other evi-
11 dences of indebtedness or obligations or evidences of any interest
12 in respect thereof.

13 To borrow or raise money for any of the purposes of the cor-
14 poration, without limit as to the amount, and in connection there-
15 with, to grant collateral or other security either alone or jointly
16 with any other person, firm or corporation, and to make, execute,
17 draw, accept, endorse, discount, pledge, issue, sell, or otherwise
18 dispose of promissory notes, drafts, bills of exchange, warrants,
19 bonds, debentures and other evidences of indebtedness, negotiable
20 or non-negotiable, transferable or non-transferable, and to confer
21 upon the holders of any of its obligations such powers, rights and
22 privileges as from time to time may be deemed advisable by the
23 Board of Directors, to the extent permitted under the General
24 Corporation Law of the State of Idaho; to lend and advance money,
25 extend credit, take notes, open accounts and every kind and nature
26 of evidence of indebtedness and collateral security in connection
27 therewith.

28 To purchase or otherwise acquire, hold, sell, pledge, transfer
29 or otherwise dispose of shares of its own capital stock, provided
30 that the funds or property of the corporation shall not be used for
31 the purchase of its own shares of capital stock when such use would
32 cause any impairment of the capital of the corporation, and provided

1 further, that shares of its own capital stock belonging to the
2 corporation shall not be voted upon directly or indirectly.

3 To have one or more offices, to carry on all or any of its
4 operations and business and without restriction or limit as to
5 amount; to purchase,, or otherwise acquire, to hold, own, mortgage,
6 sell, convey or otherwise dispose of real and personal property of
7 every class and description in any of the states, districts, terri-
8 tories, dependencies, possessions or colonies of the United States.

9 IN GENERAL, to do any or all of the things herein set forth to
10 the same extent as natural persons might or could do and in any part
11 of the world, as principals, agents, contractors, trustees, or
12 otherwise, within or without the State of Idaho, either alone or in
13 the company with others, and to carry on any other business in
14 connection therewith, and to do all things not forbidden, and with
15 all the powers conferred upon corporations by the laws of the State
16 of Idaho.

17 It is the intention that each of the objects, purposes and
18 powers specified in each of the paragraphs of this Fourth Article
19 of this Certificate of Incorporation shall, except where otherwise
20 specified,,be nowise limited or restricted by reference to or
21 inference from the terms of any other paragraph or of any other
22 Article in this Certificate of Incorporation, but that the objects,
23 purposes and powers specified in this Article and in each of the
24 Articles or paragraphs of this Certificate shall be regarded as
25 independent objects, purposes and powers, and the enumeration of
26 specific purposes and powers shall not be construed to restrict in
27 any manner the general terms and powers of this corporation, nor
28 shall the expression of one thing be deemed to exclude another,
29 although it be of like nature. The enumeration of objects or
30 purposes herein shall not be deemed to exclude or in any way limit
31 by inference any powers, objects, or purposes which this corporation
32

1 is empowered to exercise, whether expressly by force of the laws of
2 the State of Idaho, now or hereafter in effect, or impliedly by
3 any reasonable construction of said law.

4 V.

5 In furtherance, and not in limitation of the powers conferred
6 by Statute, the Board of Directors is expressly authorized:

7 To make and alter by-laws of this corporation, to fix the
8 amount to be reserved as working capital over and above its capital
9 stock paid in, and to authorize and cause to be executed mortgages
10 and liens upon the real and personal property of this corporation.

11 If the by-laws so provide, to designate two or more of its
12 members to constitute an executive committee, which committee shall
13 for the time being, as provided in said resolution or in the by-laws
14 of this corporation, have and exercise any or all of the powers of
15 the Board of Directors in the management of the business and affairs
16 of this corporation, and have power to authorize the seal of this
17 corporation to be affixed to all papers which may require it.

18 Pursuant to the affirmative vote of the holders of at least a
19 majority of the stock issued and outstanding, having voting power,
20 given at a stockholders' meeting duly called for that purpose, or
21 when authorized by the written consent of at least a majority of
22 the holders of the voting stock issued and outstanding, the Board of
23 Directors shall have power and authority at any meeting to sell,
24 lease or exchange all of the property and assets of this corporation
25 including its good will and its corporate franchises, upon such
26 terms and conditions as its Board of Directors decree expedient and
27 for the best interest of the corporation.

28 VI.

29 The capital stock of this corporation shall be FIVE HUNDRED
30 THOUSAND DOLLARS (\$500,000.00), divided into FIFTY THOUSAND (50,000)
31 shares of stock at the par value of TEN DOLLARS (\$10.00) each. No.
32 distinction shall exist between the shares of this corporation and

1 all such shares shall have the same rights in the corporation.

2 VII.

3 All or any portion of the capital stock may be issued for cash
4 or in payment for real or personal property, services, or any other
5 right or thing of value, for the uses and purposes of the corporation,
6 and when so issued shall become and be fully paid, the same as
7 though paid for in cash at par; and the directors shall be the sole
8 judges of the value of any property, right, or thing acquired in
9 exchange for capital stock.

10 VIII.

11 From time to time the capital stock may be increased according
12 to law, and may be issued in such amounts and proportions as shall
13 be determined by the Board of Directors, and as may be permitted by
14 law.

15 IX.

16 The private property of the stockholders shall not be subject
17 to the payment of corporate debts to any extent whatsoever.

18 X.

19 The name and postoffice address of each of the incorporators
20 and a statement of the number of shares subscribed for by each, is
21 as follows:

22	NAME	ADDRESS	NO. OF SHARES	AMOUNT
23	VERN HECKMAN	Whitebird, Idaho	<u>1</u>	\$ <u>10.00</u>
24	DON HECKMAN	Whitebird, Idaho	<u>1</u>	<u>10.00</u>
25	DONOVAN L. HECKMAN	Lewiston, Idaho	<u>1</u>	<u>10.00</u>

26 This corporation reserves the right to amend, alter, change or
27 repeal any provisions contained in this certificate of incorporation
28 in the manner now or hereafter prescribed by statute, and all rights
29 conferred upon stockholders herein are granted, subject to this
30 reservation.

31 WE THE UNDERSIGNED, being each one of the original subscribers
32 to the capital stock hereinbefore named for the purpose of forming

1 a corporation to do business both within and without the State of
2 Idaho, do make and file these articles of incorporation, hereby
3 declaring and certifying that the facts herein stated are true, and
4 we respectfully agree to take the number of shares of stock herein-
5 before set opposite our names and accordingly have hereunto set our
6 hands and seals in the day and year in the certificate below written.

7
8 Don Heckman
DON HECKMAN

9
10 Vern Heckman
VERN HECKMAN

11 Donovan L. Heckman
12 DONOVAN L. HECKMAN

13 STATE OF IDAHO)
14) ss.
County of Idaho)

15 On this 3rd day of March, 1966, before me, the undersigned
16 Notary Public in and for said county and state, personally appeared
17 DON HECKMAN, VERN HECKMAN and DONOVAN L. HECKMAN, known to me to be
18 the persons whose names are subscribed to the within and foregoing
19 instrument, and acknowledged to me that they executed the same, in
20 triplicate.

21 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
22 official seal the day and year in this certificate first above
23 written.

24 (SEAL)

25 Norma D. Wenhoff
Notary Public in and for
26 the State of Idaho;
Residing at Strangerville
therein.