



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GROUSE RANCH, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **September 24, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zavala

ARTICLES OF INCORPORATION

OF

GROUSE RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That SMITH RANCHES, INC., an Idaho corporation, of Butte County, Idaho, does hereby, as incorporator thereof, form a corporation under the Idaho Business Corporation Act of the State of Idaho, and does hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I.

That the name of said corporation is:

GROUSE RANCH, INC.

ARTICLE II.

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

To purchase, operate and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm products, and the cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping, buying, and selling, at wholesale and retail, all kinds of farm products, and to engage in the purchasing, breeding, nurturing, raising, and selling of farm animals of all kinds; and to carry on all other business incident thereto or connected therewith.

To carry on any activity or activities that might be related to any of the above-described powers of the said corporation.

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations;

To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the stock, properties, assets and goodwill of any other business, firm, corporation, or partnership; to pay for same in cash, property, securities or notes; to hold, reorganize, or sell same; and in connection therewith to guarantee performance of any liabilities, obligations, or contracts of such business, firm, corporation or partnership, and to conduct the whole or any part of any business thus acquired;

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to subdivide real property and to sell and deal in subdivisions and lots, to dispose of, sell, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchise, real or personal property of the corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debenture and other evidence of indebtedness of other

corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of this corporation; and also to have all of the powers and authority authorized or provided for by Section 30-1-4 of Idaho Code Annotated, as amended; and

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

ARTICLE III.

That the duration of said corporation shall be perpetual.

ARTICLE IV.

That the location and address of the registered office of said corporation in Idaho shall be Darlington, Idaho 83231. The corporation's initial registered agent at such address is Harold E. Smith, Sr.

Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

ARTICLE V.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be Fifty Thousand (50,000) of no par value stock. Each share of common stock shall be entitled to

one (1) vote, and the issued and outstanding shares shall represent all of the voting shares of the corporation.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

ARTICLE VI.

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation; provided, however, said corporation shall not have less than one (1) nor more than five (5) Directors. The first Board of Directors shall be one (1) in number, consisting of:

Harold E. Smith, Sr.
Darlington, Idaho 83231

The initial Director shall serve until the first meeting of shareholders called for the election of Directors.

That the initial Director of the corporation shall have the power and authority to adopt the By-Laws of the corporation. Thereafter, the Directors shall have the power to alter, repeal and amend the By-Laws, or adopt new By-laws of the corporation subject to repeal or change by action of the Shareholders.

ARTICLE VIII.

That the name and the address of the incorporator of said corporation is as follows:

<u>Name</u>	<u>Address</u>
Smith Ranches, Inc.	Darlington, Idaho 83231

ARTICLE IX.

No contract or other transaction between the corporation or any other corporation, whether or not a 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; any Directors individually may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereon to authorized such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation and not so interested.

ARTICLE X.

The corporation may enter into voting trusts as allowed by applicable statutes, and may also enter into restrictive agreements with its Shareholders for the repurchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, said corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may

further exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States.

ARTICLE XI.

The Shareholders of the corporation shall have the right to amend these Articles of Incorporation in any manner now or hereafter permitted by law by a majority of shares entitled to vote at any meeting called for such purpose.

IN WITNESS WHEREOF, the incorporator has set its hand and seal this 17 day of September, 1990.

SMITH RANCHES, INC.

By Harold E. Smith
Its President

ATTEST:

By Hilda Smith
Its Secretary

STATE OF IDAHO)
 Butte) ss.
County of ~~Bonneville~~)

ON THIS 17 day of September, 1990, before me,
Judith R. Bailey, a Notary Public in and for said
State, personally appeared HAROLD E. SMITH, SR. and HILDA SMITH,
known or identified to me to be the President and Secretary,
respectively, of SMITH RANCHES, INC., an Idaho corporation,
the corporation that executed the within instrument or the
persons who executed the instrument on behalf of said
corporation, and acknowledged to me that such corporation
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.

(Seal)


Notary Public for Idaho
Residing at: Idaho
My Commission Expires: 3-6-1993