

State of Idaho



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

BIG BUTTE RANCH, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **January,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** 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

Sterling

in the County of

Bingham

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 **24th** day of **January**, A.D., 19 **62**.

Secretary of State.

BIG BUTTE RANCH

A corporation organized under the laws of the State of Idaho

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being three natural persons of full and lawful age, and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I

That the name of this corporation shall be:

"BIG BUTTE RANCH, INC."

II

That the purposes for which this corporation is formed are:

(A) To carry on and conduct any and all kinds of business pursuits, occupations, vocations, trades, arts and crafts, as principal or agent, without restriction as to type, level or geographical location, and to carry on and conduct any and all other activities logically incident thereto or connected therewith or which are or may be customarily carried on by other persons or corporations engaged in businesses of a similar nature.

(B) Without intent in any way to modify, restrict, or diminish the broad purposes outlined in sub-paragraph (A) hereof, certain specific purposes and powers, in aid thereof, are set forth and enumerated as follows:

(1) To purchase, or otherwise, acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(2) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of,

to invest, trade and deal in and with real property, and any and all interests therein, and to develop, improve, subdivide and otherwise operate the same.

(3) To purchase, lease or otherwise acquire, in whole or in part, the business, goodwill, rights, franchises and property of every kind, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business or owning property, and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(4) To pay out of the funds of this corporation all costs and expenses of, and incidental to, the incorporation and organization of this corporation.

(5) To apply for, obtain, register, purchase, lease, or otherwise acquire, to hold, use, own, operate, and introduce, to sell, assign, or otherwise dispose of any trade-marks, trade names, copyrights, patents, inventions, improvements, and processes used in connection with or held under letters patent of the United States, or elsewhere; and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade-marks, trade names, copyrights, patents, licenses, processes and the like, or any such property or rights.

(6) To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

(7) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust, any or all of its property to secure the payment thereof.

(8) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

(9) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

(10) To acquire, purchase, hold, cancel, reissue, sell, transfer, and pay for in cash, or otherwise, shares of stock, bonds or notes of this or any other corporation.

(11) To engage in and conduct any and all kinds of manufacturing businesses, oil and gas or mineral development processing and distribution systems, etc.

(12) To do and conduct any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in advancing its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(13) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized under the laws under which this corporation is organized, and any and all acts amendatory thereof and supplemental thereto.

(14) To conduct business in the State of Idaho, other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more offices outside of the

State of Idaho, as well as within said state, and to hold, purchase, mortgage, and convey real and personal property outside of the State of Idaho, as well as within said state.

(15) To enter into any kind of agreement, profit-sharing stock-option or pension-trust plan with employees and officers of the corporation, that may be deemed advantageous by the Directors of the corporation, under which such employees and officers shall or may be rewarded for past and future services rendered or to be rendered to the corporation.

(16) The corporation shall have the power to secure and indemnify the officers and board of directors of the corporation for and against any damage whatsoever suffered by them by reason of their acts performed in the conduct of the business of the corporation.

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

(D) The incorporators have intentionally omitted from these Articles any statement which might now or hereafter be construed as showing an intent on their part to limit, restrict, or otherwise diminish the power of the corporation to engage, now and hereafter, without limitation, in any field of profit-making endeavor, not otherwise prohibited by law. They and each of them intend, by the foregoing paragraphs setting forth the purposes of this corporation, to make it clear that their joint and several purposes are to permit this corporation to engage without restriction in any lawful activity whatsoever.

III

This corporation shall exist in perpetuity or until dissolved by operation of law or appropriate action taken by its stockholders.

IV

The location and post office address of the registered office of this corporation, in the State of Idaho, is Route #1 Sterling, Bingham County, Idaho.

V

This corporation shall be authorized to issue One Thousand (1,000) shares of common capital stock of the par value of One (\$1.00) Dollar each, and the aggregate par value of One Thousand (\$1,000.00) Dollars.

VI

No share or shares of stock of this corporation shall be sold or issued except for full par value in money or money's worth, and when so sold and issued each share shall be, and shall be described on the face thereof as, fully paid and non-assessable. No certificate shall be issued by this corporation for any fractional share, either as such or in combination with one or more full shares.

VII

The stock of this corporation may not be sold, pledged, assigned, transferred, or encumbered, except to the immediate family of the holder and then subject to this restriction, provided however, that in the event that any stockholder shall desire to pledge, encumber or dispose of the whole, or any part of his stock holdings, he shall first offer the same for encumbrance or purchase pro-rata to the other stockholders for a period of ninety (90) days on the same terms and conditions as said stock is offered to a third party. If the said option is not exercised by parties entitled thereto, the portion of the stock that is not encumbered or purchased shall then be offered pro-rata to those persons who exercise their option. All stock not purchased within said time may then be sold,

pledged or encumbered within ninety (90) days thereafter on said terms and conditions, and thereafter shall be free and clear of all restrictive covenants contained herein; and further, regardless of any other provisions herein, no stockholder shall transfer any stock without consent of all stockholders if to do so would adversely affect the right of the corporation to file as a partnership under sub-chapter S of the 1954 Internal Revenue Code as amended.

VIII

The board of directors of this corporation shall be elected by the shareholders entitled to vote at each annual meeting of shareholders. There shall be not less than three (3) nor more than eleven (11) members of any board of directors, and each board shall consist of three (3), five (5), seven (7), nine (9), or eleven (11) members as shall be determined by the shareholders at each such meeting. Directors need not be shareholders.

IX

The names of the incorporators who have been appointed to act as Directors of this corporation until the election and qualification of their successors at the First (Organizational) meeting of Incorporators are set forth below, with the post office address of each set opposite his name:

Harold K. Beecher	304 Dooley Bldg., Salt Lake City, Utah
Harold A. Ranquist	616 First Natl. Bank Bldg., Boise, Idaho
Ronald C. Barker	2827 South State St., Salt Lake City, Utah

X

Below are the names of the incorporators of this corporation, and set opposite the name of each is his post office address and the number and class of shares for which he has subscribed:

<u>Name of Incorporator</u>	<u>P. O. Address</u>	<u>Shares Common</u>
Harold K. Beecher	304 Dooley Bldg., SLC, Utah	1
Harold A. Ranquist	616 First Natl. Bank Bldg. Boise, Ida	1
Ronald C. Barker	2827 South State St., SLC, Utah	1

XI

All of the subscribers to these Articles of Incorporation and all of the persons, above named, constituting the first Board of Directors of this

corporation, are of lawful age, citizens of the United States and legal residents of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this

19th day of January, 1962.

Harold K. Beecher
Harold K. Beecher

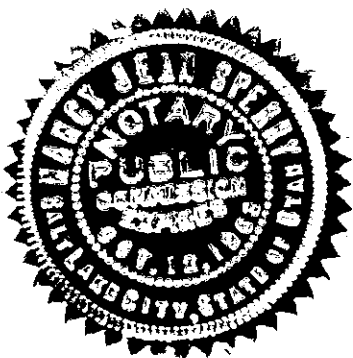
Harold A. Ranquist
Harold A. Ranquist

Ronald C. Barker
Ronald C. Barker

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

On this 19th day of January, 1962, before me, the undersigned, a Notary Public in and for said County and State, personally appeared HAROLD K. BEECHER, HAROLD A. RANQUIST, and RONALD C. BARKER, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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.



Nancy Jean Sperry
Notary Public for the State of Utah
Residing at: Salt Lake City, Utah