

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

MOOSE CREEK RANCH, INC.

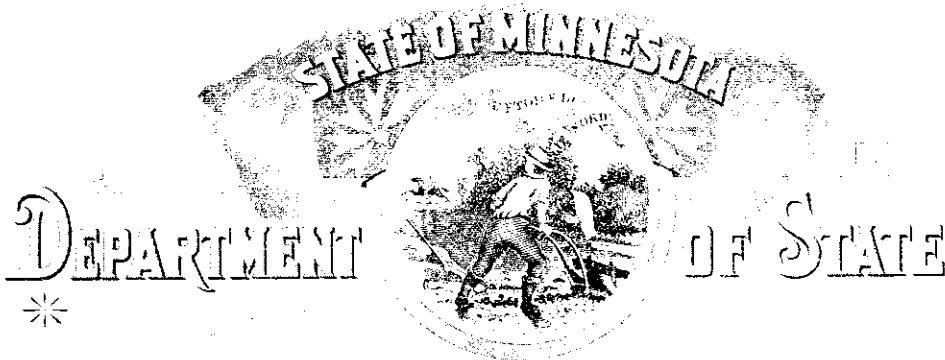
a corporation duly organized and existing under the laws of **Minnesota** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **First** day of **September,** 19**61**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **September,** 19**61**, a designation of **J. L. Eberle** 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 **1st** day of **September**, A.D. 19 **61**.

Secretary of State.

United States of America.



I, Joseph L. Donovan, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original _____ - instrument - _____ in my office of Articles of Incorporation of Moose Creek Ranch, Inc., as filed for record in this office on the 25th day of August, 1961 ---

and that said copy is a true and correct transcript of said _____ - instrument - _____ and of the whole thereof _____



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 25th day of August A. D. 1961
Joseph L. Donovan
Secretary of State

ARTICLES OF INCORPORATION
OF
MOOSE CREEK RANCH, INC.

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Business Corporation Act, do hereby associate ourselves as a body corporate and do hereby adopt the following Articles of Incorporation:

I.

The name of this corporation shall be MOOSE CREEK RANCH, INC.

II.

The purposes of this corporation are as follows:

- (a) To carry on ranching operations of all kinds, including the operation of a dude ranch and supervision of hunting, fishing and all other sporting activities;
- (b) To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company or with which this company is authorized under the laws of this state to consolidate, or whose stock the company under the laws of this state and the provisions of these articles is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, and to acquire possession of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration of the same, to pay cash or to issue shares, stocks or obligations of this company;
- (c) To acquire, hold, sell and deal in and with shares, stocks, bonds, debentures, evidence of indebtedness, trust certificates, investment contracts, certificates of deposit, interests in oil, gas and other mineral rights and securities of every nature issued by any person, firm or corporation of the United States or any state thereof, or of any foreign country or issued by any government or political subdivision or public authority of the United States or any state of the United States or of any foreign government or of any political subdivision thereof; and
- (d) To purchase, lease or otherwise acquire, hold, sell, exchange, operate, rent, transfer, repair, maintain, improve, mortgage, pledge or otherwise hypothecate, and in any other manner deal in and deal with real property, mixed and personal property wherever situated.

III.

The period of duration of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in Minnesota is 2400 First National Bank Building, 120 South Sixth Street, Minneapolis 2, Minnesota.

V.

The total authorized number of shares of this corporation is 100,000, all of which shall be of the par value of \$1.00 each. The amount of stated capital with which this corporation shall begin business shall be One Thousand Dollars (\$1,000.00).

VI.

The shareholders of this corporation shall have pre-emptive rights to subscribe to any issue of shares of this corporation now or hereafter made.

VII.

The holders of fifty-five per cent of the outstanding shares of this corporation shall have authority:

- (a) to accept or reject subscriptions for shares of any class made after incorporation;
- (b) to fix the terms and conditions of rights to convert any of its securities into shares of any class or classes and of options to purchase or subscribe for shares of any class or classes; and
- (c) to authorize the issuance of such conversion rights or options.

VIII.

The By-laws of this corporation may be amended only by the shareholders in the manner set forth therein.

IX.

The holders of two-thirds of the outstanding shares shall have power to authorize the sale, lease, exchange or other disposal of all or substantially all of the property and assets of this corporation, including its good will, to amend the Articles of Incorporation of this corporation and to adopt or reject an agreement of consolidation or merger.

X.

The names and post office addresses of the first directors, the term of office of each of which shall be until the first annual meeting of the corporation, are as follows:

<u>Name</u>	<u>Post Office Address</u>
D. Kenneth Christensen	5031 Colonial Drive Minneapolis, Minnesota
James E. Dorsey, Jr.	4900 Russell Avenue South Minneapolis, Minnesota

<u>Name</u>	<u>Post Office Address</u>
Wallace C. Dayton	Box 454A, Route #5 Excelsior, Minnesota
Henry E. Neils	Box 414D, Route #4 Excelsior, Minnesota
Kenneth L. Hancock	3000 Glacier Drive Billings, Montana
Walter H. White	565 West Ferndale Road Wayzata, Minnesota
Howard E. Kaerwer, Jr.	12800 Gerard Drive Hopkins, Minnesota

XI.

The name and post office address of each of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
Thomas M. Brown	2400 First National Bank Building Minneapolis 2, Minnesota
Charles O. Howard	2400 First National Bank Building Minneapolis 2, Minnesota
William A. Whitlock	2400 First National Bank Building Minneapolis 2, Minnesota

IN WITNESS WHEREOF, We have hereunto set our hands this 11th day of August, 1961.

In the Presence of:	<u>Thomas M. Brown</u> /s/ (Thomas M. Brown)
/s/ Dorothy Ann Vogel	<u>Charles O. Howard</u> /s/ (Charles O. Howard)
/s/ Mary G. Nelson	<u>William A. Whitlock</u> /s/ (William A. Whitlock)

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 11th day of August, 1961, before me, a Notary Public within and for said County, personally appeared THOMAS M. BROWN, CHARLES O. HOWARD and WILLIAM A. WHITLOCK, to me known to be the persons named as incorporators and who executed the foregoing Articles of Incorporation, and each acknowledged that he executed the same as his free act and deed for the uses and purposes therein expressed.

(Notarial Seal)

M. Mildred King /s/
M. MILDRED KING
Notary Public, Hennepin County, Minn.
My Commission Expires Jan. 13, 1963.