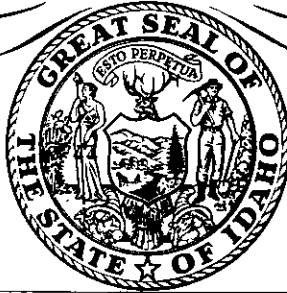


# State of Idaho



## 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

**BASIN LAND COMPANY, INC.**

was filed in the office of the Secretary of State on the **Fifth** day of **February**, 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

**Boise**

in the County of

**Ada**

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 **5th** day of **February**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF THE  
BASIN LAND COMPANY, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS:

That We, the undersigned citizens of the United States of America, over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE FIRST

The name of this corporation is and shall be:

BASIN LAND COMPANY, INC.

ARTICLE SECOND

In order to effectuate the objects and purposes herein declared to be the purposes for which this corporation is organized, it is formed and is authorized to do as principal, agent, or otherwise, in any and every part of the World, any and everything herein set forth to the same extent as natural persons might and could do. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

1. To purchase or in any wise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, any other real property of any kind or tenure or any interest therein, and

any property works or undertakings connected with the use or development of any property of the company within the State of Idaho and within any other state or territory of the United States of America; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

2. To manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the company, or in which the company is interested, and, in particular, improving the lands of the company by laying out and preparing the same for building purposes, constructing, altering, and improving buildings thereon, and by planting, paving, draining, irrigating, cultivating, letting on building lease or building agreement, and by advancing money to, making subscriptions for, and entering into contracts and arrangements of all kinds with builders, tenants and others.

3. To apply for, procure, and take out patents of the United States of America upon any lands in which the company may have any interest.

4. To acquire, construct, maintain and operate, control and manage any waterworks, irrigation works, gas works, reservoirs, streets, roads, electric power, heat and light supply works, motels, hotels, parks, and other works and conveniences conducive to these objects and to contribute to or otherwise assist or take part in the construction,

maintenance, development, working, control, and management thereof; to obtain, accumulate, store, conduct, sell, furnish, and supply water for irrigation, agricultural, mining, manufacturing, power, municipal, and domestic purposes, and to take, hold, operate, lease and convey lands, canals, ditches, reservoirs, dams, water rights and water power, properties and appurtenances, and to construct canals, ditches, reservoirs, and dams suitable for and incident to any and all such purposes.

5. To own, operate, build, construct, fit, equip, furnish, purchase and operate mines, mills, dredges, mining camps, warehouses, and any and all other facilities intended to be used, or to be used for the conduct of, or in the conduct of, a general mining business;

6. To acquire by purchase, by subscription or otherwise, become interested in, deal in, invest in, buy, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of all forms of securities, including stocks, bonds, debentures, notes, evidences of indebtedness, certificates of indebtedness, bill of exchange, acceptances, commercial paper, mortgages, and other similar instruments and rights, issued or created by corporations, public, quasi-public or private, domestic or foreign, associations, firms, trustees, syndicates, individuals, partnerships, governments, provinces, colonies, states, districts, territories, municipalities, or other political divisions, domestic or foreign of the United States of America, or any foreign government or otherwise issued or created by others, and to deal in and with the same and to issue in exchange therefor, or in

payment thereof, its own stocks, bonds, or other obligations or securities or otherwise pay therefor; to exercise in respect thereof any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes, and to consent or otherwise act with respect thereto;

7. To enter into and make and perform and carry out contracts of any kind and description made for any lawful purpose without limit as to amount with any person, firm, association or corporation, whether public or private, with any territory or government or agency thereof;

8. To acquire, hold, own and dispose of grants, consignments, franchises, or interest therein; to cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law, the formation, merger or reorganization of any corporation, domestic or foreign, including the right from time to time to merge with or enter into and execute a reorganization with any other corporation or corporations to the full extent and in the manner permitted by law; to enter into contracts of underwriting of the securities of any other corporation, domestic or foreign, and to buy, sell and deal in the same, or any interest therein, and to act as manager of such underwriting agreement; to investigate and report with respect to, and undertake, carry on, assist, and participate in the liquidation and reorganization or consolidation of mining concerns, business concerns, manufacturing concerns, power companies, and other firms, associations and corporations, domestic and foreign, and for all purposes, and to the extent permitted by law; to

take over the properties, manage the affairs and conduct the business of such concerns, firms, associations and corporations, domestic or foreign, and in the course of such business, to acquire and dispose of, deal in, realize upon, or otherwise turn to account all and any negotiable or transferrable instruments or securities;

9. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, association, or corporation, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

10. To acquire, by purchase or otherwise, own, hold, control, dispose of, by sale or otherwise, realize upon or otherwise turn to account, manage, liquidate, or reorganize the properties, assets, business undertakings, enterprises or ventures, or any part thereof, of corporations, domestic or foreign, associations, firms, individuals, syndicates and others; to further and promote the general business interests of any thereof;

11. To apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, operate, introduce, develop or control, sell, assign, or otherwise dispose of, take or grant franchises, licenses, leases, patents, and trade-marks, or other rights with respect to, and in any and all ways to finance or turn to account, inventions, improvements, processes, copy-rights, patents, trade-marks, trade-names and distinctive marks and similar rights of any

and all kinds, and whether granted, registered or established by or under the laws of the United States or any other states, country or place;

12. To conduct its business in any and all of its premises, and maintain offices, both within the State of Idaho and in all parts of the world;

13. To do each and every thing necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any and all of the objects herein enumerated or incident to the powers herein named and which at any time shall appear conducive thereto, or expedient for the protection or benefit of this corporation; to do and perform every kind of business or corporate act permitted by law under Articles of Incorporation of this character, whether or not such business or act is included among the purposes herein specified;

14. To acquire, retain, deal in and retire its own corporate stock insofar as it is lawful for it so to do;

15. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise whether alone or in connection with any person, firm, association or corporation, and enter into partnership with other corporations, firms, associations, persons, individuals, or others, for the attainment of any of the foregoing objects or purposes, or for any lawful purpose, business or enterprise;

16. The foregoing clauses should be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects, and powers,

shall not be held to limit or restrict in any way the general powers of this corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE SECOND of these Articles of Incorporation shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any Article of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or Paragraphs of these Articles of Incorporation, shall be regarded as and for independent purposes, objects and powers.

#### ARTICLE THREE

The principal business of this corporation is to be transacted in Boise, Ada County, Idaho, hereby designated as its principal place of business and the location and post-office address of its registered office in the State of Idaho.

#### ARTICLE FOURTH

The existence of this corporation shall be perpetual.

#### ARTICLE FIFTH

The number of Directors of this corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws of the corporation; provided, however, that the number of Directors shall never be less than three (3). In the event of any increase in the number of Directors, the additional Directors may be elected by the then qualified and elected Directors, or by the stockholders at an annual or special meeting, as shall be provided in the By-Laws; until the Board of Directors shall increase the number of Directors



as provided in this ARTICLE FIFTH, the number of Directors of this corporation shall be three (3).

#### ARTICLE SIXTH

That the total amount of the authorized capital stock of this corporation shall be ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS, divided into 1,000 shares of common, voting stock of \$100.00 par value each. The stock when issued shall be fully paid and forever non-assessable.

#### ARTICLE SEVENTH

The names and postoffice addresses of the incorporators, and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Charles S. Wilson	Corvallis, Oregon	One (1)
G. T. Newcomb	2070 Addison Ave. East Twin Falls, Idaho	One (1)
Thomas A. Rudy	Twin Falls, Idaho	One (1)

#### ARTICLE EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### ARTICLE NINTH

Stockholders of the corporation shall have preemptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued or sold, and the Board of Directors, in issuing stock of the corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the stockholders of the corporation.

#### ARTICLE TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its goodwill and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

#### ARTICLE ELEVENTH

No contract or other transaction between the corporation and any other 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 Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

#### ARTICLE TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new

By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 31st day of January, 1962.

Chas. S. Wilson  
G. T. Newcomb  
Thomas H. Ledy

STATE OF OREGON       )  
                              : ss.  
County of Benton     )

On this 31st day of JANUARY, in the year 1962, before me, the undersigned Notary Public in and for said State, personally appeared CHARLES S WILSON, known to me to be one of the persons whose name is subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that he 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.

R. B. Baringer  
Notary Public for Oregon

Residence: SEASIDE, Oregon

My Commission expires: APRIL 11, 1962

STATE OF IDAHO )  
County of Blaine ) ss.

On this 11 day of September, in the year 1962, before me, the undersigned Notary Public in and for said State, personally appeared G. T. NEWCOMB, known to me to be one of the persons whose name is subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that he 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

[Signature]  
Notary Public for Idaho

Residence: Blaine Idaho

STATE OF IDAHO )  
County of Blaine ) ss.

On this 11 day of September, in the year 1962, before me, the undersigned Notary Public in and for said State, personally appeared THOMAS A. RUDY, known to me to be one of the persons whose name is subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that he 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.

[Signature]  
Notary Public for Idaho

Residence: Blaine Idaho