



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

MORGAN HAROLDSEN LAND AND LIVESTOCK CO., INC.

was filed in the office of the Secretary of State on the **27th** day
of **November** A.D. One Thousand Nine Hundred **Fifty-seven** and
duly recorded on Film No. **100** 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

Idaho Falls

in the County of

Bonneville

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 **27th** day of **November**,
A.D., 19 **57**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
MORGAN HAROLDSEN LAND AND LIVESTOCK CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, relative to private corporations, have this day voluntarily associated ourselves together and hereby agree as follows:

ARTICLE I

The name of this corporation shall be, and is, MORGAN HAROLDSEN LAND AND LIVESTOCK CO., INC.

ARTICLE II

The time and duration of this corporation shall be permanent from and after the date of its incorporation, unless sooner dissolved or disincorporated pursuant to law.

ARTICLE III

That said corporation is organized at, and the place of its principal office and general business shall be, Idaho Falls, Bonneville County, Idaho.

ARTICLE IV

The names of the incorporators and the places of residence of each are as follows:

Morgan Haroldsen	Route 2	Idaho Falls, Idaho.
Elva Haroldsen	Route 2	Idaho Falls, Idaho.
Zola May Howard	444 Moreland,	Pocatello, Idaho.
Morgan C. Haroldsen	Route 2	Idaho Falls, Idaho.

ARTICLE V

The purpose, object and pursuit of this corporation shall be to establish, operate, conduct, maintain, carry on and transact any and every kind of business relating to general land, cattle and other livestock, to buy, sell, own and dispose of lands and real estate; to deal in the general business of raising, buying, selling, feeding, encumbering and otherwise disposing of cattle and other livestock and the by-products from each; to contract with persons, firms, associations, co-partnerships, corporations and associations including governments, for feed, pasture, grazing

lands that are necessary in the operation of a general livestock business.

To purchase, sell, mortgage, hypothecate, pledge, lease, or other acquire, encumber, dispose of or deal in lands, to loan money on real property and on livestock, to secure notes and mortgages for loans made, to buy, sell, mortgage and deal in livestock and lands of various kinds and character necessary in the transaction of a general land and livestock business.

To do all things necessary and convenient to the furthering of the interests of this corporation and to carry on the general purposes for which it is organized.

ARTICLE VI

The total number of shares of common stock that may be issued by the corporation shall consist of 5000 shares, designated at the par value of \$10.00 per share, amounting to the sum of Fifty Thousand (\$50,000.00) Dollars. The common stock shall be entitled to one vote for each share thereof issued and outstanding.

ARTICLE VII

The names of the incorporators and the amount of capital stock subscribed for by each, are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Morgan Haroldsen ,.....	1500
Elva Haroldsen	1500
Zola Mae Howard	300
Morgan C. Haroldsen.....	400

ARTICLE VIII

The officers of the corporation shall consist of not less than three nor more than seven Directors, each of whom shall be elected by the holders of a majority of the outstanding stock at any regular or special meeting called for that purpose; also, a President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. The office of Secretary and Treasurer may be held by the same person; the officers of this corporation shall hold office for a period of one year or until their successors are duly elected and qualified; each officer

of this corporation in order to qualify as such, must be a common stock holder of this corporation and be duly elected to such office as above set forth.

A Director may be removed by a two-thirds vote of the outstanding common stock at any special meeting called for that purpose as provided by law. Any officer of the corporation may resign by filing with the President or Secretary of the corporation his resignation in writing. In the event of a vacancy in the Board of Directors so elected from any cause, the Board of Directors shall have power to fill the vacancy and the director or directors so elected shall continue in office and have all the powers of a director until the stockholders meet in regular or special meeting to fill the said vacancy.

ARTICLE IX

The first annual meeting of the stockholders for the election of officers and the transaction of such business as may be necessary and proper to come before the meeting, shall be held on the first day of June, of each year, at the office of the corporation, or at such other place as may be designated by the Board of Directors, at the hour of 10:00 o'clock A.M. and subsequent annual meetings shall be held thereafter on the same day, month, and hour of each succeeding year, except when that day is a holiday or Sunday, in which case the next day which is not a holiday or Sunday. The first annual meeting as aforesaid is to be held on June 1st, 1958. Special meetings of stockholders may be called at any time by the Board of Directors as provided by law. A majority of the outstanding stock shall constitute a quorum for the stockholders' meeting.

ARTICLE X

Written notice of time and place and purpose of meetings including annual meeting shall be given by the Secretary or other person authorized so to do, to all stockholders entitled to vote at such meeting, at least ten days prior to the day named for meeting. If such written notice is placed in the U. S. mail,

postage prepaid, and addressed to the stockholder at his last known address, said notice shall be deemed to have been given him, Notice of time, place and purpose of any meeting of stockholders may be waived by the written assent of a stockholder entitled to notice filed with or entered upon the records of the meeting either before or after the holding of said meeting.

ARTICLE XI

In the absence of By-Law provisions, written notice of Directors' meetings shall be given at least three days before the meeting, at his last known address and shall specify the purpose of the meeting. Such notice may be waived by a Director in writing at the meeting or shall be conclusively deemed given if present at the meeting. A meeting of the Board of Directors must constitute a majority to make up a quorum to transact business for the corporation, and at any meeting of the Board of Directors, power of the corporation may be exercised by a majority of those present.

ARTICLE XII

The Board of Directors shall have complete control of the property and business of the corporation. It may, without authority or consent of the stockholders, sell and mortgage any part or all of the real or personal property, lands, livestock, machinery or assets of the corporation; borrow and lend money, pledge the credit of, and property of the corporation; encumber the same for the payment of corporate debts, obligations and liabilities, and in the absence of express limitations by the stockholders or by law, it may do anything and everything with the business and property of the corporation that it deems advisable for the best interests and welfare of the corporation. The Board of Directors shall have power to make By-Laws for the management of the business and property of the corporation, regulating the duties of its officers and their removal, and the transfer of its stock and such other rules and regulations as may be necessary and convenient for the carrying out the objects of the corporation.

ARTICLE XIII

All stock of the corporation not subscribed for shall remain in the treasury ~~and~~ treasury stock and may be sold and issued by the corporation at such time and for such purposes and upon such terms and conditions and to such persons as the Board of Directors may determine, including the power and authority to issue said stock, for consideration other than cash, such as labor and services performed.

ARTICLE XIV

The President, Vice-President or Secretary or Treasurer, shall not have the right or authority to encumber the property or assets of this corporation without first being authorized by the Board of Directors.

ARTICLE XV

The private property of the stockholders of this corporation shall not be liable for the debts of the corporation.

ARTICLE XVI

The officers of this corporation elected from the date of its incorporation and until their successors are duly elected and qualified are as follows, to-wit:

Morgan Haroldsen.....President & Director.
Morgan C. Haroldsen.....Vice-President & Director
Elva Haroldsen Secretary & Treasurer & Director
Zola Mae Howard Director, 444 Moreland, Pocatello, Ida.
Nola Vee Clark ,,,,,,, Director, Rt. 1, Hazelton, Idaho
Lillian Fern Graham Director, 360 E.7th, Provo, Utah
Eva Jean Jorgensen..... Director, Rt. 2, Idaho Falls, Idaho.

IN WITNESS WHEREOF, we, the incorporators, have hereunto set our hands and seals this 15th day of November, 1957.

Signed Morgan C. Haroldsen (SEAL)

Signed Morgan Haroldsen (SEAL)

Signed Zola Mae Howard (SEAL)

Signed Elva Haroldsen (SEAL)

STATE OF IDAHO)
) ss.
COUNTY OF BONNEVILLE)

Morgan C. Haroldsen
Morgan Haroldsen, Zola Mae Howard and Elva Haroldsen, being first duly sworn depose and say; each for himself and not for the other; that he is a citizen of the United States of America and a resident of the State of Idaho, over the age of twenty-one years; that he is one of the incorporators named in the foregoing Articles of Incorporation; that it is his bona fide intention and the bona fide intention of each of the subscribers of this instrument to commence and carry on the business mentioned in the foregoing Articles of Incorporation; that the stock subscribed for by the incorporators has been paid and that the foregoing Articles of Incorporation were duly signed by the respective incorporators therein set forth.

Morgan C. Haroldsen
Morgan C. Haroldsen

Morgan Haroldsen
Morgan Haroldsen

Zola Mae Howard
Zola Mae Howard

Elva Haroldsen
Elva Haroldsen

Subscribed and sworn to before me this 15th day of November, 1957.

(SEAL)

L. H. Merrill
L. H. Merrill
Notary Public
Residing at Idaho Falls, Idaho

My commission expires: 1/28/60