

State of Idaho



CERTIFICATE OF INCORPORATION OF

NORTHSLOPE RANCHES, INCORPORATED

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 _____

NORTHSLOPE RANCHES, INCORPORATED _____,

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: May 13, 1982

A handwritten signature of Pete T. Cenarrusa in cursive script.

SECRETARY OF STATE

by: _____



ARTICLES OF INCORPORATION

OF

NORTHSLOPE RANCHES, INCORPORATED

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is NORTHSLOPE RANCHES, INCORPORATED.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The purpose of the corporation shall be to conduct any or all lawful business for which corporations may be organized under the laws of the State of Idaho as from time to time authorized by its Board of Directors, including but not limited to:

- (a) To acquire by purchase, lease, or otherwise and to improve and develop real property for agricultural operations.
- (b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.
- (c) To conduct business anywhere in the world.

In pursuit of this purpose, the corporation will have all the powers granted to it by law.

ARTICLE IV

STOCK

The aggregate number of shares which the corporation shall be authorized to issue is 2000 shares of par value of \$1.00 per share. All stock of this corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call and is non-assessable.

ARTICLE V

INITIAL CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VI

INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its initial registered agent at such address is:

NAME OF AGENT

MICHAEL TELFORD

ADDRESS OF REGISTERED OFFICE

Route 2, Box 2568, Paul, Idaho 83347

ARTICLE VII

DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is two. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Telford	Route 2, Box 2568, Paul, ID 83347
Charles Hisaw	Route 1, Box 1420, Paul, ID 83347

ARTICLE VIII

INCORPORATORS

The name and address of each incorporators is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Telford	Route 2, Box 2568, Paul, ID 83347
Charles Hisaw	Route 1, Box 1420, Paul, ID 83347

ARTICLE IX

MEETING OF SHAREHOLDERS AND AMENDMENTS TO BY-LAWS

At any meeting of the shareholders, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum, and if a quorum is present, the affirmative vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number of voting by classes is required by law, by these Articles of Incorporation, or by the By-Laws.

The Board of Directors shall have power to adopt By-Laws for the government of the Board and the corporation not inconsistent with law or these Articles, and to amend or repeal the same at pleasure.

ARTICLE X

DIRECTORS' CONDUCT

No contracts or other transactions between the corporation and any other trust, organization or 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 trustees, directors or officers of, such other trust, organization, or corporation.

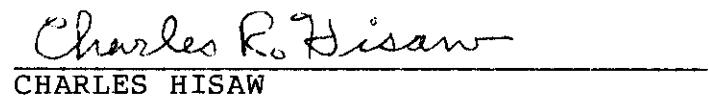
Any Director individually, or any trust, organization or corporation with which any Director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the

fact that he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

Any Director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation 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 contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.

DATED this 4th day of May, 1982.


MICHAEL TELFORD


CHARLES R. HISAW
CHARLES HISAW

STATE OF IDAHO)
)
County of Minidoka)

On the 4th day of May, 1982, before me, the under-signed, a Notary Public in and for said State, personally appeared MICHAEL TELFORD, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Mark J. Taylor
NOTARY PUBLIC
Residing at: Rupert, Idaho

STATE OF IDAHO)
)
County of Minidoka)

On the 4th day of May, 1982, before me, the under-signed, a Notary Public in and for said State, personally appeared CHARLES HISAW, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Mark J. Taylor
NOTARY PUBLIC
Residing at: Rupert, Idaho