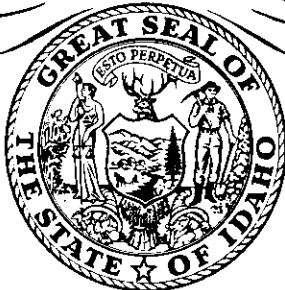


State of Idaho



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

PONDEROSA LAND & CATTLE CO.

was filed in the office of the Secretary of State on the **Thirteenth** day of **March,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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

Forty years from the date hereof, with its registered office in this State located at **Hayden Lake** in the County of **Kootenai.**

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,

ARTICLES OF INCORPORATION
OF
PONDEROSA LAND & CATTLE CO.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, residents of the State of Idaho, and being of full age and at least 2/3 of whom are citizens of the U.S., have this day voluntarily associated ourselves together for the purpose of forming a Corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the said Corporation shall be
(PONDEROSA LAND & CATTLE CO.)

II.

That the objects and purposes for which the corporation is formed are:

1. To purchase, acquire, own, use, hold, lease, either as lessor or lessee, convey, sell, exchange, divide, subdivide, mortgage, release, assign, encumber, deed in trust, plant, improve, cultivate, develop, construct, erect, build, enlarge, alter, manage, maintain, equip, operate and generally deal in any and all kinds of lands, real estate, real property and any interest therein or evidence of interest therein, improved or unimproved, grazing, agricultural, residential, industrial or commercial, houses, dwellings, barns, sheds, office buildings, stores, distributing plants, garages, stations, warehouses, factories, mills and any other buildings of any kind, and the products thereof, livestock, and any and all other property of any and every kind of description, real, personal or mixed, wherever situate, including water and water rights;
2. To conduct and carry on the business of purchasing, trading, selling, or otherwise acquiring or disposing of livestock of all kinds, and caring for and managing livestock for others, and doing any and all things incident thereto;

3. To acquire stocks, bonds and securities or other evidence of indebtedness of this or any other corporation, or of any person or persons whomsoever;

4. To borrow and to loan money; to hold and own governmental permits and to operate under permits of every kind and character, federal, state or local;

5. To own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy, invent, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease and otherwise acquire, mortgage, deed in trust, pledge and otherwise encumber, sell, export, lease and otherwise dispose of, goods, wares, merchandise and personal property of every sort, nature and description;

6. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, municipality, county, state, territory, government or other municipal or governmental subdivision;

7. To obligate this corporation from time to time for any of the objects or purposes of this corporation; and to secure the same by mortgage, pledge, deed of trust or otherwise, or to obligate this corporation without security;

8. To purchase, lease, take in exchange or otherwise acquire, to own, hold, develop, operate, sell, assign, transfer, convey, exchange, mortgage, pledge or otherwise dispose of and encumber, real and personal property of every class and description, and rights and privileges therein, in the State of Idaho and in any or all other states, territories, districts, possessions, and dependencies of the United States of America and in any or all foreign countries, which may be suitable or convenient in connection with the business of this corporation;

9. To acquire, by purchase or otherwise, the good will, business, property rights, franchises, liabilities and assets of every kind, with or without undertaking, either wholly or in part, of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (a) by purchase of the assets thereof wholly or in part, (b) by acquisition of the shares or any part thereof or (c) in any other manner, and to pay for the same in cash or other evidence of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of the whole or any part of the good will, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business;

10. To do any other acts facilitating the accomplishment of or desirable in connection with any of the aforesaid purposes, and to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its property;

11. The objects specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms in any other clause or paragraph of these articles. The objects, purposes and power specified in each of the clauses or paragraphs of these Articles shall be regarded as independent objects, purposes or powers.

III.

That the principal place of business of said corporation shall be in the City of Hayden Lake, Kootenai County, Idaho.

IV.

That the term for which the corporation is to exist is forty (40) years from and after the date of its incorporation.

V.

That the number of its directors shall be three (3), and that the names and residence of those who are appointed for the first three (3) months or until their successors are elected and qualified are:

<u>NAMES</u>	<u>RESIDENCES</u>
J. L. Brastrup	Hayden Lake, Idaho
R. L. Sperling	Hayden Lake, Idaho
Vera Purcell	Hayden Lake, Idaho

VI.

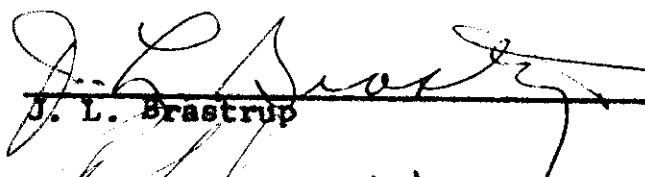
That the amount of the capital stock of the corporation shall be \$50,000.00, divided in 50,000 shares of common stock of the par value of \$1.00 each.

VII.


That the amount of said capital stock which has been actually subscribed is for shares of common stock and that the following are the names of the persons by whom the same has been subscribed, to-wit:

<u>SUBSCRIBER</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
J. L. Brastrup	4	\$4.00
R. L. Sperling	1	1.00
Vera Purcell	1	1.00

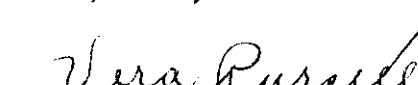
IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of March, 1964.



J. L. Brastrup



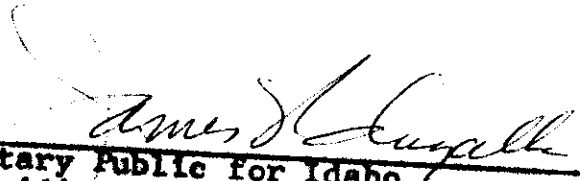
R. L. Sperling



Vera Purcell

Incorporation of Ponderosa Land & Cattle Company, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Coeur d'Alene.
My Commission expires: 8-8-64

(SEAL)