



**CERTIFICATE OF INCORPORATION  
OF**

**COUGAR CREEK RANCH, 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 the above named corporation, 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: April 14, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Dale Samworth*

ARTICLES OF INCORPORATION  
OF  
COUGAR CREEK RANCH, INCORPORATED

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is COUGAR CREEK RANCH, INCORPORATED.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized is to do the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business corporation Act.

FOUR: The aggregate number of shares which the Corporation shall have authority to issue is THREE HUNDRED THOUSAND (300,000). The par value of such shares shall be TEN AND NO/100ths (\$10.00) Dollars per share and shall be of one class.

FIFTH: The sale of stock of the Corporation, after the original issue of stock is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days after the Corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During said thirty (30) days the Corporation shall have the option to buy, at the price set by seller, any shares of outstanding

1 stock before its owner, or the person in whose name it stands  
2 on the books of the Corporation, may transfer them. Should  
3 the Corporation not have the funds to buy the shares or  
4 should it deem it undesirable to purchase them for any  
5 reason, another existing shareholder shall have the option  
6 for an additional thirty (30) days of purchasing the shares  
7 at the price set by the seller in proportion to the number  
8 of shares then held by said shareholder. If not exercised  
9 within this time, any sale to third persons shall be valid.  
10 Should the Corporation not take stock, then;

11 A stockholder who desires to sell his shares of stock he  
12 must then first offer them for sale to the remaining  
13 stockholders, it being the intention to give them a  
14 preference in the purchase of such shares, and any attempted  
15 sale in violation of this provision is null and void.

16 A stockholder desiring to sell his stock shall file  
17 notice in writing of his intention with the secretary of the  
18 Corporation, stating the terms of sale, and unless his terms  
19 are accepted by any or all of the other stockholders within  
20 thirty (30) days thereafter, they shall be deemed to have  
21 waived their privilege of purchasing and he will be at  
22 liberty to sell to anyone else.

23 SIXTH: Provisions for the regulation of the internal  
24 affairs of the Corporation shall be as set forth in the  
25 Corporation's By-Laws.

26 SEVENTH: The address of the initial registered office  
27 of the Corporation is Law Offices of G. Michael Lee, Main  
28

1 Street, Challis, Idaho, and the name of its initial  
2 registered agent at such address is G. MICHAEL LEE.

3 EIGHTH: The number of directors constituting the initial  
4 board of directors of the Corporation is Two (2), and the  
5 names and addresses of the persons who are to serve as  
6 directors until the first annual meeting of the shareholders  
7 or until their successors are elected and shall qualify are:

8 NAME	ADDRESS
9 Brent Hill	P.O. Box 594 10 Challis, Idaho 83226
11 Dwight Karm	600 Jewell Drive 12 Waco, Texas 76710

13 NINTH: The name and address of each incorporator is:

14 NAME	ADDRESS
15 Brent Hill	P.O. Box 594 16 Challis, Idaho 83226
17 Dwight Karm	600 Jewell Drive 18 Waco, Texas 76710

19 Dated this 11 day of April, 1989.

20 INCORPORATORS:

21 Brent Hill  
22 BRENT HILL

23 Dwight Karm  
24 DWIGHT KARM