



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LONGHORN 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: **May 11, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zabala*

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ARTICLES OF INCORPORATION

OF

LONGHORN INCORPORATED

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporator being a natural person of the age of eighteen years or more and desiring to form a body corporate under the laws of the State of Idaho, pursuant to the Idaho Business Corporation Act, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Idaho, these Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be: LONGHORN INCORPORATED.

ARTICLE II

PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing these Articles of Incorporation with the Secretary of State of the State of Idaho unless dissolved according to law.

ARTICLE III

PURPOSES AND POWERS

1. Purposes: Except as restricted by these Articles of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the present Idaho Business Corporation Act, and as it may hereafter be amended.

ARTICLE IV

CAPITAL STOCK

1. Capital Stock. The amount of the total authorized stock of this Corporation is Ten Thousand (10,000) shares of Common Stock without nominal or no-par value, and which shall be all of the same class. Such Stock may be issued from time to time without action by the Stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, pro rata to the holders of the Common Stock.

3. Voting Rights; Cumulative Voting. Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the Corporation's books on the date fixed for the determination of voting rights.

At each election of Directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him or her multiplied by the number of Directors to be elected by the holders of the Common Stock. These votes may be equally divided among the total number of Directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

4. Pre-emptive Rights. Before publicly selling or offering to sell any additional shares of its Common Stock, or any stock, bonds, debentures, or other securities convertible into common stock, the Corporation shall first offer to all of the holders of its Common Stock the right to purchase a prorata portion of such Common Stock or of such securities convertible into Common Stock.

5. Transfer Restrictions. The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the Corporation to exercise the Corporation's right to so impose such restrictions.

6. Assessments. The Corporation shall not have the power and authority to level and collect assessments upon its

Capital Stock.

7. Action by Shareholders Without a Meeting. Any action required by law to be taken at a meeting of the shareholders of the Corporation or any action which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such a consent shall have the same effect as the unanimous vote of the shareholders.

ARTICLE V

TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose

without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VI

CORPORATE OPPORTUNITY

The Officers, Directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's Board of Directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the Officers, Directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The Board of Directors may reject any business opportunity presented

to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this Corporation, through its Board of Directors, has designated an area of interest, the Officers, Directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any Officer, Director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation (other than an Officer, Director or member of management) from any duties which he may have to this Corporation.

ARTICLE VII

INDEMNIFICATION

1. The Corporation may indemnify any person who has or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a Director, Officer, employee, fiduciary, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts

paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, employee, fiduciary, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the

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corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

3. To the extent that a Director, Officer, employee, fiduciary or agent of the Corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in this article or in defense of any claim, issue, or matter therein, he may be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

4. Any indemnification under paragraph 1 or 2 of this article (unless ordered by a court) may be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, fiduciary, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said paragraphs 1 or 2. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or

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even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

5. Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in paragraph 4 of this suit article upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary, or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this article.

6. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, fiduciary, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

7. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, fiduciary, or agent of the Corporation or who is or

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was serving at the request of the Corporation as a Director, Officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE VIII

AMENDMENTS

The Corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Idaho Business Corporation Act.

ARTICLE IX

ADOPTION AND AMENDMENT OF BYLAWS

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter or amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X

PRINCIPLE PLACE OF BUSINESS, REGISTERED OFFICE AND REGISTERED AGENT

The address of the principle place of business in the State of Idaho and the registered office of the Corporation is 113 East Main, Burley, Idaho, in the County of Cassia, and the

name of the initial registered agent is Judy C. West, 113 East Main, Burley, Idaho. The principle place of business, registered office or the registered agent may be changed in the manner provided by law.

ARTICLE XI

INITIAL BOARD OF DIRECTORS

1. Governing Board. The governing board of the Corporation shall be a Board of Directors.

2. Initial Board of Directors. The number of Directors of the Corporation shall be fixed by the Bylaws of the Corporation. So long as the number of Directors shall be less than three, no shares of this Corporation may be issued and held of record by more shareholders than there are Directors. The name and address of the person who shall serve as the initial Directors until the first annual meeting of shareholders and until successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Judy C. West	113 East Main Burley, ID 83318
John R. West	113 East Main Burley, ID 83318

3. Quorum and Action by Directors Without a Meeting.
All Directors must be present in order to constitute a quorum with a transaction of business. Any action required by law to be taken at a meeting of the Directors of the Corporation or

any action which may be taken at a meeting of the directors or a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is as follows:

NAME

Judy C. West

ADDRESS

113 East Main
Burley, ID 83318

IN WITNESS WHEREOF, the above named incorporator has signed these Articles of Incorporation on May 9th, 1990.


JUDY C. WEST

STATE OF IDAHO)

: ss.

County of Twin Falls)

On this 9th day of May, 1990, before me, _____

Kathy Barnes, a Notary Public in and for said State,
personally appeared JUDY C. WEST known to me (or proved to
me on the oath of NA) or identified to me to
be the person whose name is subscribed to the foregoing instru-
ment and acknowledged to me that she 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.

Kathy Barnes
Notary Public for State of Idaho
Residing at Kimberly
Commission Expires 12-1-92