

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SPLIT BUTTE RANCH, INC.

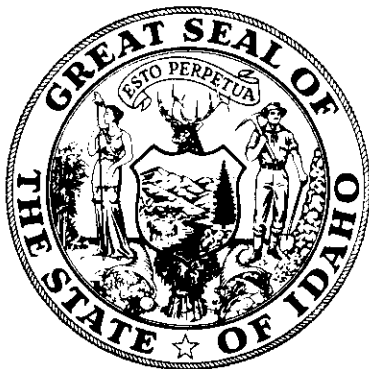
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

SPLIT BUTTE RANCH, INC.

, 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: *September 24, 1981*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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PARSONS, SMITH & STONE  
LAWYERS  
BURLEY, IDAHO

ARTICLES OF INCORPORATION  
OF  
SPLIT BUTTE RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years, do by these presents voluntarily associate ourselves together for the purpose of forming a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I  
NAME

This corporation shall be known as "SPLIT BUTTE RANCH, INC."

ARTICLE II  
OBJECTS AND PURPOSES

The objects and purposes for which this corporation are formed are as follows:

- (a) To manage and operate agricultural enterprises, including farm and ranch business, and including but not limited to the raising, storage, and sale of crops of every nature and description; livestock acquisition, production and sale; together with all agricultural activity related to the foregoing.
- (b) To engage in any commercial, industrial or agricultural enterprise, calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho, or such other place or places and states in which the corporation may, from time to time, conduct its business.
- (c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements, or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform, carry out contracts of every sort and kind, with any person, including the right to become a partner or interested in a joint venture, and to acquire and take over the good

1 will, property, rights, franchises, and assets of  
2 every kind, and liabilities of any person, firm,  
3 association or corporation, either wholly or in  
part, and to pay for the same in cash, stocks,  
bonds of the corporation, or otherwise.

4 (d) To organize or cause to be organized under the  
5 laws of any state of the United States, or  
6 the District of Columbia, or of any territory,  
7 dependency, or possession of the United States,  
8 or of any foreign country, a corporation, or  
9 corporations for the purpose of transacting,  
10 promoting or carrying on any or all of the  
11 objects or purposes for which this corporation  
12 is organized, and to dissolve, wind up, liquidate,  
13 merge, or consolidate any such corporation or  
14 corporations, or to cause the same to be dissolved,  
15 wound up, liquidated, merged or consolidated.

16 (e) To do all and every thing necessary, suitable,  
17 and proper for the accomplishment of any of the  
18 purposes or the attainment of any of the objectives,  
19 or the furtherance of any of the powers hereinbefore  
20 set forth, either along or in association with other  
21 corporations, firms, or individuals, and to do  
22 every other act, or acts, thing, or things,  
23 incidental or pertinent to or growing out of, or  
24 connected with the foregoing objects or purposes,  
25 or any part or parts thereof, provided the same  
26 be not inconsistent with the laws under which this  
27 corporation is organized.

28 (f) The provisions of these Articles shall be construed  
29 as purposes and powers, and each as an independent  
30 purpose and power in furtherance of, and not in  
31 limitation of, the powers which the corporation  
32 may have under present or future laws of the  
State of Idaho, and in such states as the corpora-  
tion may, from time to time, do business.

(g) To have and to exercise all rights and powers from  
time to time granted to a corporation by law

### ARTICLE III

#### DURATION

The term and existence of this corporation shall be  
perpetual.

### ARTICLE IV

#### LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this corporation  
is Route Three (3), Rupert, Idaho 83350; the post office address  
is the same, Route #3, Rupert, Idaho 83350; the registered agent  
of this corporation shall be Elise Heins, Route #3, Rupert, Idaho

1 83350.

2 ARTICLE V

3 CORPORATE STOCK

4 The total number of shares which the corporation is  
5 authorized to issue is 50,000 shares of stock at a par value of  
6 \$40.00 per share.

7 <u>TYPE</u>	<u>SHARES</u>	<u>PAR VALUE</u>
8 Common	50,000	\$ 40.00 per share

9 ARTICLE VI

10 CHARACTERISTICS OF STOCK

11 The holders of the common stock are entitled to all  
12 dividends declared by the Board of Directors, each stockholder of  
13 common stock of record shall be entitled in all meetings of the  
14 corporation or in matters requiring a vote, to one (1) vote for  
15 each share of stock standing in his name upon the books of the  
16 corporation.

17 The holder of shares of any class in this corporation  
18 shall, upon sale by authorization of the corporation, for cash  
19 or shares of the same class, have the right, during a reasonable  
20 time to be fixed by the Board of Directors, to purchase shares  
21 in proportion to their respective holdings of shares of such  
22 class, at such price as may be fixed therefore by the Board of  
23 Directors, but at not less than par for par value shares.

24 All stock, when fully paid, shall be non-assessable.

25 The corporation may purchase its own stock.

26 No sale or transfer of stock may be made without a  
27 prior offering in writing to the remaining stockholders in the  
28 same proportion as their shareholdings and at the same price,  
29 terms and conditions on which the prospective transfer is  
30 predicated.

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PARSONS, SMITH & STONE  
LAWYERS  
BURLEY, IDAHO

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ARTICLE VII

INCORPORATORS

The name and post office address of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Warren W. Heins	Route #3, Rupert, Idaho 83350
Jeff Heins	Route #3, Rupert, Idaho 83350
Elise F. Heins	Route #3, Rupert, Idaho 83350

ARTICLE VIII

BOARD OF DIRECTORS

The initial Directors of the corporation who shall serve until the first election of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Warren W. Heins	Route #3, Rupert, Idaho 83350
Jeff Heins	Route #3, Rupert, Idaho 83350
Elise F. Heins	Route #3, Rupert, Idaho 83350
Greg Heins	Route #3, Rupert, Idaho 83350
Doug Heins	Route #3, Rupert, Idaho 83350

The Board of Directors shall consist of at least three (3) Directors, and not more than five (5), except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders. A majority of the Board of Directors shall constitute a quorum for transacting business, and the act of the majority of said quorum of said Board of Directors shall be the act of the Board. The Directors need not be stockholders of the corporation.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in

PARSONS, SMITH & STONE  
LAWYERS  
BURLEY, IDAHO

1 accordance with the provisions of the statutes of the State of  
2 Idaho, then in full force and effect; the power to make, repeal  
3 and amend the By-Laws, and adopt new By-Laws, is hereby conferred  
4 upon the Directors as well as the shareholders.

5 ARTICLE X

6 No contract or other transaction between this corpora-  
7 tion and any other corporation, whether or not the majority of  
8 the shares of the capital stock of such corporation are owned by  
9 this corporation, and no act of this corporation shall in any way  
10 be affected or invalidated by the fact that any of the Directors  
11 of this corporation are pecuniarily or otherwise interested in  
12 or are directors or officers of such corporation; any Director,  
13 individually, may be a party to or may be pecuniarily or otherwise  
14 interested in any contract or transaction and may vote thereon  
15 with like force and effect as if he were not so interested.

16 IN WITNESS WHEREOF, we have hereunto set our hands  
17 this 23<sup>rd</sup> day of September, 1981.

18 Warren W. Heins  
19 Warren W. Heins

20 Jeff Heins  
21 Jeff Heins

22 Elise F. Heins  
23 Elise F. Heins

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1 STATE OF IDAHO )  
2 County of Cassia ) ss.

3 On this 23<sup>rd</sup> day of September, 1981, before me,  
4 the undersigned, a Notary Public in and for said State, personally  
5 appeared WARREN W. HEINS, JEFF HEINS, and ELISE HEINS, known to  
6 me to be the persons whose names are subscribed to the within  
7 instrument, and acknowledged to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and  
9 affixed my official seal, the day and year in this certificate  
10 first above written.

11 Debra Mae Johnson  
12 Notary Public for Idaho  
13 Residing at Burley, Idaho

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PARSONS, SMITH & STONE  
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