



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

DESERT ROSE RANCHES, INC.

was filed in the office of the Secretary of State on the **12th** day
of **March** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **102** 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
perpetual existence from the date hereof, with its registered office in this State located at
American Falls in the County of **Power**

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,
this **12th** day of **March**,
A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
DESERT ROSE RANCHES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, Ray O. Burge, residing at American Falls, Idaho, Cliff L. Burge, residing at Aberdeen, Idaho, and Bernie A. Burge, residing at Aberdeen, Idaho, who are all over the age of 21 years and natural born citizens of the United States of America, whose names are hereunto subscribed, do under and pursuant to the general incorporation laws of the State of Idaho, associate ourselves together, for the purpose of becoming a body corporate and carrying on and conducting the business hereinafter mentioned, and doing all lawful things and acts necessary, convenient, or beneficial in regard thereto, we do hereby execute those Articles of Incorporation of DESERT ROSE RANCHES, INC.

ARTICLE I

The name of this corporation shall be DESERT ROSE RANCHES, INC.

ARTICLE II

The purposes of this corporation and the pursuits and business which it may carry on are, and shall be, to acquire, purchase, rent, own and operate farms and agricultural lands and engage in the general business of farming and in all business related thereto, both within and without the State of Idaho.

To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures not or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the corporation.

To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this state to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase, and to undertake in conjunction therewith, any liabilities of any person, firm, association or company, described as aforesaid, possessing property, suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct , and as for the consideration for the same to pay cash or to issue shares, stocks or obligations of this company.

To manufacture and sell, and to acquire property for the purpose of carrying on the business of manufacturing and selling, in any or all the states and territories of the United States, plows, cultivators, harrows, hay rakes, planters, wagons and other vehicles, and any and all other kinds of agricultural machinery, implements and tools, and any and all other articles pertaining to agriculture.

To purchase, sell, and in general to deal in, implements, machinery, vehicles, and any and all articles pertaining to agriculture, in any or all the states and territories of the United States, and to acquire property for the purpose of carrying on such business.

To manufacture and produce, and to acquire property for the manufacturing and producing, and to otherwise acquire and generally deal in, ores, metals, timber, lumber, and other materials

and products which may be used in, or in connection with, the manufacture of machinery, implements, tools, vehicles and other articles pertaining to agriculture.

To borrow money of any person, firm or corporation, and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make, accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferrable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

To purchase, acquire and own its shares of stock, but shares of such capital stock so purchase or acquired may be resold unless such shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more to the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

In general, 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 properties.

ARTICLE III

The principal place of business of this corporation shall be at Route 1, American Falls, Power County, State of Idaho.

The stockholders of this corporation shall not be individually liable for the debts of this corporation.

ARTICLE IV

This corporation shall have perpetual existence unless sooner disincorporated according to law.

ARTICLE V

The corporate powers, business and property, of this corporation must be exercised, conducted and controlled by a board of three directors; provided, however, that said board may not act so as to bind the corporation or its property unless all three of said directors shall be in attendance at the meeting at which said action shall be taken, and the number in favor of such action shall be unanimous.

The several members of the board of directors shall be elected at the first, regular meeting of the stockholders, and shall hold office for a period of one year. In the event of a vacancy in the office of any of the board of directors this corporation, it shall be the duty of the duly elected Chairman of the Board of Directors to appoint a qualified person to fill the unexpired term of office for such vacancy or vacancies.

There shall be a regular, annual, stockholders' meeting on the first Monday of July of each year, subsequent to the effective date of these Articles of Incorporation, together

with such other stockholders' meetings as shall be lawfully called or provided for.

The officers of this corporation shall be President, Vice-President, and Secretary-Treasurer, to be elected by a majority vote of the board of directors. The terms of said office for said officers shall be set by the board of directors, and said officers may be removed upon thirty days' notice by said board.

ARTICLE VI

The amount of authorized capital stock in this corporation shall be TWO HUNDRED THOUSAND AND NO/100 DOLLARS (\$200,000.00) divided into Two Thoursand (2000) shares of par value of One Hundred and no/100 Dollars (\$100.00) per share. No distinction shall exist between the shares of this corporation, or the holders thereof.

ARTICLE VII

The amount of capital stock of this corporation that has been actually subscribed and the number of shares subscribed by each subscriber and the par value thereof are as follows:

<u>NAME OF SUBSCRIBER</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Ray O. Burge	1	\$100.00
Cliff L. Burge	1	100.00
Bernie A. Burge	1	100.00

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 5th day of March, 1958.

Ray O. Burge
Cliff L. Burge
Bernie A. Burge

STATE OF IDAHO)
) ss.
County of Power)

On this 5th day of March, 1958, before me, L. R. Schou,
a Notary Public in and for said County and State, personally
appeared Ray O. Burge, Cliff L. Burge and Bernie A. Burge, known
to me to be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they 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.



NOTARY PUBLIC
Residing at American Falls,
Idaho.