

## 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

#### THEASURE LANDS, INCORPORATED

was filed in the office of the Secretary of State on the

Twelfth

day

of January

A.D. One Thousand Nine Hundred

Sity-five

and

duly recorded on Film-Newtowellin 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 enletence from the date hereof, with its registered office in this State located at

Parms

in the County of

Canvan

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 13th day of Jamesy,

A.D., 19**65** .

Secretary of State.

# ARTICLES OF INCORPORATION

of

TREASURE LANDS, INCORPORATED

### KNOW ALL MEN BY THESE PRESENTS:

THAT WE, The undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the objective of forming a corporation under and pursuant to the provisions of the GENERAL CORPORATION LAWS of the State of Idaho and acts amending and supplementing said laws, do hereby certify as follows:

#### ARTICLE I

The name of the Corporation is "TREASURE LANDS, INCOR-PORATED".

#### ARTICLE II

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

- (a) To purchase, own, improve, equip, operate and manage farms, and engage in any agricultural pursuit or undertaking.
- (b) To conduct and carry on the business of farming, farm management, farm consultant, as well as merchandising, processing and preserving farm products of all kinds and to engage in the business of buying and selling farms and securing the necessary real estate broker's licenses therefor.
- (c) To conduct business in the State of Idaho and other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices of places of businesses out of the state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of or convey real and personal property situate out of this State.
- (d) To purchase and re-issue the shares of its capital stock according to law. When such stock is owned by the corporation, such stock will not be considered voting stock directly or indirectly.
- (e) The power and capacity to act possessed by a natural person which acts are necessary or proper to accomplish the corporate purposes, and which are not repugnant to law, including, but not limited to all the powers and authorities now or hereafter conferred by the laws of the State of Idaho upon corporations formed thereunder.

CICHARD ROSENBERRY ATTORNEY AT LAW CALDWELL, IDAHO RICHARD ROSENBERRY ATTORNEY AT LAW CALDWELL, IDAHO (f) To engage in and conduct and operate the business of raising, buying and selling all kinds of livestock as well as to engage in, conduct, process and market meat and meat by-products of all kinds.

It is expressly provided that the enumeration of the foregoing nurposes and objects of the said Corporation shall not be construed to limit or restrict the general powers of the corporation.

#### ARTICLE III

The existence of this Corporation shall be perpetual.

#### ARTICLE IV

The location of the registered office in this state shall be located in Parma, County of Canyon, State of Idaho, and the Post Office address shall be 411 South Street, Parma, Idaho.

#### ARTICLE V

The total authorized number of par value shares is five hundred (500) and their aggregate par value is Fifty Thousand (\$50,000.00) Dollars. Par value per share is One Hundred (\$100.00) Dollars. The Corporation has not authorized the issuance of any no par value shares of stock.

#### ARTICLE VI

There shall be only one class of stock, and it shall be designated as common stock. The shares of stock shall not be issued until payment in full has been received, and such stock shall be nonassessable stock, and the face of the certificate shall state on its face that it is nonassessable stock and the shareholders shall have no liability for corporate obligations. Each share of stock shall have the voting rights as now or hereafter granted by the laws of the State of Idaho relating to corporations.

#### ARTICLE VII

The names and post office addresses of each of the incorporators and the number of shares of stock subscribed for by each are as follows:

| 1              | <u>NAME</u>  | ADDRESS                                | SHARES     |
|----------------|--|--|------------|
| 2              |  | 202 West Elm Street<br>Caldwell, Idaho | _50        |
| 3<br>4         | Kenneth McLellan   | Highland Addition<br>Parma, Idaho      | 50         |
| 5              | Marcus F. Purcell  | 613 - 7th<br>Parma, Idaho              | 50         |
| 6              | Each of the said incorporators are of full age and                 |  |            |
| 7              | citizens of the United States of America.                          |  |            |
| 8              | ARTICLE VIII   |  |            |
| 9              | The Corporation shall be managed by a Board of Directors           |  |            |
| 10             | which shall be governed by the by-laws of the said Corporation.    |  |            |
| 11             | The Board of Directors shall always be an odd number so that       |  |            |
| 12             | issues may normally be resolved. However, the number of directors  |  |            |
| 13             | shall not be less than three nor more than nine.                   |  |            |
| 14             | ARTICLE IX   |  |            |
| 15             | Amendment of these articles shall be accomplished only             |  |            |
| 16             | as now or hereafter prescribed by law relating to amendment of the |  |            |
| 17             | Articles of Incorporation.   |  |            |
| 18             | IN WITNESS WHEREOF, We have hereunto set our hands this            |  |            |
| 19             |  |  |            |
| 20<br>21       | Seter S. Olesen  |  |            |
| 22             |  | Peter S. Olesen                        |            |
| 23             |  | Kenneth McLellan                       |            |
|                |  | / / venuerii Mcrerran                  |            |
| 24             |  | Remetir McLerran                       | ~1         |
|                |  | Marcus F. Purcel                       | ere_       |
| 24             |  | Janus John                             | ieee       |
| 24<br>25       |  | Janus John                             | iere       |
| 24<br>25<br>26 |  | Janus John                             | <u>eee</u> |

30

31

32

STATE OF IDAHO SS County of Canyon ) On this <u>II</u> day of January, 1965, before me, the under-signed, a Notary Public in and for said State, personally appeared PETER S. OLESEN, KENNETH McLELLAN and MARCUS F. PURCELL, 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 for Idaho Residing at Cadawell My commission expires (SEAL) 

RICHARD ROSENBERRY ATTORNEY AT LAW CALDWELL, IDAHO