



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

OLD WEST RANCHES, INC.

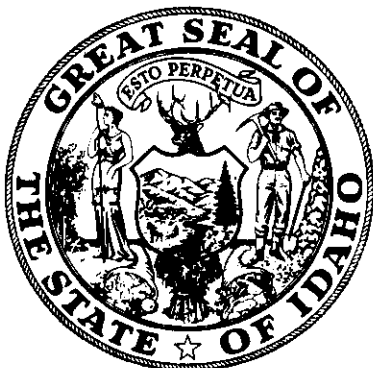
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

OLD WEST RANCHES, 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 August 10, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

FOR

OLD WEST RANCHES, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

Name

The name of the corporation is OLD WEST RANCHES, INC..

ARTICLE II.

Duration

The period of duration of this corporation is perpetual.

ARTICLE III.

Purposes

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

ARTICLE IV.

Capital Stock

The total authorized capital stock of the corporation shall be \$100,000.00, divided into 100,000 shares with a par value of \$1.00 per share, and all of such capital stock shall be common stock.

ARTICLE V.

Preemptive Rights

The shareholders of this corporation shall have the first right to purchase unissued or treasury shares in proportion to their share ownership. This preemptive right shall apply to shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of 67 percent of the shares entitled to vote thereon. Likewise, this preemptive right shall apply to shares to be issued for consideration other than cash.

ARTICLE VI.

Special Provisions for Regulation of Corporate Affairs

The statutory provisions for regulation of the corporation's internal affairs are modified in the following regards:

A. The initial By-laws of the corporation adopted by the directors of the corporation can be later amended only by the affirmative vote of the holders of 67 percent of the total shares of the corporation.

B. The Articles of Incorporation can be amended only upon the affirmative vote of the holders of 67 percent of the total shares of the corporation.

C. In all cases where a quorum of shareholders is required by statute or By-law, the holders of 67 percent of the total shares of the corporation must be present to constitute a quorum.

ARTICLE VII.

Initial Registered Office and Agent

The initial registered office of the corporation is: 445 Capital Avenue, Idaho Falls, Idaho 83402. The name of the initial registered agent at that office is Edward Leon Snell.

ARTICLE VIII.

Board of Directors

The following named directors shall constitute the original Board of Directors of the Corporation, and shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify:

<u>Name</u>	<u>Address</u>
Edward Leon Snell	1035 N. Lincoln Street Pocatello, Idaho 83201
Michael George Bright	Mink Creek Road Pocatello Idaho 83201
Reed J. Bowen	2115 Enell, Idaho Falls, Idaho

ARTICLE IX.

Incorporators

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Edward Leon Snell	1035 N. Lincoln Street Pocatello, Idaho 83201

Michael George Bright

Mink Creek Road


Pocatello Idaho 83201

Reed J. Bowen

2115 Enell, Idaho Falls, Idaho

IN WITNESS WHEREOF we have hereunto set out hands this 3d
day of August, 1980.


Edward Leon Snell


Michael George Bright

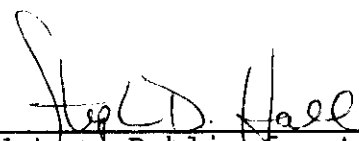

Reed J. Bowen

STATE OF IDAHO

County of Bonneville)
(County)) ss.

On this 3d day of August, 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Edward Leon Snell, Michael George Bright, and Reed J. Bowen, known to me to be the person(s) whose name(s) are subscribed to the foregoing instrument and acknowledged to me that (he/she/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 the State of Idaho
Residing at Idaho Falls
My Commission is Permanent