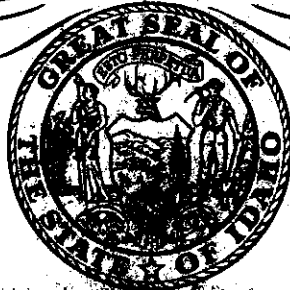


State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

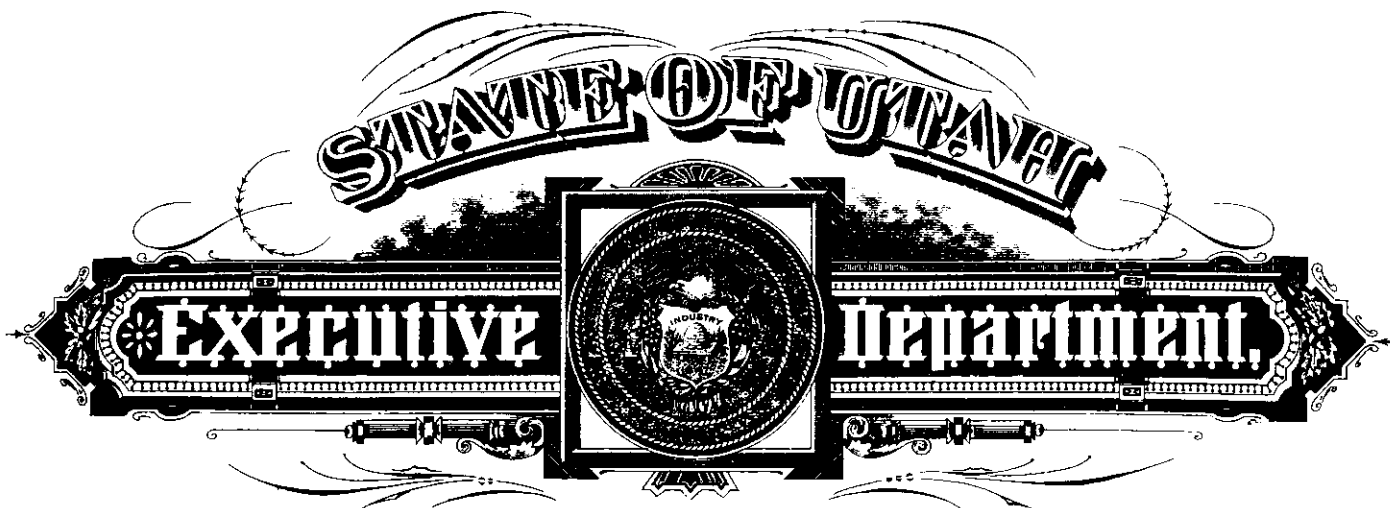
SWAN LAND AND LIVESTOCK COMPANY

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Ninth** day of **November**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Ninth** day of **November**, 19 **64**, a designation of **J. W. Swan** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **9th** day of **November**, A.D. 19**64**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation of

SWAN LAND AND LIVESTOCK COMPANY

I FURTHER CERTIFY that the SWAN LAND AND LIVESTOCK COMPANY
is a corporation of the State of Utah, qualified to do business in
the State of Utah. Certificate of such qualification was issued from
the office of the Secretary of State on the Sixteenth day of January,
1947, and the said corporation is in existence and good standing, with
all taxes paid and reports filed to date.

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Second DAY OF

November 19 64

Lamont F. Toronto
SECRETARY OF STATE

BY Mendell L. Cottrell
DEPUTY

ARTICLES OF INCORPORATION
OF
SWAN LAND AND LIVESTOCK COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being desirous of associating ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and in pursuance of the laws thereof have agreed and do hereby certify as follows:

ARTICLE I

The name of the corporation hereby formed is "Swan Land and Livestock Company".

ARTICLE II

The names of the incorporators and their places of residence are:

<u>Name</u>	<u>Residence</u>
Norma T. Swan	Kaysville, Utah
Thornley K. Swan	Kaysville, Utah
J. W. Swan	Kaysville, Utah
Dorothy P. Swan	Kaysville, Utah
Elizabeth H. Swan	Kaysville, Utah

ARTICLE III

The time for which the corporation is to exist is 100 years from the date of its incorporation, unless sooner dissolved according to law.

ARTICLE IV

The purpose for which this corporation is formed and the pursuit of business agreed upon are as follows:

- (a) To engage generally in the land and livestock, ranching and farming business.
- (b) To purchase, subscribe for, lease or otherwise acquire

and own, hold, use, improve, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends, rents and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

(c) To aid either by loans or by guaranty of securities or in any other manner, any corporation, domestic or foreign, any shares of stock or any bonds, debentures, evidences of indebtedness or other securities whereof are held by this corporation or in which it shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by this corporation or in which it at that time may be interested.

(d) 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 of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, and 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 V

The principal place of business shall be at Kaysville, Utah, but branch offices for conducting and carrying on any business of the corporation or for holding the corporation meetings may be at any other place or places within the State of Utah, or elsewhere as the Board of Directors may from time to time by resolution or by-laws provide.

ARTICLE VI

The amount of stock to which each of the parties hereto has subscribed is as follows:

<u>Name</u>	<u>No. Shares</u>
Norma T. Swan	162
Thornley K. Swan	1
J. W. Swan	1
Dorothy P. Swan	1
Elizabeth H. Swan	1

ARTICLE VII

The amount of capital stock shall be \$100,000.00 divided into 1000 shares of the par value of \$100.00 each.

ARTICLE VIII

The officers of the corporation shall be a board of five directors, a president, vice-president, secretary and treasurer, all of which shall be stockholders of the company. The offices of secretary and treasurer may be held by one person. The Board of Directors shall be elected by the stockholders at the annual meeting and the president, vice-president, secretary and treasurer shall be elected by the Board of Directors except as in these articles otherwise expressly provided. The term of office of the officers, except as in these articles otherwise expressly provided, shall be one year

and until their successors shall have been elected and qualified, unless sooner removed or resigned as hereinafter provided. The officers to serve until the first general election to be held at the first annual meeting of the stockholders and until their successors are elected and qualified are:

<u>Names</u>	<u>Office</u>
Norma T. Swan	Director, Secretary and Treasurer
Thornley K. Swan	Director and President
J. W. Swar	Director and Vice-President
Dorothy P. Swan	Director
Elizabeth H. Swan	Director

ARTICLE IX

A majority of the Board of Directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation and except as otherwise provided herein, may mortgage, pledge, sell or otherwise dispose of real or personal property of the corporation for the purpose of carrying on the business of the corporation. The Board of Directors shall have power to appoint agents and servants of the corporation, prescribe their duties and remove them at pleasure and may fix the compensation of the officers, agents and servants of the corporation; they may adopt by-laws for the regulation of the affairs of the corporation, provided that such by-laws shall not conflict with these articles of incorporation.

ARTICLE X

The capital stock of the corporation shall be non-assessable. The private and individual property of the stockholders of this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE XI

In furtherance and not in limitation of the general powers

conferred by the laws of the State of Utah and the pursuits and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) Without in any particular limiting any of the objects, or purposes or powers of the corporation, the business or purposes of the company shall be from time to time to do any one or more or all of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law, and either as, or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others and in any part of the world; and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations.

(b) To hold, purchase, or otherwise acquire; to sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, or other evidence of indebtedness created by any other corporation or corporations, and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(c) To enter into, make, perform and carry out contracts of every sort and kind, not prohibited by law, with any person, firm, association or corporation, private, public or municipal, or body politic.

(d) To acquire and undertake all or any part of the business assets and liabilities of any person, firm, association or corporation on such terms and conditions as may be agreed upon, and to pay for the same in cash, stock of this corporation, bonds or otherwise, subject only to the provisions of the laws of Utah.

(e) To purchase, or otherwise acquire on such terms and in such manner as the by-laws of the company from time to time provide, and to own and hold shares of its capital stock, and to reissue the same from time to time; provided, however, that the shares so purchased or held shall not be directly or indirectly voted, nor shall they be entitled to dividends during such period or periods as they shall be held by the corporation. The board of directors may, at any time and from time to time, issue and sell for such consideration as may be permitted by law, any or all of the authorized shares of the corporation not then issued and any and all of any increased stock of any class that may hereafter be authorized.

(f) In furtherance and not in limitation of the powers conferred by the statute and of the other provisions of this certificate of incorporation, the board of directors is expressly authorized to sell, exchange, assign, convey or otherwise dispose of, from time to time, a part or parts of the properties, assets and effects of the corporation, less than the whole or less than substantially the whole thereof, on such terms and conditions as they shall deem advisable, without the assent of the stockholders, except as otherwise required by law. Seventy-five per cent of all the stock issued

and outstanding voting in favor thereof shall have the power at any regular meeting of the stockholders, or at any special meeting called for the purpose, to authorize the sale, assignment, transfer, conveyance or other disposition of the property and assets of the corporation as an entirety or going concern on such terms and conditions as may be at such meeting determined.

(g) Seventy-five per cent of all the stock issued and outstanding shall have the power at any regular meeting of the stockholders, or at a special meeting called for that purpose, to authorize a partial distribution of the capital assets to all of its stockholders in proportion to their stock holdings, and in accord with all preferential rights attaching to the several classes of stock, if any, providing that such distribution does not in any manner impair the rights of existing creditors.

(h) 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.

(i) To purchase or otherwise acquire, own, improve, develop and hold unlimitedly such real and personal property of every kind and description within and without the State of Utah, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

(j) To join or consolidate with, and to enter into agreements and co-operative relations not in contravention of law with

any persons, firms, associations or corporations, governmental, municipal or otherwise, in and about the carrying on and out of all or any of the purposes of this company.

(k) To enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company; and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guaranty, or otherwise deal with the same.

(l) To act as agents, contractors, trustees or otherwise, and either alone or in company with others, as fully and to the same extent as natural persons might or could do in any part of the world.

(m) From time to time to provide and carry out and recall, abolish, revise, amend, alter or change, a plan or plans for the participation by all or any of the employees, including directors and officers of the corporation or of any corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of the corporation's business, in the profits of the corporation or of any branch or division thereof, as part of the corporation's legitimate expenses, and for the furnishing to said employees and persons or any of them, at the corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation or other

similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the board of directors.

(n) 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.

(o) To acquire and take over as a going concern the business now carried on by Norma T. Swan and the George W. Swan Estate and in connection therewith to purchase the good will, business and all or any of the assets and to undertake or assume all or any of the liabilities of the owners of such business.

(p) The foregoing clauses shall be construed as purposes and powers and nothing herein shall be deemed to limit or exclude in any manner any power, right or privilege given to the corporation by law or the authority which it is or might be permitted to exercise under the statutes of the State of Utah.

ARTICLE XII

Any officer of this corporation may resign his office by delivering his resignation in writing to the president or secretary and if not accepted within ten days after such delivery, the resig-

nation shall take effect and the office become vacant. Any vacancy occurring in an office of the corporation may be filled by the directors, or director in case there be but one remaining director, for the unexpired term.

ARTICLE XIII

The president, vice-president, secretary or treasurer of this corporation may be removed by a vote of 3/5 of the members of the board of directors for any conduct deemed by them to be prejudicial to the interests of the corporation and the vacancy caused by any such removal shall be filled by the board of directors. Any member of the board of directors may be removed at a special meeting of the stockholders called for the purpose of considering such removal by a 3/5 vote of the shares represented and voting at such meeting for any conduct deemed by the persons voting to be prejudicial to the interest of the corporation. The vacancy caused by such removal of a director shall be filled by the stockholders at said meeting after the vote for removal has been taken or by the vote of such meeting shall be filled by the board of directors.

ARTICLE XIV

The stockholders' annual meeting for the election of directors and the transaction of such other business deemed necessary and convenient for the welfare of the corporation shall be held and an election had on the first Monday in December, 1947, at the general office of the corporation at the hour of 8:00 o'clock, P.M., and annually thereafter at the same time and place, unless said day shall fall on a holiday, in which case such meeting shall be held at the same hour and place on the next succeeding day which is not a holiday. A representation of a majority of the capital stock of the corporation outstanding, as shown by the books of the

corporation, shall be necessary to legally hold any stockholders' meeting but a representation of less than such majority may adjourn any meeting from time to time. Each stockholder shall be entitled to one vote for each share of stock held by him, as shown on the books of the corporation; at all stockholders' meetings all questions shall be decided by a vote of a majority of the stock represented at the meeting; at all stockholders' meetings a representation by proxy in writing duly given shall be allowed. No notice need be given of regular annual stockholders meetings.

ARTICLE XV

Special stockholders' meetings may be called by the Board of Directors at any time they may deem necessary, or by a representation of a majority of the capital stock of the corporation outstanding, as shown by the books of the corporation. Notice of the time and place of the holding of a special meeting of the stockholders shall be given by mailing such notices, with postage prepaid, through the United States Mail at least ten days before the date for holding such meeting, to each stockholder at his postoffice address, as shown by the books of the corporation, or if not so shown, at the place where the principal office of the corporation is situated or such notice may be served by publication in the manner provided by law. In case of special meetings the notice shall, in a general way, specify the nature of the business to be transacted at such meeting.

ARTICLE XVI

The articles of incorporation may be amended in any respect at any regular meeting of the stockholders or at any special meeting called for that purpose and specifying in the notice of such meeting the nature of the amendment by a majority of the outstanding capital

stock of said corporation represented at such meeting, either personally or by proxy, voting for such amendment.

ARTICLE XVII

The amount of capital stock of this corporation actually subscribed, to-wit: 166 shares, has been fully paid for by the assignment and transfer to this corporation of the following assets:

<u>Subscriber</u>	<u>Assets</u>	<u>Value</u>
Norma T. Swan	Southwest Quarter of Southwest Quarter, Section 8, Township 4 North, Range 1 West.	\$14,000.00
	Grazing Permit from United States Department of Interior, 1468 head of sheep, Lakeside Unit Bonneville Grazing District No. 2.	2,200.00
Thornley K. Swan		100.00
J. W. Swan		100.00
Dorothy P. Swan		100.00
Elizabeth H. Swan		<u>100.00</u>
	Total	\$16,600.00

which said property is necessary to the pursuit and business agreed upon and is of a reasonable net cash value of \$16,600.00 at which value it is accepted by this corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 6th day of January, 1947.

s Norma T. Swan

s Thornley K. Swan

s J. W. Swan

s Dorothy P. Swan

s Elizabeth H. Swan

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

NORMA T. SWAN, THORNLEY K. SWAN and J. W. SWAN, each being duly sworn, deposes and for himself says: That he is one of the incorporators named in and who subscribed the foregoing Articles of Incorporation of SWAN LAND AND LIVESTOCK COMPANY; that the parties to said agreement have incorporated and commenced and it is their bona fide intention to carry on the business mentioned in said agreement; and affiants verily believe that each party to said agreement has paid the full amount of his stock subscribed for and in the manner set forth in the Articles of Incorporation, and affiants further depose and say that they are acquainted with the property described in and set forth in the foregoing Articles of said SWAN LAND AND LIVESTOCK COMPANY and conveyed to said company and that said property so conveyed as in said Articles specified is reasonably worth the amount in cash for which it was accepted by the corporation.

s Norma T. Swan

s Thornley K. Swan

s J. W. Swan

Subscribed and sworn to before me this 13th day of
January, 1947.

s Maxine Lundell
Notary Public
Residing at Salt Lake City, Utah