



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

O. G. MYLER AND SONS, INC.

was filed in the office of the Secretary of State on the **10th** day of **February** A.D., One Thousand Nine Hundred **seventy-six** and ~~will be~~ ^{is} recorded on ~~Film~~ ^{Microfilm} 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 **Pocatello, Idaho** in the County of **Bannock**

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 **10th** day of **February**, A.D., 19 **76**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

Garth S. Pincock
Attorney at Law
SPAULDING BUILDING
P. O. 1567 - PHONE 232-7680
POCATELLO, IDAHO 83201

ARTICLES OF INCORPORATION

OF

O. G. MYLER and SONS, INC.

1 KNOW ALL MEN BY THESE PRESENTS:

2 THAT WE, the undersigned, being natural persons of
3 full age and being citizens of the United States, in order to form
4 a corporation for the purpose hereinafter stated, pursuant to the
5 Business Corporations Act of Idaho, do hereby certify as follows:

6 I

7 That the name of the Corporation is:

8 O. G. MYLER and SONS, INC.

9 II

10 SECTION 1: The purposes and objectives of the Corpor-
11 ation are to purchase, own and operate agricultural lands, buy and
12 sell livestock and carry on a general ranching operation, including
13 but not limited to the following:

14 a) To buy, receive, use, lease, mortgage, sell or other
15 wise deal with, in or on behalf of all types of personal and real
16 property.

17 b) To carry on activities necessary for the promotion of
18 the said business.

19 c) To purchase, acquire, erect and construct or make
20 improvements upon land, or to buildings, for use for this Corporation
21 for rental or for sale.

22 d) To negotiate for and to enter into all types of con-
23 tracts with individuals, partnerships, other corporations, or as
24 otherwise necessary and proper to conduct its business.

25 e) To borrow money and to contract debts, when necessary

1 for the transaction of its business, or for the exercise of its
2 Corporate rights, privileges, or franchises, or for any other lawful
3 purpose of this corporation.

4 f) To draw, make, accept, endorse, discount, execute,
5 underwrite and issue Promissory Notes, Bills of Exchange, Warranties,
6 Bonds, debentures and other negotiable or transferrable instruments,
7 or other obligations of the Corporation, payable at specific time or
8 times or payable on the happening of a specific event or events.

9 g) To acquire, hold, sell or otherwise dispose of shares
10 of stock, debentures, bonds, contracts or obligations, securities,
11 and other evidences of indebtedness of this or any other person or
12 corporation, and to sell, discount, pledge, hypothecate and otherwise
13 dispose of any and all such property.

14 h) To carry on any and all type of business and ventures
15 as may be lawful under the laws of the State of Idaho.

16 III

17 This Corporation is to have perpetual existence.

18 IV

19 The location and Post Office address of the registered
20 office of the Corporation is Pocatello, Bannock County, Idaho, but
21 it may also carry on its business elsewhere in the State of Idaho or
22 in any other State of the United States, or elsewhere.

23 V

24 The total authorized shares of stock is 1,000 shares
25 of common stock with a par value of ONE HUNDRED DOLLARS (\$100.00)
26 per share with an aggregate par value of ONE HUNDRED THOUSAND DOLLARS
27 (\$100,000.00).

28 VI

29 A total number of shares subscribed to is ONE THOUSAND
30 (1,000) shares. The names and post office address of the incorpor-
31 ators and the number of shares subscribed by each is as follows:
32

	<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
1			
2	Thora A. Myler	Mink Creek Road, Pocatello, ID	993
	Ralph O. Myler	3805 Sunnyvale Drive, Salt Lake, UT	1
3	Garry R. Myler	Mink Creek Road, Pocatello, ID	1
	R. Joe Myler	Mink Creek Road, Pocatello, ID	1
4	Paul D. Myler	3856 Hawthorne, Pocatello, ID	1
	Wayne J. Myler	Mink Creek Road, Pocatello, ID	1
5	Kenneth W. Myler	1750 Monte Vista, Pocatello, ID	1
6	Thomas O. Myler	4957 Bannock Hwy., Pocatello, ID	1

7 The original incorporators shall have the right of
8 pre-emption in the purchase of any future issues of additional share

9 VII

10 The private property of the stockholders of the Cor-
11 poration shall not be liable for the obligations of the Corporation,
12 and such stock shall be non-assessable.

13 VIII

14 OFFICERS AND DIRECTORS

15 A) Officers. The Officers of the Corporation shall
16 consist of the President, Vice-President and Secretary-treasurer,
17 and such other officers, agents and committees as the Board of
18 Directors may designate, who shall perform such duties and have
19 such authority as usually pertains to such officers in similar
20 corporations, and as may be permitted by the Board of Directors
21 from time to time; providing, that the same person may hold both
22 the office of a Director and a position as a Corporate Officer at
23 the same time.

24 B) Qualification of Officers. The qualifications of the
25 officers shall be determined by the Board of Directors, and as set
26 forth in the By-Laws of the Corporation.

27 C) Directors of the Corporation. The Corporation shall
28 have the number of Directors as the Board of Directors from time
29 to time desires, but not less than three (3).

30 D) Election of Directors. Directors shall be elected
31 by a ballot of the common stock at the annual meeting of the Stock-
32 holders and the persons receiving the highest number of votes, shall

1 be declared to be elected. Cumulative voting shall not be permitted
2 Within 15 days after election, the Directors shall meet together
3 and elect the officers.

4 E) Resignation of Directors. Any Director may resign
5 by filing his written resignation with the Secretary of the Corpora-
6 tion, or in the case of the resignation of the Secretary, with the
7 President, and upon acceptance thereof by the Board of Directors,
8 the resignation shall become in effect. In case the Board of
9 Directors shall neglect to act upon a submitted resignation within
10 14 days after its receipt, the resignation shall become effective
11 and the office deemed vacant.

12 F) Removal of Directors. Any Director of the Corpora-
13 tion may be removed at any time in the manner provided by the laws
14 of the State of Idaho for the removal of Directors, or by a vote of
15 the majority of the outstanding common stock of the corporation at
16 any meeting of the common stockholders called for that purpose. A
17 majority of the Directors may adopt By-Laws for the Corporation and
18 may amend and repeal the same from time to time as the Directors may
19 deem necessary and proper.

20 IN WITNESS WHEREOF, we have hereunto set our hands
21 and seals this 30th day of January, 1976.

22		
23	<u>Thora A. Myler</u>	<u>R. Joe Myler</u>
24	THORA A. MYLER	R. JOE MYLER
25	<u>Ralph O. Myler</u>	<u>Paul D. Myler</u>
26	RALPH O. MYLER	Paul D. Myler
27	<u>Garry R. Myler</u>	<u>Wayne J. Myler</u>
28	GARRY R. MYLER	WAYNE J. MYLER
29	<u>Kenneth W. Myler</u>	<u>Thomas O. Myler</u>
30	KENNETH W. MYLER	THOMAS O. MYLER
31		
32		

1 STATE OF IDAHO)
2) ss.
3 County of Bannock)

4 On this 30th day of January, 1976, before me, the
5 undersigned, personally appeared THORA A. MYLER, RALPH O. MYLER,
6 GARRY R. MYLER, KENNETH W. MYLER, R. JOE MYLER, PAUL D. MYLER,
7 WAYNE J. MYLER, and THOMAS O. MYLER, the above named subscribers,
8 known to me to be the persons whose names are subscribed to the
9 within instrument and acknowledged to me that they executed the
10 same.

11 IN WITNESS WHEREOF, I have hereunto set my hand and
12 seal this 30th day of January, 1976.

13 (seal)
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32

Ruth Bitton
NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho