



CERTIFICATE OF INCORPORATION
OF

COLBAUGH CATTLE COMPANY

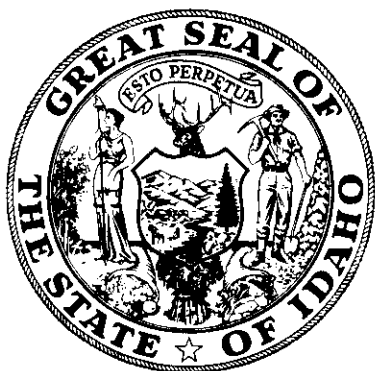
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

COLBAUGH CATTLE COMPANY

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 November 13, 1979, 19 79.



SECRETARY OF STATE

Corporation Clerk

FILED

NOV 13, 1979

3:10 pm.

OCT 26 AM 8 38

SECRETARY OF
ARTICLES OF INCORPORATION
OF STATE
COLBAUGH CATTLE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

THAT THE INCORPORATORS who are GEORGE W. COLBAUGH, VELDA MAE COLBAUGH and DAN COLBAUGH, all citizens of the United States of America, do form a corporation under and pursuant to the laws of the State of Idaho, and do hereby certify as follows:

FIRST

The corporate name of this corporation shall be:

COLBAUGH CATTLE COMPANY

SECOND

The purposes and objects for which said corporation is formed are as follows:

(a) To engage in cattle raising, ranching, farming and connected activities.

(b) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of capital stock of this corporation.

(c) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient or to otherwise reward or pay such persons for their services as the directors of the corporation may deem fit.

(d) To borrow money for the purposes of this corporation and to issue bonds, notes or debentures or other evidences of the indebtedness therefor and to secure the same by mortgage or pledge or personal property, including the income of the corporation or by mortgage or real or personal property, executed in trust or otherwise.

(e) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes and which is permitted by the laws of the State of Idaho.

The foregoing clauses, by reason of the specific enumeration of these powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes and permitted by laws.

THIRD

This corporation shall have perpetual existence.

FOURTH

The location and post office address of the registered office of this corporation in the State of Idaho and its principal place of business shall be at the residence of DAN COLBAUGH whose Post Office address is Box 31A, Kendrick, Idaho 83537.

FIFTH

That the capital stock of this corporation shall consist of Five Thousand (5,000) shares of voting common stock having a par value of ONE DOLLAR (\$1.00) per share and an aggregate par value of FIVE THOUSAND DOLLARS (\$5,000.00), each of such shares shall be non-assessable when fully paid for, and Two Thousand Four Hundred Fifty (2,450) shares of non-voting preferred stock with a par value of ONE HUNDRED DOLLARS (\$100.00) per share and an aggregate par value of TWO HUNDRED FORTY-FIVE THOUSAND DOLLARS (\$245,000.00) each of which shares shall be non-assessable when fully paid for and each holder of which shall be entitled to receive par value for each issued share before any distribution upon common stock upon dissolution; this preferred stock shall have no right to vote which fact shall be endorsed in large letters on each

certificate issued; preferred stock shall receive no preference in dividends and, in this and in all other respects shall participate equally with common stock.

The By-Laws of this corporation shall prescribe the rules and regulations setting out the formalities and procedures to be followed in effecting the transfer of common stock.

SIXTH

That the name and post office address of each of the incorporators and the number of shares of capital stock of this corporation ^{and initial directors *} described in the preceding paragraph subscribed to be each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
George W. Colbaugh	Kendrick, Idaho 83537	1
Velda Mae Colbaugh	Kendrick, Idaho 83537	1
Dan Colbaugh	Kendrick, Idaho 83537	1

SEVENTH

That the right and power to adopt, repeal, alter, rescind and amend the By-Laws of this corporation and to adopt new By-Laws is hereby expressly conferred upon the Board of Directors of this corporation.

EIGHTH

The designated agent for the corporation will be:

Dan Colbaugh
P. O. Box 31A
Kendrick, Idaho 83537

WITNESS our hands this 25 day of October, 1979.

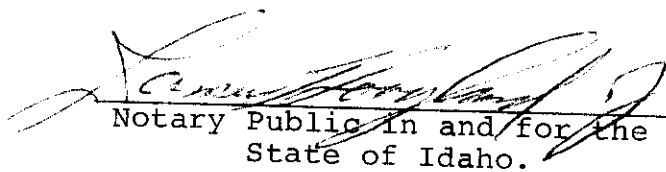
* authorized by Philip Peterson.

Velda Mae Colbaugh
Dan Colbaugh
George W. Colbaugh

STATE OF IDAHO)
County of LATAH)
~~Nez Perce~~)

On this 25th day of October, 1979, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared GEORGE W. COLBAUGH, VELDA MAE COLBAUGH and DAN COLBAUGH, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official my official seal the day and year hereinabove first written.


Notary Public in and for the
State of Idaho.

My commission expires:

3-17-82