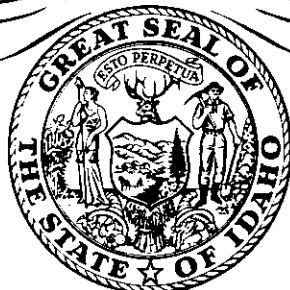


State of Idaho



Department of State.

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

SANDPOINT LIVESTOCK AUCTION, INC.

was filed in the office of the Secretary of State on the **Thirtieth** day of **January,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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 **Ponderay** in the County of **Bonner**

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 **30th** day of **January**, A.D., **1963**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SANDPOINT LIVESTOCK AUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, citizens of the United States of America, of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we hereby adopt Articles of Incorporation, as follows :

ARTICLE I

The name of the corporation is Sandpoint Livestock Auction, Inc.

ARTICLE II

The nature and business, and the objects and purposes proposed to be transacted, promoted and carried on by this corporation, are as follows :

- 1) The operation of a general livestock and auction sale business including but not limited to the operation of a public livestock market, livestock auction market, livestock sales ring and stockyard consisting of pens or other enclosures where livestock is held, sold, exchanged or kept for sale and shipment, including speculation in the sale of livestock; together with the right to sell other items of personal property at auction.
- 2) To acquire by lease or purchase, to contract and to own, to develop, control, manage, mortgage, grant, sell, exchange or otherwise acquire or dispose of any and all real estate, lands, options, easements and properties of every description and nature whatsoever, which the corporation may deem wise and proper in connection with the conduct of any business to be conducted by the corporation.

- 3) To acquire any and all of the goodwill, rights, property and business of any person, firm, association or corporation engaged in any business similar to the business of this corporation, and to pay for the same in cash or stock or obligation of the corporation, or otherwise.
- 4) To erect, construct, maintain, improve, re-build, enlarge, alter, manage and control directly any and all kinds of buildings, houses, stores, offices, shops, warehouses, machinery and any and all other structures which may at any time be necessary, useful or advantageous for the purposes of the corporation, and which can lawfully be done under the laws of the State of Idaho.
- 5) Subject to the limitations and restrictions imposed by law, to sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of this company.
- 6) To do each and every thing necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects hereinbefore enumerated, expedient for the interest or benefit of the corporation; to contract accordingly; and in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which this corporation is formed or the activities in which it is engaged.

The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the corporation to do any other thing within the purview of its general purposes, and within the laws conferred upon the corporation by the laws of the State of Idaho.

ARTICLE III

The duration and existence of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of this corporation are :- Ponderay, Idaho; and post office address Route 2, Sandpoint, Idaho.

ARTICLE V

The total authorized number of par value shares is one thousand (1000).

The aggregate par value of the total number of par value shares is Fifty Thousand (\$50,000.00) Dollars.

ARTICLE VI

The amount of capital stock which has actually been subscribed is Nineteen Thousand One Hundred (\$19,100.00) Dollars, and following are the names of the persons and the post office addresses of each of the incorporators, with a statement of the number of shares subscribed by each :-

Name	Address	No. of Shares	Amount
Art Sphar	Route 2, Sandpoint, Idaho	180	\$9,000.00
Dan Deshon	Bargain Supplies, Inc., Sandpoint, Idaho	100	\$5,000.00
Robert E. Wood	Samuels, Idaho	2	\$ 100.00
Wilma Mae McArthur	Harrell Insurance Agency, Sandpoint, Idaho	2	\$ 100 .00
Norman Linscott	210 Dearborn, Sandpoint, Ida.	17	\$ 850.00
James E. Hunt	Greene & Hunt, Sandpoint, Ida.	5	\$ 250.00
Glenn E. Bandelin	Bandelin & Cogswell, Sandpoint, Idaho	5	\$ 250.00
Dar Cogswell	Bandelin & Cogswell, Sandpoint, Idaho	5	\$ 250.00
J. L. Balch	Lakeview Boulevard, Sandpoint, Idaho	10	\$ 500.00
Robert M. Bandy	Priest River, Idaho	10	\$ 500.00
Roy McClure	Priest River, Idaho	4	\$ 200.00
Frank Lehman	Priest River, Idaho	12	\$ 600.00
Earl Whittum	Priest River, Idaho	4	\$ 200.00
Albert Gohlke	Priest River, Idaho	4	\$ 200.00
G. P. Larkin	Route 1, Sandpoint, Idaho	1	\$ 50.00
C.E. Van Stone	Hope, Idaho	2	\$ 100.00

		No. of shares	Amount
Denny Shields	Route 1, Sandpoint, Idaho	5	\$ 250.00
Vernon Ruen	Ruen Farms, Inc., Clark Fork, Idaho	10	\$ 500.00
Donald J. Diehl	504 S. Second, Sandpoint, Idaho	2	\$ 100.00
Vernon E. Hawkins	Bonnors Ferry, Idaho	2	\$ 100.00

IN WITNESS WHEREOF We have hereunto set our hands and seals this 28th
day of January, 1963.

Art Sphar
Art Sphar

Dan Deshon
Dan Deshon

Robert E. Wood
Robert E. Wood

Wilma Mae McArthur
Wilma Mae McArthur

Norman Linscott
Norman Linscott

James E. Hunt
James E. Hunt

Glenn E. Bamdelin
Glenn E. Bamdelin

Dar Cogswell
Dar Cogswell

J. L. Balch
J. L. Balch

Robert M. Bandy
Robert M. Bandy

Roy McClure
Roy McClure

Frank Lehman
Frank Lehman

Earl Whittum
Earl Whittum

Albert Guhlke
Albert Guhlke

G. P. Larkin
G. P. Larkin

C. E. Van Stone
C. E. Van Stone

Denny Shields
Denny Shields

Vernon Ruen
Vernon Ruen

Donald J. Diehl
Donald J. Diehl

Vernon E. Hawkins
Vernon E. Hawkins

IN WITNESS WHEREOF I have hereunto set my hand and seal this 28th
day of January, 1963.

Allice W. Hunt

 Notary Public in and for the State of
 Idaho, Residing at Sandpoint, Idaho:
 My commission expires 2/10/63