



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

CHILLA-VILLA, INC.

was filed in the office of the Secretary of State on the **Fourteenth** day of **July**, A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~film~~ No. ~~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 **an** **unlimited period** from the date hereof, with its registered office in this State located at **Nampa** in the County of **Canyon.**

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 **14th** day of **July**, A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
CHILLA-VILLA, INC.

WE, THE UNDERSIGNED natural persons of the age of 21 years or more, a majority of whom are residents of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves for the purposes of forming a private corporation under the laws of the State of Idaho. We hereby set forth, declare and certify that:

I. The name of this corporation is CHILLA-VILLA, INC.

II. The purposes of this corporation are:

(1) To engage in the business of buying, selling, distributing, raising, purchasing, owning, breeding, propagating and otherwise dealing in and disposing of chinchillas of all kinds, varieties and descriptions, including mutations, and to sell, purchase, own and otherwise deal in all products and by-products therefrom or products related to the raising, breeding or dealing with Chinchillas and to acquire, by purchase or otherwise, real and personal property necessary for the carrying on of such business; and to do such other business as shall be necessary, convenient, or incidental thereto.

(2) To engage in other forms of business relating to the chinchilla industry.

(3) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein;

(4) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

(5) To issue shares and admit shareholders, and to engage in all transactions incident to the same.

9 III. That the duration of the corporation is unlimited.

10 IV. The location and post office address of the registered office of
11 the corporation in the State of Idaho is Route #3, Nampa, Idaho.

12 V. That the board of Directors shall consist of five (5) directors,
13 three of whom must be a shareholder in this corporation and that said directors
14 shall be elected for a term of one (1) year.

15 VI. The total authorized number of no-par value shares is One
16 Fifty
17 Hundred/(150) shares of common stock and such shares shall be non-
assessable.

18 VII. At every meeting of the shareholders, every holder of the common
19 stock of the corporation shall be entitled to one vote for each share of common
20 stock standing in his name on the books of the corporation. At each election
21 of directors, every holder of the common stock of the corporation shall have
22 the right to vote, in person or by proxy, the number of shares owned by him
23 for as many persons as there are directors to be elected and for whose
24 election he has a right to vote or to cumulate his votes by giving one candidate
25 as many votes as the number of such directors multiplied by the number of
26 his shares shall equal, or by distributing such votes on the same principle
27 among any number of such candidates.

28 **VIII.** The name and post office address of each of the incorporators
29 and the number of common stock shares for which each subscribes is as
30 follows:

	<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
31			
32	Kenneth R. Sadler	1720 Amity Avenue Nampa, Idaho	One

	<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
1	Jeannine E. Sadler	1720 Amity Avenue Nampa, Idaho	One
2	Ethel Rife	312 Crescent Drive Caldwell, Idaho	One
3			
4			

IN WITNESS WHEREOF, We, the undersigned, being each of the
original subscribers to the capital stock hereinbefore named, for the purpose
of forming a corporation to do business both within and without the State of
Idaho, and in pursuance of the Corporation Laws of the State of Idaho, do make
and file these articles, hereby declaring and certifying that the facts herein
stated are true, and do respectively agree to take the number of shares of
stock hereinbefore set forth, and accordingly have hereunto set our hands
and seals this 30th day of June, 1965.

~~Kenneth R. Sadler~~

Jeanne E. Sadler

Ethe
Ethel Rife

STATE OF IDAHO)
ss.
County of Canyon)
On this 30th day of April, 1965, before me, the undersigned,
a Notary Public in and for said State, personally appeared Kenneth R. Sadler,
Jeannine E. Sadler and Ethel Rife, known to me to be the persons whose
names are subscribed to the foregoing instrument, and acknowledged to me
that they executed the same.

28 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above written.

Wm. J. Braun
Notary Public for Idaho
Residing at Caldwell, Idaho