



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

R - C LAED CO.

a corporation duly organized and existing under the laws of **Arizona** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **8th** day of **October** 19 **75**, a properly authenticated copy of its articles of incorporation, and on the **8th** day of **October** 19 **75**, a designation of **Camilla Ralls** in the County of **Mindoka** 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 **8th** day of **October**, A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

I, EVO J. De CONCINI, SECRETARY OF THE ARIZONA
CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and
complete copy of the ARTICLES OF INCORPORATION

of

R - C LAND CO.

which were filed in the office of the Arizona Corporation Commission
on the 28th day of August, 1974, as provided by law

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL SEAL
OF THE ARIZONA CORPORATION COMMISSION, AT
THE CAPITOL, IN THE CITY OF PHOENIX, THIS 6th
DAY OF October A.D. 1975

George W. Humphrey

BY

E. J. De Concini

SECRETARY

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION

OF

R - C LAND CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, whose hands are hereunder affixed, desiring to form a corporation under the laws of the State of Arizona, do hereby associate ourselves together for that purpose and adopt the following articles of incorporation:

ARTICLE I

The names and addresses of the incorporators are:

Ernest R. Ralls
260 North Miller
Mesa, Arizona 85203

Cleonna Ralls
260 North Miller
Mesa, Arizona 85203

ARTICLE II

The name of the corporation shall be

R - C LAND CO. *CKK*

ARTICLE III

The principal place at which the business of the corporation is to be transacted is Maricopa County, Arizona,

with branch offices at such other places within or without the State of Arizona as may be established by the Board of Directors.

ARTICLE IV

The time of commencement of this corporation shall be when the Articles have been filed in the office of the Corporation Commission of the State of Arizona, and a certified copy thereof recorded in the office of the County Recorder of Maricopa County, Arizona, and its termination shall be twenty-five years thereafter with the privilege of renewal as provided by law.

ARTICLE V

The general nature of the business proposed to be transacted by the corporation, at any place within the United States, or any foreign country, is as follows:

(a) To subscribe for, purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever located in or

organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, deeds of trust, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in and act as agent for any underwriting, purchasing or selling syndicate or group and otherwise to take part in and assist, in any legal matter, by guaranty or otherwise, the purchase, sale, or distribution of any such securities.

(b) To engage in the business of the accumulation and lending of money, by lending the capital of the company and such other funds as it may from time to time lawfully acquire from various borrowers upon such personal security or security of personal property as may be agreed upon between the corporation and borrowers, and by re-lending in like manner

the funds arising from such loans when paid; but the corporation shall not have banking or discounting privileges.

(c) To engage in the business of buying or otherwise acquiring, owning, selling, leasing, exchanging, subdividing and improving and dealing in real property; or constructing thereon buildings for commercial or dwelling purposes; to acquire by purchase, lease, or otherwise, rentals and interest in rentals and to own, hold, improve, develop and manage any real estate acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in any building or other structures in any stores, shops, suites, rooms, warehouses, buildings or parts of buildings or other structures at any time owned or held by the corporation; to buy, manufacture, sell or deal in commodities or other personal property.

(d) To borrow money, and to draw, make, accept, endorse, issue, sell, or otherwise deal lawfully in promissory notes, bills of exchange, bonds, debentures, or any other negotiable or transferable obligations or instruments from time to time for any purpose of or concerning the business of

the corporation, and to secure the payment of corporate indebtedness by executing mortgages, deeds of trust, pledges, or similar instruments with respect to all or any part of the property of the corporation, whether now owned or to be acquired in the future.

(e) To acquire by purchase, subscription, contract or otherwise, and to hold for investment or otherwise, to sell, discount or rediscount, exchange, mortgage, pledge, or otherwise dispose of, and generally to deal in and with all forms of securities including, but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, and choses in action of all kinds, both as principal and as agent, and while the holder thereof, to exercise all the rights and privileges of ownership the same as may be permitted to natural persons, including the right to vote thereon.

(f) To acquire by means of lease, contract to purchase, conveyance, or otherwise, and to own, hold, possess, enjoy and dispose of any rights, permits, title in interest in and to any land, tenements, hereditaments, appurtenances, easements, franchises, or other property, real, personal or mixed; and to construct buildings, structures or improvements, as they deem necessary or convenient for its corporate purposes, and to maintain the same.

(g) To invest in, purchase, or otherwise acquire

or form subsidiary corporations; to form and to enter into partnerships or joint ventures with other corporations, partnerships or persons;

(h) To borrow money and to issue bonds, debentures, notes, contracts or other evidence of indebtedness or obligations, and from time to time for any lawful purpose to mortgage, pledge and otherwise charge any or all of its properties, property rights, privileges and assets to secure the payment thereof;

(i) To make, enter into, perform and carry out contracts of every kind for any lawful purpose, with any person, firm, association, corporation, government or governmental agency, instrumentality or branch or subdivision;

(j) To purchase, hold and reissue the shares of the capital stock of the corporation;

(k) To purchase or acquire property, shares of stock and other assets which the Board of Directors may deem it advisable to acquire, and to pay for the same in stock of the corporation, or to pay therefor in cash or otherwise; and to assume obligations;

(l) To do all and everything necessary, suitable and proper for the attainment of any of the purposes, the accomplishment of any of the objects or the furtherance of

any of the powers heretofor set forth; to carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing or calculated directly or indirectly to promote the interest of the association or to enhance the value of its property, and to have and enjoy and exercise any and all rights, powers and privileges which are now or which may be hereafter authorized by statute for organizations like this association, if such statute is enacted by the State under the laws of which this association is formed or by the Congress of the United States.

(m) In any foreign country or area, to do any act that is lawful or customary there, subject only to the policy and anti-trust laws of the United States.

(n) To do any and all things herein set forth as fully and to the same extent as natural persons might do.

(o) The foregoing clauses shall be construed as powers as well as purposes, and the matters expressed in each such clause shall, unless otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article herein.

(p) Without in any particular eliminating any of the objects or purposes or powers of the Corporation, it is hereby expressly declared and provided that the Corporation

shall have power to do all acts or things necessary, incidental or convenient to do, or calculated directly or indirectly to promote the interests of the Corporation or enhance the value or render profitable any of its rights or property; 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 natural person could do and exercise which now are or hereafter may be authorized by law, and to have and to exercise all the powers conferred by the laws of the State of Arizona upon corporations formed under the laws pursuant to and under which this Corporation is formed if such laws are now in effect or may at any time hereafter be enacted or amended.

ARTICLE VI

The highest amount of indebtedness, direct or contingent, to which the Corporation may at any time subject itself, shall be the sum of \$33,000,000.00, provided that such limitation shall not apply to indebtedness hereinafter authorized by three-fourths (3/4) of votes cast with respect thereto, in conformity with the provisions of these Articles and the Bylaws of the corporation, at a lawfully held meeting of the stockholders and approved by the Arizona Corporation Commission.

ARTICLE VII

The amount of capital stock of this Corporation shall

be 50,000,000 shares of voting \$1.00 common stock.

The times and conditions upon which such shares shall be sold and issued shall be determined from time to time by the Board of Directors. Such stock may be sold or exchanged for cash, real or personal property, contracts, services or other things of value, and when such stock is issued and paid for, the same shall become fully paid and non-assessable. In all cases where stock is issued other than for cash the determination and judgment of the Board of Directors as to the value of such property, services or other things of value shall be conclusive and final.

ARTICLE VI.I

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than two (2) nor more than nine (9) members, and such other officers as the Board of Directors may select as hereinafter provided. Non-stockholders may be elected to serve as Directors and Officers of the Corporation. The Directors shall be elected by the Stockholders of the Corporation at the next and each ensuing annual meeting thereof, which meeting shall be held on the second Thursday of August of each year. Special meetings may be held at such time and place and such manner as may be prescribed by the Bylaws of the Corporation. The officers of the

Corporation shall consist of a President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time elect. Any offices may be consolidated and held by one person. The officers shall be elected by the Board of Directors at the first meeting of the Board after the annual meeting of the Stockholders and shall hold office for one (1) year and until their successors shall have been elected and qualified. The first officers of the Corporation shall be elected by the Board of Directors at their first meeting after their election. The Board of Directors shall have the power to adopt bylaws and to change or amend the same as may be expedient. Any and all vacancies that may occur in the Board of Directors or any office may be filled by the remaining Directors and the person so chosen to fill a vacancy shall serve during the unexpired term of his predecessor and until his successors shall be elected and qualified.

ARTICLE IX

Robert F. Bentley of 13 North Macdonald, Suite 535, Mesa, Arizona, who has been a bonafide resident of the State of Arizona for at least three (3) years, is hereby appointed the lawful agent of this Corporation, to accept and acknowledge service and upon whom may be served all necessary process or processes, in any action, suite or proceeding that may be brought against the Corporation in any of the courts of the State of

Arizona, and for all purposes required by law. The Board of Directors of this Corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

ARTICLE X

The private property of the Stockholders of this Corporation shall be forever exempt from Corporate debts and liabilities.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 15th day of August, 1974.

Ernest R. Ralls
Ernest R. Ralls

Cleonna Ralls
Cleonna Ralls

STATE OF ARIZONA)
 : ss
County of Maricopa)

The foregoing instrument was acknowledged before me this 15th day of August, 1974 by Ernest R. Ralls and Cleonna Ralls.

Sam Montgomery
Notary Public

My Commission expires:
My Commission Expires Sept. 14, 1977

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AUG 28 1974

AUG 28 1974

George M. Murphy
R. 20475

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