

State of Idaho



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

ROGERS RIM-ROCK RANCH, INC.

was filed in the office of the Secretary of State on the **12th** day of **February** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ ~~duly 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

Rupert, Idaho

in the County of

Minidoka

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 **12th** day of **February**, A.D., 19 **73**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

ROGERS RIM-ROCK RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, FRED ROGERS, MILDRED ROGERS and LORETTA J. GARRO, being of full age, and citizens of the United States of America, and actual and bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

FIRST: That the name of the corporation shall be:

ROGERS RIM-ROCK RANCH, INC.

SECOND: That the purposes for which said corporation is formed are:

(a) To operate, conduct and carry on any and all livestock and agricultural pursuits;

(b) To purchase, sell, lease and acquire any and all grazing rights and/or leases necessary for the operation of said business.

(c) To operate, conduct and carry on the business of diversified farming and production of any and all kinds of agricultural products; to buy, sell and own any and all kinds of farm machinery and equipment;

(d) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee and to invest, trade, and deal in and with any and all kinds of real and personal property and livestock for the production of agricultural products and livestock.

(e) To own, hold, lease, sell, convey or otherwise acquire and handle in connection with said livestock and agricultural operations, feed lots and business in connection therewith, to manufacture various kinds of products for the purpose of feeding livestock and the growing and harvesting of agricultural products.

(f) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real and personal property, and any and all interests therein.

(g) To enter into any kind of contract or agreement, cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

(h) To borrow money, to issue the corporation notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, and hypothecate any or all of its property to secure the payment thereof.

(i) To enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, State or Government, or any subdivision, district or department thereof, that would be for the best benefit of the operation of said business.

(j) To engage in and conduct any and all kinds of manufacturing of products or equipment that may be beneficial to and used in connection with agricultural and livestock operations as set forth herein.

(k) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly to promote the interest of the said corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law.

THIRD: That the term of this corporation shall be perpetual.

FOURTH: That the Board of Directors shall consist of Seven (7) persons. It is not necessary for a Director to be a stockholder.

FIFTH: That the registered office of the Corporation shall be located at Rupert, Route # 5, Minidoka County, Idaho.

SIXTH: The capital stock of the corporation shall be Two Thousand Five Hundred (2,500) shares at One Hundred Dollars (\$100.00) per share par value.

SEVENTH: The capital stock of the corporation which has actually been subscribed is Three (3) shares, and the following are the names, post office addresses, and shares:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Fred Rogers	Route # 2, Rupert, Idaho	One
Mildred Rogers	Route # 2, Rupert, Idaho	One
LoRetta Garro	Hwys. 24 & 25, Rupert, Idaho	One

EIGHTH: That the number of persons above named shall constitute the directors of the corporation until changed by amendment to the by-laws, increasing or decreasing the number of directors as may be desired, in the manner provided by law.

NINTH: That the Board of Directors shall have the power to amend or change the by-laws by unanimous consent of the members thereof.

IN WITNESS WHEREOF, The persons named herein as Directors have hereunto set their hands and seals this 7th day of February, 1973.

Fred C. Rogers

Mildred E. Rogers

Loretta J. Garro

STATE OF IDAHO,)
) ss.
County of Minidoka.)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared FRED ROGERS, MILDRED ROGERS and LORETTA GARRO, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same; and further certified to me that each and every one is a citizen of the United States and is over the age of Twenty-One (21) years.

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

Charles H. [Signature]
Notary Public for Idaho
Residing at Rupert, Idaho