

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

HENRY'S LAND & CATTLE CO.

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 _____

HENRY'S LAND & CATTLE CO.

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: **Apr 11 13, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Hiner*

ARTICLES OF INCORPORATION

OF

HENRY'S LAND & CATTLE CO.

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, hereby adopt the following:

ARTICLES OF INCORPORATION

I.

The name of the corporation is HENRY'S LAND & CATTLE CO.

II.

The general nature of the business proposed is: to engage in the developing of land for ranching, recreational and resort purposes and to engage in the resort, motel and recreational facilities business;

To deal in the purchase and sale of various evidences of indebtedness in connection with real and personal property; further,

To manufacture, produce or otherwise acquire, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise, real and personal, of every class and description, and to engage in any commercial, industrial, or agricultural enterprise adjudicated to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To issue stock and/or bonds, to raise necessary capital to carry out the effect thereof; to own, buy, sell,

1 lease, mortgage, pledge, and hypothecate, or in any way to
2 encumber real and/or personal properties; to execute and
3 deliver instruments necessary therefor; to borrow money; to
4 buy, sell, trade or in any way deal with stock of this
5 corporation or of any other corporation; and

6 To engage in all and any business contemplated and
7 within the purview of the Idaho Code § 30-101 and subsequent
8 sections to Title 30, Idaho Code.

9 III.

10 The duration of this corporation shall be perpetual.

11 IV.

12 The location of the registered office of this
13 corporation in the State of Idaho is at: 1001 Spokane Street,
14 Post Falls, ID 83854. The name of the registered agent of the
15 corporation at that address is James F. Judd, whose mailing
16 address is: P.O. Box 999, Post Falls, ID 83854.

17 V.

18 The total number of par value shares authorized is
19 fifty thousand (50,000) shares of non-assessable, voting common
20 stock having a par value of One (\$1.00) Dollar per share. The
21 aggregate par value of the total authorized number of par value
22 shares is Fifty Thousand (\$50,000.00) Dollars. The company is
23 permitted to purchase its own stock.

24 VI.

25 The holders of shares of any class of the
26 corporation's stock shall have the first right, during a
27 reasonable time to be fixed by the board of directors, to

1 purchase shares of the same class authorized for sale by the
2 corporation, in proportion to their respective holdings of
3 shares of such class at a price to be fixed by the board of
4 directors.

5 VII.

6 The name and post office address of each incorporator
7 is as follows:

8 <u>Name</u>	<u>ADDRESS</u>
9 James F. Judd	P.O. Box 999, Post Falls, ID 83854

10 VIII.

11 The following provisions are adopted for the purpose
12 of further defining, limiting and regulating the business of
13 the corporation, its directors and stockholders:

14 (a) The Board of Directors herein named is expressly
15 authorized to adopt the initial By-laws of this corporation.
16 Thereafter, the Board of Directors is authorized, without the
17 consent of the stockholders, to alter, amend and rescind the
18 by-laws of the corporation; provided, however, that it is not
19 empowered to alter, or rescind any by-laws relative to the
20 number of directors of this corporation, their qualifications,
21 the method and manner of voting for their selection, the terms
22 of their offices or their compensation, and it shall not
23 abrogate the shareholders' right to exclusive control of these
24 matters.

25 (b) Additional powers may be conferred upon the
26 board of directors of the corporation from time to time by its
27 by-laws or by vote of a majority of the stockholders at a

1 regular or special meeting called for that purpose, and any
2 powers so given may be revoked in the same manner, except
3 insofar as they may have been exercised before revocation.

4 (c) Directors and officers of the corporation need
5 not be residents of the State of Idaho nor shareholders of the
6 corporation.

7 IX.

8 The name and address of each of the initial Board of
9 Directors who shall serve as a Board of Directors until the
10 first annual meeting of the shareholders or until successors
11 are duly elected and qualified, is as follows:

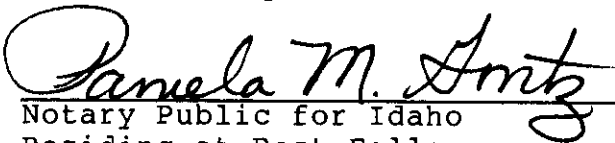
12 <u>Name</u>	<u>ADDRESS</u>
13 Dale R. Henry	HCO 1, Box 333 Kingston, ID 83839
14 Bonnie A. Henry	HCO 1, Box 333 Kingston, ID 83839
15 Judy Bostian	524 Fiske, Spokane, WA 99202

16
17 IN WITNESS WHEREOF, these Articles of Incorporation
18 are executed this 11th day of April, 1984.

19
20
21 STATE OF IDAHO)
22 County of Kootenai)

ss.

23 On this 11th day of April, 1984, before me, a
24 Notary Public, personally appeared JAMES F. JUDD, known or
25 identified to me to be the person whose name is subscribed to
26 the foregoing instrument and acknowledged to me that he
27 executed the same.


Notary Public for Idaho
Residing at Post Falls
Commission expires: Life