



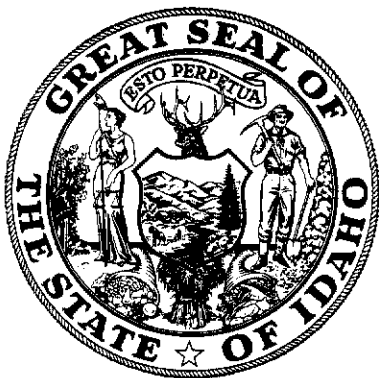
CERTIFICATE OF INCORPORATION
OF

OWNBEY RANCHES, INC.

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 the above named corporation, 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: *December 19, 1936*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION OF
OWNBEY RANCHES, INC.

REC'D
SEC. 10

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is OWNBEY RANCHES, INC.

II.

The period of duration of the corporation shall be perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this act.

IV.

The authorized capital stock of this corporation shall consist of 500,000 shares of common stock having a par value of ONE CENT (\$.01) per share and an aggregate par value of FIVE THOUSAND DOLLARS (\$5,000.00); all said shares shall be issued fully paid and shall not be subject to assessment.

V.

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. This corporation shall commence doing business once at least ONE THOUSAND DOLLARS

(\$1,000.00) has been received as consideration for the issuance of capital stock.

VI.

The name and address of the initial registered office of the corporation is Box 42, Princeton, ID 83857, and the name of the initial registered agent is Tommy T. Ownbey.

VII.

It is expressly provided and made a part of any contract of subscription to the stock of this corporation and the transfer of any stock of this corporation thereafter, that every shareholder shall not have the right to transfer any stock that said shareholder receives, to any person without the consent of this corporation and the consent of the then existing shareholders, but shall offer the shares for sale to the corporation and/or the current shareholders in accordance with the Buy/Sell Agreement which is executed at the same date and time that this corporation is formed. The corporation and/or current shareholders shall then have the right to exercise their options under the Buy/Sell Agreement and if not so exercised, said rights shall expire and said shareholders shall be entitled to sell said stock unless the same is in violation of any subsequent agreement entered into by all shareholders. The purpose of said Buy/Sell Agreement is to insure that the shareholders of this corporation are able to maintain their current voting status and allowed to operate this corporation with persons of their own choosing. Any attempted sale of any stock of

this corporation to a person other than as described herein shall be expressly voided.

VIII.

The right and power to amend, appeal, alter, rescind, and adopt by By-Laws of this corporation these Articles and to adopt new By-Laws is expressly conferred upon the Board of Directors of this corporation as provided by statute.

IX.

The number of directors currently constituting the initial board of directors shall be two (2). The names and addresses of said persons who shall serve as directors until the first meeting of the corporation, or until their successors are elected and qualified, are as follows:

Tommy T. Ownbey
Box 42
Princeton, ID 83857

Dawn Marie Ownbey
Box 42
Princeton, ID 83857


X.

The names and addresses of all the initial incorporators are:

<u>Name</u>	<u>Street Address</u>	<u>City and Town</u>
Tommy T. Ownbey	Box 42	Princeton, ID 83857
Dawn Marie Ownbey	Box 42	Princeton, ID 83857


EXECUTED this 16 day of December, 1986.


Tommy T. Ownbey


Dawn Marie Ownbey

STATE OF IDAHO)
)
COUNTY OF LATAH)

On this 16 day of December, 1986, before me personally appeared Tommy T. Ownbey and Dawn Marie Ownbey, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.


NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow therein.