

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PARKER RANCHES, INC.

File number C 119508

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: May 15, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By Tonya Arnold

97 MAY 15 AM 8:46
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
PARKER RANCHES, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being of legal age and a citizen of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and certify in writing:

**ARTICLE I
NAME**

The name of the corporation shall be **PARKER RANCHES, INC.**

**ARTICLE II
PURPOSE AND POWERS**

The purposes for which this corporation as formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any lawful powers and privileges incidental, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

**ARTICLE III
DURATION**

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

IDAHO SECRETARY OF STATE
DATE 05/15/1997
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CK #: 9020 CUST# 81443
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ARTICLE IV REGISTERED OFFICE

The initial registered office and physical location of the corporation in the State of Idaho shall be 103 East 620 North, Shoshone, Idaho 83352, and Brit D. Groom, whose address is 123 Rail Street West, P.O. Box 786, Shoshone, Idaho 83352, shall be the initial registered agent of the corporation.

ARTICLE V CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is Ten thousand (10,000), all of which shall have no par value.

ARTICLE VI INCORPORATOR

Following are the names and post office addresses of the incorporators:

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
Rusty Parker	103 East 620 North Shoshone, Idaho 83352

ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by a board of at least three directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE VIII BY-LAWS

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, I have set my hand this 9th day of May, 1997.

Rusty Parker
RUSTY PARKER

STATE OF IDAHO)
: ss.
County of Lincoln)

On this 9th day of May, 1997 before me, a Notary Public for Idaho, personally appeared RUSTY PARKER, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at Shoshone, Idaho
My Commission Expires: 9/12/2002