

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

REINS RANCHES, INC.

was filed in the office of the Secretary of State on the **First** day of **February**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** 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 **Fruitland** in the County of **Payette**

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 **First** day of **February**, A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION

of

REINS RANCHES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I.

NAME

The name of this corporation is:

REINS RANCHES, INC.

ARTICLE II.

PRINCIPAL OFFICE

The location and post office address of the registered office of this corporation in the State of Idaho shall be at Fruitland, in the County of Payette, State of Idaho.

ARTICLE III.

PURPOSES

The purposes to be transacted, promoted and carried on by this corporation are:

(a) To conduct a general farming, fruit raising and livestock business and grow, purchase, acquire, store, feed, sell, exchange or otherwise dispose of farm products and fruits of every kind or nature and to engage in raising, feeding and marketing of livestock of every kind or nature.

(b) To own, lease (either as lessor or as lessee) or operate farms and farming property, and to conduct farming operations upon any real property owned or leased by this corporation; and to purchase, acquire, own, sell, locate (either as principal or as agent) or deal in farm crops, farm products, dairy products, poultry products, fruits, vegetables and meats of every type or description; and to acquire, own and operate plants and establishments for the processing, packing and marketing of farm produce, products, fruits, meats or foods of every type or description.

(c) To acquire, own and/or operate any type of merchantile business or establishment and to manufacture, produce, purchase, acquire, sell, exchange and generally deal in all types of goods, wares and merchandise and property of every kind or description.

(d) To manufacture, construct, erect, fabricate, treat, import, export, and generally deal in any article or articles of merchandise, irrespective of the raw products utilized, the composition or the method or manner of manufacture, construction, erection, fabrication or treatment, or the purpose for which the article or articles will be utilized.

(e) To purchase, acquire, own, lease (either as lessor or lessee), sell, dispose of and deal in real estate and real and personal property of every type or description; and to develop any real property acquired by or in which this corporation is interested, and in particular to lay out and prepare said real property for building purposes, and to

construct, alter, repair, decorate, maintain, furnish and improve and generally operate any and all real or personal property in which this corporation has an interest.

(f) To construct, purchase, acquire, lease (either as lessor or as lessee) or otherwise operate storage warehouses and storage facilities for the storage and deposit of goods and merchandise of every kind or nature.

(g) To construct, purchase, acquire, lease (either as lessor or as lessee) or otherwise operate food processing plants and facilities of every kind or nature for the processing, packing, sale and distribution of farm products, fruits and meat products of every kind or nature.

(h) To purchase, hold, sell and transfer the shares of its own capital stock provided, however, it shall not use those funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(i) To purchase, acquire, subscribe for, hold, transfer or otherwise deal in shares of capital stock, bonds, debentures, notes, evidences of indebtedness, coupons or other securities of any corporation or any governmental body or authority; and with respect to any such securities, to exercise any and all rights and privileges of ownership thereof; and with respect to any such securities, to act as investment broker, agent or principal.

(j) To borrow and lend money and to negotiate loans; and to form, promote, subsidize or assist any corporation, company, syndicate or partnership, and to finance or re-finance any corporation, company, syndicate, partnership or individual, or to participate or assist therein.

(k) To acquire, own, operate and generally deal in mines, mining products and mineral rights, and to treat, transport and dispose of ores, minerals and other products and values obtained therefrom or thereunder, and to construct, acquire, own, operate, sell, dispose of, or otherwise deal in buildings, machinery, plants and apparatus for refining, smelting, manufacturing, or otherwise treating minerals and products of mineral lands, either produced by this corporation or any other person, association or corporation; and to refine, smelt, manufacture or otherwise treat the by-products of said minerals, and to market the manufactured products or by-products thereof.

(l) To mine for, produce, manufacture, refine and generally deal in petroleum and gas lands and petroleum and gas properties and interests; and to locate petroleum, gas and other mineral lands under the laws of the United States of America; and to drill and bore wells for the production of oil, gas or any other substance; and to purchase, acquire, own, sell, lease, construct and operate oil and gas wells, machinery, tanks and pipe lines; and to purchase, acquire, own, sell, lease and generally deal in all necessary lands, buildings and personal property in connection therewith; and to purchase, acquire, own, sell, lease, construct and

operate factories, refineries, machinery, tanks and pipe lines for the refining, distilling, transportation and distribution of petroleum, gas and other hydrocarbon substances or mixtures thereof.

(m) To engage in the transportation of petroleum, oil, gas, or any other mineral or products, either produced by this corporation or by other persons, associations or corporations, by pipe lines, tramways, boats, barges or other conveyances; and in order to carry out said purposes, to purchase, lease or otherwise acquire any such means of transportation, including boats, barges, tank cars, locomotives, pumping stations, steam plants, air plants, and other paraphernalia incidental thereto.

(n) To acquire, hold, sell, transfer, dispose of or otherwise deal in the assets or good will of any business of the nature authorized by the objects or purposes of this corporation; and to hold, utilize and in any manner dispose of the whole or any part of the assets, good will, and rights so acquired; and to conduct in whole or in part any business so acquired; and to undertake or assume the whole or any part of the liabilities or obligations of any person, firm, association or corporation from whom a business is so acquired.

(o) To borrow money and contract debts, when considered necessary or desirable for the transaction of the business of this corporation or for the exercise of the corporate rights, privileges or franchise, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and other evidences of indebtedness,

payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful object; and to issue, sell and dispose of certificates or investment or participation certificates, to the extent permitted by law.

(p) To adopt, apply for, register, purchase, lease or otherwise acquire, and to maintain and protect and to sell, assign or grant licenses or other rights with respect to any patents, patent rights, trade-marks, trade names, copyrights, inventions, formulas, processes, and rights analogous thereto.

(q) To enter into, make, perform and carry out contracts and agreements of every kind and nature which may be necessary or desirable for the furtherance of the business of this corporation, with any person, firm, corporation, association, governmental body or body politic, wherever located.

(r) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with or as a copartner or joint venturer, with any person, association or other corporation, and in any part of the world; and in carrying on its business and for the purposes of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a

natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation or the statutes of the State of Idaho.

(s) To conduct its business in all or any of its branches in any state, territory, possession, colony and dependency of the United States of America and in the District of Columbia, and in any foreign country or outside of the territorial limits of the United States of America; and to have one or more offices within or outside of the State of Idaho.

This corporation may engage in any lawful activity. The purposes as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from any other clause or paragraph of these Articles of Incorporation; and the purposes and powers specified in each of the clauses or paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers; and the enumeration thereof shall not be held to limit or restrain in any manner the general powers and the general purposes now or thereafter conferred on this corporation by the applicable statutes of the State of Idaho.

ARTICLE IV.

CAPITAL STOCK

Section 1. General. This corporation is authorized to issue one class of shares of capital stock which shall be designated "common stock". The total number of shares of common stock which

this corporation shall be authorized to issue is 100,000. The aggregate par value of the common stock of this corporation shall be \$100,000.00 and the par value of each share of common stock shall be \$1.00.

Section 2. Assessments. The common stock of this corporation shall be non-assessable; and the private property of the shareholders of this corporation shall not be liable for the debts, obligations or liabilities of the corporation.

Section 3. Directors not Shareholders. A director of this corporation shall not be required to be a holder of any of the shares of the common stock of the corporation.

Section 4. Limitations on Transfer. (a) No owner of capital stock shall sell, transfer or hypothecate, voluntarily or involuntarily, any part of that capital stock without first offering to this corporation and to the other owners of record of capital stock, the privilege and right to purchase said stock, or loan money upon the security thereof, upon the same terms and conditions as could be obtained by such shareholder from another bona fide purchaser or lender. A shareholder, desiring to so sell, transfer or hypothecate any of the shares of capital stock issued by this corporation, shall first give written notice of that intention to the Secretary of this corporation, stating in such notice the number of shares which he desires to sell, transfer or hypothecate, the proposed sale price thereof, or the amount proposed to be borrowed upon the security thereof, the rate of interest, maturity, and the name of the proposed purchaser

or the name of the proposed lender. Thereafter, this corporation shall have the privilege, at any time within a period of 60 days from the date of delivery of such notice within which to purchase said stock or to lend to the shareholder the amount of money proposed to be borrowed upon the security of said stock. If, within said period of time, the corporation declines to purchase said stock or loan money to the shareholder upon the security of said stock, then the owners of record of capital stock issued by this corporation, or any of them, shall have the privilege to purchase said stock or loan money upon the security thereof, as the case may be, upon the same terms and conditions as aforesaid which were available to this corporation. In the event the corporation so declines to purchase said stock or lend money upon the security thereof within said 60 day period of time, the Secretary of this corporation shall give written notice to all owners of record of issued capital stock of this corporation, containing verbatim the notice as given to this corporation by the shareholder of his proposal to sell, transfer or hypothecate any of the said capital stock and thereafter, the other owners of record of capital stock, or any of them, shall have a period of 60 days within which to elect to purchase those shares of stock or lend money to the shareholder upon the security thereof, upon the terms and conditions as set out in said notice.

If the corporation elects to purchase said shares of capital stock or to loan money to the shareholder upon the security thereof (as the case may be) or in the event of declination by the corporation to so do, and the election by the remaining owners of record of capital stock, or any of them, to purchase said stock

or loan money on the security thereof, notice, in writing, of that election shall be given to the shareholder desiring to sell or borrow money within the respective periods of time above provided. Thereupon, the purchase or loan shall be consummated in accordance with those terms and conditions. Should neither this corporation nor any owner of record of capital stock elect to purchase said shares of capital stock nor lend money to the shareholder upon the security thereof within the periods of time above provided, then and in that event, the shareholder shall have the privilege to sell, transfer or hypothecate that number of shares of said capital stock to the purchaser or lender as set out in his original notice, at the sale price or as security for the amount of money proposed to be borrowed, and upon the terms as set out in his original notice.

(b) The restrictions contained in subsection (a) above on owners of record of issued capital stock of this corporation to sell, transfer or hypothecate any of their shares of that stock, shall likewise extend to and constitute a restriction upon the involuntary transfer or transfer by operation of law of any of the shares of capital stock issued by this corporation, by testamentary disposition or inheritance (unless the legatees or heirs, as the case may be, are then owners of record of capital stock of this corporation or are issue of the body of the decedent-owner of said stock) or to any trustee in bankruptcy, or to an assignee for the benefit of creditors, or to any trustee or representative in insolvency or other proceedings, or to any purchase upon levy of execution or other proceeding which may voluntarily or involuntarily be brought by or against any owner

of record of issued capital stock of this corporation. Before any such heir or legatee (unless already an owner of capital stock of this corporation or issue of the body of the decedent-owner of said stock), trustee, assignee, or purchaser, may become the owner of capital stock of this corporation or may vote any such capital stock or become entitled to receive dividends thereon, notice of the claim of ownership shall be given to the Secretary of this corporation, accompanied by an offer to sell said capital stock to this corporation or to the other owners of record of the issued capital stock of this corporation, at a sale price equivalent to the book value of said capital stock as shown and disclosed on the books and record of this corporation as of the date of first claim of ownership or the par value, whichever is lesser; and this corporation or owners of record of capital stock shall have an opportunity, for the respective periods herein provided to purchase said stock. Following receipt of such notice, this corporation shall have a period of 60 days within which to elect to purchase those shares of capital stock at that price, and in the event this corporation shall fail, refuse or decline to purchase those shares of stock, a notice similar to that contemplated in subsection (a) above shall be given by the Secretary of this corporation to all other existing owners of record of capital stock, which owners, or any of them, shall have a further period of 60 days within which to elect to purchase those shares of capital stock at the purchase price available to this corporation. Should this corporation or, in the event of its declination, any of the other existing owners of record of capital stock elect to purchase those shares of stock, notice of that election shall be given to the person holding that stock, and upon payment of the purchase price, those

shares of capital stock shall be transferred and conveyed to this corporation if it be the purchaser, or if not the purchaser, to the other existing owner or owners of record of capital stock electing to purchase that capital stock. Should neither this corporation nor any existing owners of record of capital stock elect to purchase said stock within the respective periods of time above provided, then and in that event, the person claiming ownership of said capital stock shall thenceforth be deemed and treated as the owner thereof for all purposes and shall have and assert all rights and privileges incident to complete ownership thereof.

(c) Under the provisions of subsections (a) or (b) above, should the capital stock be offered for purchase to the other owners of record of capital stock, and those other owners of record of capital stock collectively indicate a desire to purchase more shares of that capital stock than are then available for purchase, then each of the owners of record of capital stock indicating a desire to purchase that capital stock, shall be permitted to purchase the number of the shares then available in the proportion that the number of shares of capital stock then owned by that shareholder bears to the total number of shares of capital stock owned by all of the shareholders indicating a desire to purchase the available capital stock.

(d) The provisions of this Section may be waived only by written consent, executed by all of the remaining owners of record of capital stock of this corporation, and by all of the members of the Board of Directors of this corporation.

(d) In the event that the owner of capital stock does not have a proposed purchaser or a proposed lender or a proposed sale price for the stock as provided in subsection (a) of this Section, and further in the event that a sale price cannot be mutually agreed upon, the owner of the said capital stock, in lieu of obtaining a proposed purchaser and a proposed sale price, shall appoint one person to act as an appraiser of the value of such stock and submit the name and residence address of such appraiser in the notice as provided in subsection (a) hereof. The Board of Directors of the corporation shall, within ten days after receipt of such notice, appoint an appraiser and give written notice of his name and residence address to the owner of the capital stock desiring to sell, transfer or hypothecate his capital stock. The two appraisers appointed as herein provided shall, within ten days after their appointment, appoint a third appraiser who shall be experienced in accounting or banking or corporation law and who shall reside in southwestern Idaho. Notice of the name and residence address of the third appraiser so appointed shall be given to the owner of the capital stock and to the corporation.

The three appraisers so appointed shall, within 15 days after the appointment of a third appraiser, cause an appraisal to be made of the share or shares of stock proposed to be so transferred or hypothecated; the value of the stock as determined by the appraisers or a majority of them shall, by written notice, be given to the owner of the capital stock and the corporation. Each party shall pay the expenses and fees of the appraiser appointed by him or it and one-half of the expenses and fees of the third appraiser. The value of the stock as determined by the said appraisers as provided herein shall be deemed the sale price of the stock as provided in subsection (a) of this Section and shall be binding upon the owner of the capital stock and the corporation and the other owners of record of capital stock.

ARTICLE V.
INCORPORATORS

The names and post office addresses of each of the incorporators of this corporation and the number of shares of common stock subscribed by each of those incorporators are as follows:

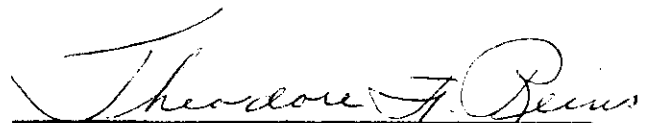
<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Theodore F. Reins	Fruitland, Idaho	1
Ouida L. Reins	Fruitland, Idaho	1
Byron F. Champion	Fruitland, Idaho	1

Each of the persons above enumerated as incorporator is a natural person over the age of twenty-one years and is a citizen of the United States of America.

ARTICLE VI.
DURATION

The period of existence and duration of the life of this corporation shall be perpetual.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Business Corporation Act of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation, this 31st day of January, 1962.


THEODORE F. REINS

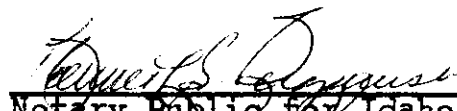

OUIDA L. REINS


BYRON F. CHAMPION

STATE OF IDAHO)
County of Ada) ss.

On this 31st day of January, 1962, before me,
a Notary Public in and for said State, personally appeared
THEODORE F. REINS, OUIDA L. REINS and BYRON F. CHAMPION, known to
me to be the persons whose names are subscribed to the foregoing
instrument, and acknowledged to me that they executed the same.

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



Notary Public for Idaho
Residence: Boise, Idaho