

THE STATE OF NEVADA



DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original certificate of Amendment of Articles of Incorporation of

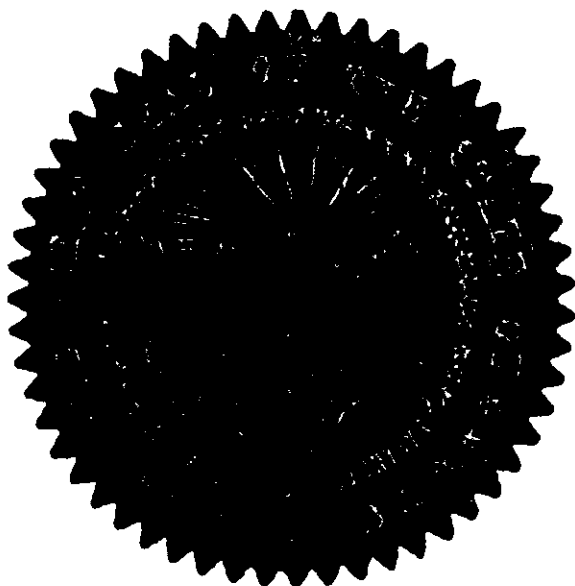
MATTAWA LAND & CATTLE CO.


Changing name to

MATTAWA LAND & RECREATION CO.

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office  
in Carson City, Nevada, this 22ND day  
of APRIL A. D. 19 69



  
Secretary of State

By \_\_\_\_\_ Deputy

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

JUN 22 1969

JOHN KOONTZ - SECRETARY OF STATE

*John Koontz*  
No. 973-64

**AMENDED ARTICLES OF INCORPORATION**  
of  
**MATTAWA LAND & CATTLE CO.**

**Mattawa Land & Cattle Co., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Nevada and acts amendatory thereof and supplemental thereto, the Articles of Incorporation of which were filed in the office of the Secretary of State of Nevada on the 3rd day of June, 1964, and a certified copy of which was filed in the office of the County Clerk of Ormsby County, Nevada, on the 3rd day of June, 1964, and in the office of the County Clerk of Clark County, Nevada, on June 8, 1964, which said Articles of Incorporation were amended on July 28, 1964, to effect a change of name of the corporation from El Dorado Land & Cattle Co. to Mattawa Land & Cattle Co., which amended Articles of Incorporation were duly filed as required by the General Corporation Law of the State of Nevada, does hereby certify:**

**FIRST: That, at a meeting of the board of directors of said Mattawa Land & Cattle Co., duly held and convened, a resolution was duly adopted setting forth a proposed amendment to the Articles of**

Incorporation of said corporation as follows:

"Article FIRST of the Articles of Incorporation of this corporation be amended in full, to read as follows:

"FIRST: That the name of this corporation shall be  
MATTAWA LAND & RECREATION CO."

"Article FOURTH of the Articles of Incorporation of this corporation be amended in full, to read as follows:

"FOURTH: That the total number of shares which this corporation is authorized to issue is 130,000 shares. The aggregate par value of all shares that are to have a par value is \$800,000. The number of preferred shares that are to have a par value is 100,000 shares and each of such preferred shares is to have a par value of \$5.00 per share. The number of common shares that are to have a par value is 30,000 shares and each of such common shares is to have a par value of \$10.00 per share."

SECOND: That Article FIFTH of the Articles of Incorporation of this corporation be amended, in full, to read as follows:

"FIFTH: That the members of the governing board of this corporation shall be styled directors, and the number of said directors shall be five (5) and they may, from time to time, be increased or decreased in such manner as shall be provided by the Bylaws of this corporation, provided that the number shall not be reduced to less than five (5).

In case of any increase in the number of directors, the additional directors may be elected by the stockholders at any annual or special meeting, or by the directors, as shall be provided by the By-Laws.

That the names and post office addresses of the first Board of Directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Gene Gregson	3342 Druid Lane Los Alamitos, California
Jim Lackman	853 Atlantic Avenue Long Beach, California
Al Harper	223 E. Broadway Glendale, California"

THIRD: That Article SIXTH of the Articles of Incorporation of this corporation be amended, in full, to read as follows:

"SIXTH: That the capital stock of the corporation shall not be subject to assessment and the preferences, privileges, and restrictions granted to or imposed upon the respective classes of shares of capital stock of the corporation or the holders thereof are as follows:

(a) 1. The holders of preferred shares shall be entitled to receive dividends at the rate of 50¢ per share per annum payable in cash annually or at

such intervals as the Board of Directors may from time to time determine. Such dividends shall accrue from the date of issuance of the respective preferred shares and shall be deemed to accrue from day to day whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid or set apart for the common shares, and shall be cumulative so that if in any year or years dividends upon the outstanding preferred shares at the rate of 50¢ per share per annum shall not have been paid thereon or set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon or set apart for the common shares.

2. After all cumulative dividends on the preferred shares, as provided herein, have been paid or declared or set apart for payment to the holders of the preferred shares, if the Board of Directors shall elect to make any further distribution of dividends, such dividends shall be made to the common shares.

(b) Upon any liquidation, dissolution, or winding up, whether voluntary or involuntary, of the

corporation, before any amount shall be paid to the holders of the common shares, the holders of the preferred shares shall receive an amount equal to the par value of the preferred shares plus all unpaid dividends accrued thereon, and the remaining assets and funds of this corporation shall be divided and distributed to the holders of the common shares of this corporation.

(c) The holders of the common shares of the corporation shall be entitled to vote on the basis of one vote for each share of common stock and the holders of preferred shares shall have the right to vote on the basis of one vote for each ten shares of preferred stock held. All shareholders shall have the right to notice of shareholders' meetings and the voting rights and powers provided by law and exercisable upon the basis set forth in this Article.

(d) The corporation, at the option of the Board of Directors, at any time later than five years after the date of issuance of the respective preferred shares, may redeem the whole or from time to time may redeem any part of the preferred shares by paying in cash therefor the sum of \$10.00 per share plus all dividends accrued, unpaid and accumulated thereon as provided in subparagraph (a) of this

Article SIXTH to and including the date of redemption, here called the "redemption price", and by giving at least thirty days' prior notice in writing to each preferred shareholder by mail, postage prepaid, at his last known address shown on the records of the corporation stating the date and plan of redemption, here called the "redemption notice". Should only a part of the preferred shares outstanding be redeemed, such redemption shall be effected by lot as prescribed by the Board of Directors or pro rata. No preferred shares may be redeemed unless all accrued dividends on all outstanding preferred shares shall have been paid for all past dividend periods and full dividends for the current dividend period declared upon all preferred shares except those to be redeemed. On or before the date fixed for redemption, each holder of shares called for redemption shall, unless he shall have previously exercised his option to convert his preferred shares as provided in subparagraph (e) of this Article, surrender his certificate for such shares to the corporation at the place designated in the redemption notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such

surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such redemption notice shall have been duly given, and if on the date fixed for redemption, funds necessary for the redemption shall be available therefor, then all rights with respect to such shares so called for redemption, whether or not surrendered, shall terminate except for the right of the holders to receive the redemption price without interest upon surrender of their certificates therefor.

(e) At any time prior to the close of business on the fifth day prior to the date of redemption stated in any redemption notice, the holder of preferred shares, whether or not the same shall have been called for redemption shall, upon surrender of his certificate or certificates for such preferred shares at the office of the corporation duly endorsed to the corporation, be entitled, upon payment of any applicable transfer taxes on the common shares to be issued to him in exchange for such preferred shares and delivery to the corporation of his written notice of intention to convert, to receive one share of common stock for each ten shares of preferred stock so converted. The preferred shares of this corporation from time to

time issued and outstanding shall be convertible at any time on the basis of one share of common stock for each ten full shares of preferred stock whether or not any notice of redemption has been given and at any time subsequent to the issuance of such preferred shares and prior to the fifth day preceding the date of redemption, if any, which shall have been stated as to such shares.

Provided, however, that the number of common shares so to be issued to the holder of the preferred shares shall be fairly and equitably adjusted by appropriate amendment of this subparagraph (e) prior to the time of such notice of redemption to take into account any and all increases or reductions in the number of outstanding shares of common stock which may have accrued since the date of the first issuance of such preferred stock by reason of any split, share dividend, merger, consolidation or other capital change or reorganization affecting the number of outstanding common shares so as fairly and equitably to preserve as far as reasonably possible the original conversion rights of all such preferred shares. In any such event no notice of redemption may be given until such amendment and

adjustment shall be accomplished.

Preferred shares converted pursuant hereto shall not be reissued. The corporation shall at all times reserve and keep available out of its authorized but unissued common shares, solely for the purpose of conversion of its preferred shares, and the corporation shall obtain and keep in force such permits or qualifications as may be required in order to enable the corporation lawfully to issue and deliver such number of common shares as shall from time to time be sufficient to effect the conversion of all preferred shares from time to time outstanding. Upon conversion, no fractional shares shall be issued but in lieu thereof the corporation shall pay therefor in cash at the par value of the common shares to be issued upon such conversion.

(f) So long as any such preferred shares are issued and outstanding, the corporation shall not, without the affirmative vote or written consent of at least two-thirds of such outstanding preferred shares:

1. Alter or amend any of the foregoing rights, privileges, or preferences thereof except in the manner and for the protective purposes provided in subparagraph (e) hereof; or

2. Increase the authorized number of preferred shares; or
3. Create any other class of preferred shares; or
4. Purchase or redeem any common shares; or
5. Sell or otherwise dispose of all or the greater part of the assets of the corporation."

FOURTH: That thereafter, pursuant to the aforesaid resolution of its Board of Directors, the written consent of the stockholders of said Mattawa Land & Cattle Co., holding more than a majority of the issued and outstanding capital stock entitled to vote upon said amendment, was obtained; that, attached hereto is the original form of written consent executed by the holders of said capital stock.

FIFTH: The number of shares of capital stock owned or represented by said stockholders, or proxies executing the consent of the stockholders, is six thousand seven hundred fifty (6,750) shares of common stock and the total number of shares of this corporation entitled to vote on or consent to the adoption of this amendment is seven thousand five hundred (7,500) shares of common stock. That these Amended Articles of Incorporation are adopted in accordance with the

provisions of the General Corporation Law of the State of Nevada, as amended.

IN WITNESS WHEREOF, said Mattawa Land & Cattle Co. has caused its corporate seal to be hereunto affixed and these Amended Articles of Incorporation to be signed by Gene Gregson, its President, and Norman Rasmussen, its Assistant Secretary, this 23 day of January, 1969.

MATTAWA LAND & CATTLE CO.

By: GENE GREGSON  
President

By: NORMAN RASMUSSEN  
Assistant Secretary

STATE OF CALIFORNIA     )  
COUNTY OF LOS ANGELES    } ss.

BE IT REMEMBERED, that on this 23<sup>rd</sup> day of January, 1969, personally came before me, JOSEPH D. MULLENDER, JR., a Notary Public in and for the County and State aforesaid, GENE GREGSON, President, and NORMAN RASMUSSEN, Assistant Secretary, of Mattawa Land & Cattle Co., a corporation of the State of Nevada, the corporation described in and which executed the foregoing Amended Articles of Incorporation, known to me

personally to be such, and they, the said Gene Gregson and Norman Rasmussen, as such President and Assistant Secretary, duly executed said Amended Articles of Incorporation before me and acknowledged the said Amended Articles to be their act and deed and the act and deed of said corporation; that the signatures of the said President and of the said Assistant Secretary of said corporation to said foregoing Amended Articles are in the handwriting of the said President and Assistant Secretary of said corporation, respectively, and that the seal affixed to said Amended Articles is the common or corporate seal of said corporation, and that their act of sealing, executing, acknowledging and delivering the said Amended Articles was duly authorized by the stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

JOSEPH D. MULLENDER, JR.

Notary Public in and for the  
County of Los Angeles  
State of California

My Commission Expires: 9/26/69

(SEAL)

**WRITTEN CONSENT OF STOCKHOLDERS TO  
AMENDMENT OF ARTICLES OF INCORPORATION  
-OF-**

**MATTANA LAND & CATTLE CO.**

WHEREAS, at a special meeting of the Board of Directors of MATTANA LAND & CATTLE CO., a Nevada corporation, duly held at 1200 South Harbor Seaside Drive, Long Beach, California, on the 27th day of December, 1958, at 12:00 o'clock noon, at which meeting a quorum of the members of said Board was at all times present and acting, an amendment of the Articles of Incorporation of said corporation was adopted and approved by resolution of said Board, amending Articles FIRST, FOURTH, FIFTH AND SIXTH to read in full as follows:

"FIRST: That the name of this corporation shall be  
**MATTANA LAND & RECREATION CO."**

"FOURTH: That the total number of shares which this corporation is authorized to issue is 130,000 shares. The aggregate par value of all shares that are to have a par value is \$800,000. The number of preferred shares that are to have a par value is 100,000 shares and each of such preferred shares is to have a par value of \$5.00 per share. The number of common shares that are to have a par value is 30,000 shares and each of such common shares is to have a par value of \$10.00 per share."

"FIFTH: That the members of the governing board of this corporation shall be styled directors, and the number of said directors shall be five (5) and they may, from time to time, be increased or decreased in such manner as shall be provided by the Bylaws of this corporation, provided that the number shall not be reduced to less than five (5). In case of any increase in the number of directors, the additional directors may be elected by the stockholders at any annual or special meeting, or by the directors, as shall be provided by the Bylaws.

That the names and post office addresses of the first Board of Directors are as follows:

**NAME**  
Gene Grogan

Jim Lackman

Al Harper

**ADDRESS**  
1342 Santa Lane  
Los Alamitos, California  
633 Atlantic Avenue  
Long Beach, California  
243 E. Broadway  
Glendale, California"

**"SIXTH:** That the capital stock of the corporation shall not be subject to assessment and the preferences, privileges, and restrictions granted to or imposed upon the respective classes of shares of capital stock of the corporation or the holders thereof are as follows:

(a) 1. The holders of preferred shares shall be entitled to receive dividends at the rate of 50¢ per share per annum payable in cash annually or at such intervals as the Board of Directors may from time to time determine. Such dividends shall accrue from the date of issuance of the respective preferred shares and shall be deemed to accrue from day to day whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid or set apart for the common shares, and shall be cumulative so that if in any year or years dividends upon the outstanding preferred shares at the rate of 50¢ per share per annum shall not have been paid thereon or set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon or set apart for the common shares.

2. After all cumulative dividends on the preferred shares, as provided herein, have been paid or declared or set apart for payment to the holders of the preferred shares, if the Board of Directors shall elect to make any further distribution of dividends, such dividends shall be made to the common shares.

(b) Upon any liquidation, dissolution, or winding up, whether voluntary or involuntary, of the corporation, before any amount shall be paid to the holders of the common shares, the holders of the preferred shares shall receive an amount equal to the par value of the preferred shares plus all unpaid dividends accrued thereon, and the remaining assets and funds of this corporation shall be divided and distributed to the holders of the common shares of this corporation.

(c) The holders of the common shares of the corporation shall be entitled to vote on the basis of one vote for each share of common stock and the holders of preferred shares shall have the right to vote on the basis of one vote for each ten shares of preferred stock held. All shareholders shall have the right to notice of shareholders' meetings and the voting rights and powers provided by law and exercisable upon the basis set forth in this Article.

(d) The corporation, at the option of the Board of Directors, at any time later than five years after the date of issuance of the respective preferred shares, may redeem the whole or from time to time may redeem any part of the preferred shares by paying in cash therefor the sum of \$10.00 per share plus all dividends accrued, unpaid and accumulated thereon as provided in subparagraph (a) of this Article SIXTH to and including the date of redemption, here called the "redemption price", and by giving at least thirty days' prior notice in writing to each preferred shareholder by mail, postage prepaid, at his last known address shown on the records of the corporation stating the date and plan of redemption, here called the "redemption notice". Should only a part of the preferred shares outstanding be redeemed, such redemption shall be effected by lot as prescribed by the Board of Directors or pro rata. No preferred shares may be redeemed unless all accrued dividends on all outstanding preferred shares shall have been paid for all past dividend periods and full dividends for the current dividend period declared upon all preferred shares except those to be redeemed. On or before the date fixed for redemption, each holder of shares called for redemption shall, unless he shall have previously exercised his option to convert his preferred shares as provided in subparagraph (e) of this Article, surrender his certificate for such shares to the corporation at the place designated in the redemption notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such redemption notice shall have been duly given, and if on the date fixed for redemption, funds necessary for the redemption shall be available therefor, then all rights with respect to such shares so called for redemption, whether or not surrendered, shall terminate except for the right of the holders to receive the redemption price without interest upon surrender of their certificates therefor.

(e) At any time prior to the close of business on the fifth day prior to the date of redemption stated in any redemption notice, the holder of preferred shares, whether or not the same shall have been called for redemption shall, upon surrender of his certificate or certificates for such preferred shares at the office of the corporation duly endorsed to the corporation, be entitled, upon payment of any applicable transfer taxes on the common shares to be issued to him in exchange for such preferred shares and delivery to the corporation of his written notice of intention to convert, to receive one share of common stock for each ten shares of preferred stock so converted. The preferred shares of this corporation

from time to time issued and outstanding shall be convertible at any time on the basis of one share of common stock for each ten full shares of preferred stock whether or not any notice of redemption has been given and at any time subsequent to the issuance of such preferred shares and prior to the fifth day preceding the date of redemption, if any, which shall have been stated as to such shares.

Provided, however, that the number of common shares so to be issued to the holder of the preferred shares shall be fairly and equitably adjusted by appropriate amendment of this subparagraph (e) prior to the time of such notice of redemption to take into account any and all increases or reductions in the number of outstanding shares of common stock which may have accrued since the date of the first issuance of such preferred stock by reason of any split, share dividend, merger, consolidation or other capital change or reorganization affecting the number of outstanding common shares so as fairly and equitably to preserve as far as reasonably possible the original conversion rights of all such preferred shares. In any event no notice of redemption may be given until such amendment and adjustment shall be accomplished.

Preferred shares converted pursuant hereto shall not be reissued. The corporation shall at all times reserve and keep available out of its authorized but unissued common shares, solely for the purpose of conversion of its preferred shares, and the corporation shall obtain and keep in force such permits or qualifications as may be required in order to enable the corporation lawfully to issue and deliver such number of common shares as shall from time to time be sufficient to effect the conversion of all preferred shares from time to time outstanding. Upon conversion, no fractional shares shall be issued but in lieu thereof the corporation shall pay therefor in cash at the par value of the common shares to be issued upon such conversion.

(f) So long as any such preferred shares are issued and outstanding, the corporation shall not, without the affirmative vote or written consent of at least two-thirds of such outstanding preferred shares:

1. Alter or amend any of the foregoing rights, privileges, or preferences thereof except in the manner and for the protective purposes provided in subparagraph (e) hereof; or

2. Increase the authorized number of preferred shares;

or

3. Create any other class of preferred shares; or
4. Purchase or redeem any common shares; or
5. Sell or otherwise dispose of all or the greater part of the assets of the corporation."

NOW, THEREFORE, the undersigned, being the majority stockholder of said corporation, does hereby adopt, approve and consent to the foregoing amendment of said Articles of Incorporation pursuant to the provisions of the General Corporation Law of the State of Nevada, and does hereby consent that Article FOURTH, FIFTH and SIXTH of said Articles of Incorporation be amended to read as herein set forth.

IN WITNESS WHEREOF, the undersigned majority stockholder of said corporation has hereunto caused his name to be signed, and following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon the amendment of said Articles of Incorporation of the character of the foregoing amendment.

STOCKHOLDER

DATE

NUMBER OF SHARES

Gene Gregson  
GENE GREGSON

January 23, 1969

6,750

FILED  
OFFICE OF THE  
SECRETARY OF THE  
STATE OF NEVADA

CERTIFICATION

I hereby certify that I am the duly elected and acting Assistant Secretary of MATTAWA LAND & CATTLE CO., a Nevada corporation, and as such, the custodian of the stock record books thereof; that the majority stockholder executing the above and foregoing written consent, was at the date of the signing thereof, the majority stockholder of record of said corporation of the respective number of shares set opposite his name and as such, entitled to execute the above and foregoing Certificate, and that said majority stockholder represents a majority of the issued and outstanding stock of said corporation entitled to vote thereon.

MATTAWA LAND & CATTLE CO.

(CORPORATE SEAL)

By Norman Rasmussen

NORMAN RASMUSSEN

- Assistant  
Secretary