



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

FOOT HILLS CATTLE COMPANY

was filed in the office of the Secretary of State on the **11th** day of **June** A.D., One Thousand Nine Hundred **seventy-three** and will be ~~_____~~ microfilm 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 **Blackfoot, Idaho** in the County of **Bingham**

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 **11th** day of **June**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION OF
FOOT HILLS CATTLE
COMPANY

We, the undersigned, all natural persons of full age, and all of whom are citizens of the United States and of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, under, and pursuant to the provisions of Title 30, Chapter I, Idaho Code, and all acts amendatory and supplementary thereto, do hereby adopt the following Articles of Incorporation.

I.

The name of this corporation shall be FOOT HILLS CATTLE COMPANY.

II.

The corporation, when formed, shall have perpetual existence.

III.

The location and post office address of the registered office of the corporation shall be such place as the Board of Directors from time to time determine, and until further change shall be East Rich Lane, P. O. Box 472, Blackfoot, Idaho 83221.

IV.

In addition to the powers granted to corporations generally, and by the provisions of said Title 30, Chapter I, and all acts amendatory and supplementary thereto, the corporation shall have the following general and specific powers:

1. The general nature of the business to be transacted by said corporation is as follows: To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease real and personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and otherwise dispose of and deal in shares, bonds, securities

and debentures; and other evidences of indebtedness of other corporations, domestic or foreign, including public and private lending agencies; to engage in the financing of contracts, whether conditional sales or chattel mortgages, the lending of money, including, but not limited to, small loans, and in addition, but not limited to:

2. To enter into contracts for the development of agricultural lands; to manage and farm under contract or lease, agricultural lands for absentee or other owners thereof; to buy and sell agricultural and farm commodities of every name or nature and to market the same; to buy and sell agricultural and farm commodities of every name and nature and related items and products.

3. To operate, own, rent and maintain garages and service stations and to store, repair, rent and lease motors, motor vehicles, automobiles, motor trucks, motor buses, marine craft, airplanes and other vehicles, and all parts, supplies and accessories incidental thereto.

4. To manufacture, construct, buy, sell, license, lease, repair, finance, deal in and with machinery of every kind and description, particularly, but not limited to, agricultural machinery, farm machinery and implements, hardware, dairy equipment and machinery, heavy construction machinery, road building equipment and machinery, elevating and conveying machinery, and all parts thereof and any and all supplies, parts and accessories incidental thereto.

5. The ownership, leasing purchase, cultivation and improvement of farms, ranches, gardens and all agricultural lands, the buying, selling, leasing, brokering, feeding, raising and improving of livestock, and incidentally to own and control under lease, or otherwise, such lands, buildings and personal property necessary or desirable to the conduct and operation of all or any such businesses.

6. And to exercise any and all other powers that may be necessary or incidental to the complete fulfillment of the foregoing enumerated powers, and to engage in business in other states as the Board of Directors may, from time to time determine.

V.

The capital stock of this corporation shall be common stock, and the rights pertaining thereto shall, in all respects, be equal, and may be increased or decreased as provided by the laws of the State of Idaho. The authorized capital stock, shares, and par value shall be as follows:

<u>AUTHORIZED CAPITAL STOCK</u>	<u>SHARES</u>	<u>PAR VALUE PER SHARE</u>
\$50,000.00	500	\$100.00

VI.

The names of the persons forming this corporation, together with their post office addresses and the amount of shares actually subscribed by them are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Wesley Grover	Hamer, Idaho	1 share
Paul Thompson	530 South 400 East, Centerville, Utah	1 share
G. Blaine Ramey	661 Teton Rd., Blackfoot, Idaho	1 share

VII.

The annual meeting of the shareholders shall be held on the third Thursday of December of each year in the registered office of the corporation, and at all meetings of stockholders, cumulative voting shall be allowed and each stockholder may vote by proxy.

VIII.

The Board of Directors of this corporation shall consist of three persons, and each shall hold office for one year or until their successors are elected and

qualified. The annual directors' meeting shall be held immediately following the meeting of the shareholders of the corporation and at the same place. Until the organizational or next meeting of the Board of Directors and until their successors are elected and qualified, the following persons shall serve as directors of this corporation: WESLEY GROVER, PAUL THOMPSON and G. BLAINE RAMEY

IX.

The executive officers of this corporation shall be a president, vice-president, secretary and treasurer, which such officers are to be elected from the Board of Directors and the president, when elected, shall be the chairman of the board for the next ensuing year; provided, that the officers of vice-president, secretary and treasurer may be held by one and the same person. The Board of Directors shall have power to fill any vacancies in the Board of Directors or any other office and shall have the power to appoint an assistant secretary and an assistant treasurer, neither of whom need to be shareholders of this corporation.

X.

The directors of this corporation shall serve without compensation unless otherwise expressly provided by the unanimous vote of the Board of Directors and compensation, if any, of the executive officers shall, at the discretion of the Board of Directors, be fixed and determined and from time to time altered, modified or changed.

XI.

The corporation shall have a seal, circular in shape, the design of which shall be fixed by the Board of Directors, and which shall contain the following words: "Foot Hills Cattle Company, Idaho, Organized 1973". The secretary of said corporation shall have the custody of the official seal of said corporation and shall affix the same to all documents requiring the same.

XII.

The Board of Directors shall have plenary powers and discretion without the assent or vote of the stockholders to make, adopt and amend, and rescind By-Laws and to make all rules and regulations deemed expedient for the conduct of the business of the corporation; to fill vacancies occurring in the Board of Directors from any cause; to appoint from its own number an executive committee and vest said committee with all the powers granted the Directors by these Articles; to affix the times of declaration and payment of dividends; to fix and vary the amounts to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation, or any part thereof; and generally, to do whatever in its judgment may be necessary or advisable to promote the welfare of the corporation and to further its lawful activities.

XIII.

(a) Each shareholder of the corporation shall be entitled to full preemptive or preferential rights, as such rights are defined by law, to subscribe for or purchase his proportional part of any shares which may be issued at any time by the corporation.

(b) Any shareholder desiring to sell any of the shares of the corporation shall first offer said shares to the corporation and the other shareholders in the following manner:

1. Such shareholder shall give written notice by registered mail to the secretary of the corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The corporation shall have 10 days from the receipt of such notice within which to exercise its option to purchase all or any

full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the corporation.

2. In the event that the corporation should fail to purchase all of such shares within the said 10 day period, the secretary of the corporation shall, within 5 days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the corporation. Within 10 days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

3. If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

4. If none or only a part of the shares offered for sale is purchased by the corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to

such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the corporation.

5. Any sale of the shares of the corporation shall be null and void unless the provisions of this Article XIII(b) are strictly observed and followed.

IN WITNESS WHEREOF, We have hereunto set our hands this 8th day of June, 1973.

Wesley M. Grover
Wesley Grover

Paul Thompson
Paul Thompson

G. Blaine Ramey
G. Blaine Ramey

STATE OF IDAHO)
County of Bingham : ss

On this 8th day of June, 1973, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Wesley M. Grover, known to me to be the person whose name is subscribed to the within and foregoing Articles, 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.

Jarvis J. Ellis
Notary Public for Idaho
Residing at: Blackfoot, Idaho
My Commission Expires:
10-14-73

(SEAL)

STATE OF Idaho)
County of Blaine) : ss

On this 8th day of June, 1973, before me, the undersigned Notary Public in and for the above named State, personally appeared Paul Thompson, known to me to be the person whose name is subscribed to the within and foregoing Articles, 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.

Sarah J. Ellis
Notary Public for: Idaho
Residing at: Blackfoot, Idaho
My Commission Expires: 10-14-73

(SEAL)

STATE OF IDAHO)
County of Bingham) : ss

On this 8th day of June, 1973, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared G. Blaine Ramey, known to me to be the person whose name is subscribed to the within and foregoing Articles, 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.

Sarah J. Ellis
Notary Public for Idaho
Residing at Blackfoot, Idaho
My Commission Expires: 10-14-73

(SEAL)