

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JNR RANCH, INC.

File number C 108907

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: January 5, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibley*

Jan 5 8 44 AM '95

ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

JNR RANCH, INC.

IDAHO SECRETARY OF STATE
P: 208-333-0900 FAX: 208-333-2847
54178 2
CUST# 28476
CORP
100.00= 100.00

We, the undersigned natural persons of the age of eighteen
(18) years or more, having this day voluntarily associated
ourselves together acting as incorporators for the purpose of
forming a corporation under the Idaho Business Corporation Act, do
hereby adopt the following articles of incorporation for such
corporation.

ARTICLE I

NAME AND DURATION

The name of the corporation shall be JNR RANCH, INC., and its
duration shall be perpetual.

ARTICLE II

PURPOSE

The principal purpose for which the corporation is organized
is to engage in the business of farming and cattle ranching. The
corporation shall further be authorized to acquire, manage,
mortgage, pledge or otherwise deal in real or personal property,
to participate in general or limited partnerships, to establish
and franchise other similar businesses, and to carry on such other
business as may be necessary, convenient, or desirable and to
engage in all other activities and businesses not prohibited by
law.

ARTICLE III

CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall
have the authority to issue is 50,000 shares of common stock

C

having a par value of \$1.00 each for a total capitalization of \$50,000.00. When finally paid, such stock shall be voting, nonassessable and not subject to call.

The corporation shall have the power to adopt by appropriate bylaw a provision or provisions restricting the sale or transfer of shares of stock, provided the same shall be in accordance with applicable law, and this restriction on the right of each stockholder to sell his stock, if any is made, shall be shown on the stock certificate at the time it is issued, or if issued prior thereto, at the time said restriction is adopted.

ARTICLE IV

MANAGEMENT OF CORPORATION

The regulation of the internal affairs and the activities and duties of the officers and directors are set forth in the bylaws. The bylaws may be adopted, amended or repealed by a majority vote of the directors voting at a meeting attended by a majority of the directors or by a majority vote of the shareholders voting at a shareholders' meeting.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 58 South 3200 West, Weston, Idaho 83286. The name of the initial registered agent is Jim Naylor. The signature of this registered agent is set forth on the signature page of these articles of incorporation.

ARTICLE VI

CUMULATIVE VOTING

Every shareholder entitled to vote at the election of directors may accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII

DIRECTORS

The number of directors constituting the board of directors of the corporation shall vary from two (2) to nine (9) members, as fixed and determined from time to time by the bylaws; provided, however, that so long as the corporation has fewer than two (2) shareholders, it may also have a board of directors made up of a single director. The initial board of directors shall consist of two (2) members as first directors, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
JIM NAYLOR	58 South 3200 West Weston, Idaho 83286
KAREN NAYLOR	58 South 3200 West Weston, Idaho 83286

ARTICLE VIII

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS

To the fullest extent permitted by the Idaho Business Corporation Act or any other applicable law as now in effect or as

it may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a director. The corporation shall indemnify and pay for or advance expenses incurred by a director who is made a party to a proceeding, within the meaning of such laws, because such person is or was a director of the corporation.

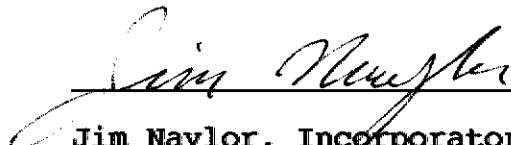
ARTICLE IX

INCORPORATORS

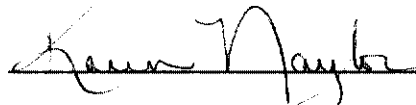
The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JIM NAYLOR	58 South 3200 West Weston, Idaho 83286
KAREN NAYLOR	58 South 3200 West Weston, Idaho 83286

DATED this 30 day of December, 1994.



Jim Naylor, Incorporator



Karen Naylor, Incorporator