

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

P & B CATTLE CO., INC.

was filed in the office of the Secretary of State on the Twenty-seventh day
of April A.D. One Thousand Nine Hundred Sixty-five and
~~will be~~ ^{will be} duly recorded on ~~File Number~~ ^{File Number} 511 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
Boise, in the County of Ada.

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 27th day of April,
A.D., 1965.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
P & B CATTLE CO., INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age, residents of the State of Idaho, and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the general laws governing incorporation of the State of Idaho and acts amendatory thereof and supplemental thereto, do hereby certify as follows and adopt the following Articles of Incorporation for such corporation:

I.

The name of the proposed corporation is and shall be:
P & B CATTLE CO., INC.

II.

The location and post office address of the registered office of the corporation is 222 North 15th Street, Boise, Idaho.

III.

The purposes and objects for which the corporation is formed are:

- (a) To generally engage in the business of buying, selling, growing, feeding, breeding and transporting livestock and to engage in all activities necessary to the furtherance of said business;
- (b) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer or otherwise deal in all kinds and types of personal property.

(c) To purchase or otherwise acquire, own, hold, sell, or otherwise dispose of, rent, lease, improve and mortgage real estate of all types or kinds; to acquire, lease or construct buildings or other improvements;

(d) To make, perform, carry out or otherwise deal in contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with the government, federal or state, or any agency thereof;

(e) To borrow money, to make, draw, accept, endorse, transfer, assign, execute and issue promissory notes, or other evidences of indebtedness, and for the purpose of securing any obligations or contracts to convey, transfer, assign, deliver, mortgage or pledge all or any part of its property or assets, real or personal;

(f) To acquire, hold, sell, reissue or cancel any share of its own capital stock;

(g) To have one or more offices to carry on all or any part of its operations and business;

(h) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State of Idaho, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any one of the objects herein named.

The foregoing clauses are to be construed as both objects and powers and it is expressly hereby provided that the enumeration herein of specific objects and powers shall not be held to restrict in any manner the general powers of the corporation.

IV.

The corporation is to have perpetual existence.

V.

The amount of capital stock of this corporation shall be 250 shares of common stock of no par value. Said stock is to be nonassessable, and of equal rights and privileges.

VI.

The number of directors of this corporation shall be not less than three nor more than five, provided that the first board of directors of the corporation shall be three in number. The shareholders may, from time to time, as provided in the by-laws, within the limits above set forth, prescribe the number of directors. The directors shall hold office until the next annual meeting of shareholders. The first board of directors of the corporation shall be elected within 30 days from the date of the incorporation of the corporation.

VII.

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts or obligations, and the shares of the corporation shall not be subject to assessment.

VIII.

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

<u>Ed. A. Padgett, Box 2561, Boise, Idaho -</u>
<u>25 shares</u>
<u>William A. Boston, Box 2561, Boise, Idaho -</u>
<u>25 shares</u>
<u>Dolores V. Padgett, Box 2561, Boise, Idaho -</u>
<u>25 shares</u>

IX.

The board of directors of the corporation shall have the power to adopt, amend and repeal the by-laws of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands to these Articles of Incorporation this 10 day of April, 1905.

April 12, 1965

Notary Public for Idaho

Boise, Idaho

STATE OF IDAHO)
)
County of Ada) ss.

On this _____ day of April, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared W. E. PALCETT, ELLIAN A. BOSTON and DOLORES V. PALCETT, known to me to be the persons whose names are subscribed to the within and 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
Residing at Boise, Idaho