

State of Idaho

Department of State

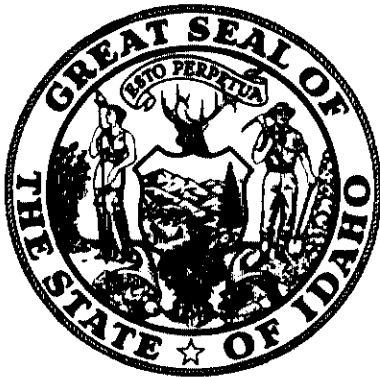
CERTIFICATE OF INCORPORATION OF

BAR G RANCH, INC.

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: December 14, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by *Seda M...*

REC. 1250
SEC. 1250

**ARTICLES OF INCORPORATION
OF**

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BAR G RANCH, INC.

THE UNDERSIGNED, a natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the Laws of the State of Idaho, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is BAR G RANCH, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES AND POWERS

The purposes for which this corporation is organized and the powers appurtenant thereto are as follows:

a. Ranch management To engage in a general livestock and ranching business, both on its own account and as agent; to fee, range, graze, manage, herd, control, brand, care for, purchase, market, and sell livestock of every kind, both on its own account and as agent for other persons or corporations; and to buy, lease, cultivate, manage, operate, and sell ranch properties and products therefrom both on its own account and as agent for other persons or corporations.

b. Statutory Powers This corporation shall have all powers innumarated in Section 30-1-4, Idaho Code (1979).

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of \$1.00 par value. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office and the name of its initial registered agent at such address are as follows:

Daryl Teuscher
Box 24
Geneva, Idaho 83238

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) directors who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify, the names and addresses of whom are as follows:

<u>Name</u>	<u>Address</u>
James E. Schroeder	5181 South 200 East Ogden, Utah 84405
Elva Schroeder	5181 South 200 East Ogden, Utah 84405
Robert S. Westover	121 South 5 East Brigham City, Utah 84302

ARTICLE VII - INCORPORATOR

The name and address of the sole Incorporator is as follows:

Name

Address

James E. Schroeder

5181 South 200 East
Ogden, Utah 84405

**ARTICLE VIII
COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS**

Subject to the limitations provided in Section 30-1-54 (2), Idaho Code (1979), no contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 10th day of December, 1987.



James E. Schroeder
INCORPORATOR

STATE OF UTAH)
) ss.
COUNTY OF WEBER)

The undersigned Notary Public hereby certifies that on the 10th day of December, 1987, JAMES E. SCHROEDER personally appeared before me and after being duly sworn declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Suzanna Lynn Leblatt
Notary Public
Residing at Morgan, Utah

My commission expires:

12-5-90