

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

GRAZING, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **2nd** day of **June** 19 **58**, a properly authenticated copy of its articles of incorporation, and on the **2nd** day of **June** 19 **58**, a designation of **Odetta Williams** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **2nd** day of **June**, A.D. 19 **58**.

Secretary of State.

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION

FIRST:-- The name of this Corporation is **ORAZINO, INC.**

SECOND:-- Its principal office or place of business in the State of Delaware is to be located at 927-929 Market Street in the City of Wilmington, County of New Castle, and the resident agent in charge of said office and upon whom legal process may be served shall be the COLONIAL CHARTER COMPANY, 927-929 Market Street, Wilmington, Delaware.

THIRD:-- The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any or all of the things herein set forth as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To purchase, lease, rent, hire, or in any manner acquire, hold, own, use, enjoy, operate, develop, mortgage, sell, or in any manner turn to account or dispose of land of any class, character or description, and especially farm, agricultural, grazing, timber and other lands, and thereon or thereof, to build, construct or cause to be built or constructed, or in any manner to acquire dwellings, stables, barns, storehouses, warehouses or buildings or structures of any kind, and thereon, therein or otherwise, to breed, raise, care for, buy, sell or deal and trade in cattle, hogs, swine, sheep, horses, poultry or other animal, beast, fowl or fish, whether domestic, tame, wild or otherwise, and to plant, grow, purchase or in any manner acquire, use, sell, vend, deal and trade in, barter and exchange, or in any manner turn to account or dispose of fruits, vegetables, grain, alfalfa, hay, dairy products,

timber, lumber or any other article or thing which may be produced on any land acquired by the company, or otherwise.

To purchase for investment or resale, and to traffic in lands and houses and other property of any tenure, and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or houses or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property, and any other property, whether real or personal.

To create, buy, and sell oil and gas royalties and leases and all kinds of mineral royalties and leases; deal in real estate; operate oil, gas and mineral claims, and to do all acts and things incidental or connected with the carrying on of any such business.

The purchase, importing or otherwise obtaining of livestock, equipment, feeds, grazing leases and grazing lands for its tenants, renters or anyone else who may desire the same, or

The breeding, raising or production of livestock of or for its lessees, tenants, renters, or anyone else desiring the same, or

The marketing, selling, exporting, or otherwise disposing of livestock, equipment, or feed, or

The moving, driving, hauling, trucking, shipping, importing, exporting, handling, or otherwise transporting of livestock and equipment, or

The identifying, branding, tattooing, handling, brand registering, segregating, classifying, recording, or otherwise identifying the livestock, or

The vaccinating, innoculating, spraying, dipping, observing,

examining, treating, disinfecting, handling, or otherwise looking after the health or welfare of the livestock of its lessees, or any other cattle placed with Grazing, Inc., on a percentage basis of weights, gains, or straight fees per month per head, and the obtaining of insurance against the death of such livestock, or

The rounding up, locating, searching for, or otherwise recovering of strayed livestock of its lessees or renters, or

The pasturing or feeding of such livestock, or

The weighing, judging, grading, sorting, culling, classifying, or otherwise determining or dealing with the grade or characteristics or breed of such livestock, or

The purchase, lease, sale, or other acquisition, use, or disposition, of real or personal property, or both, for use in connection with the above-enumerated activities, or

The purchase, hiring or use of machinery, equipment, supplies or feed for its lessees or any other person or persons who may wish the same to be purchased or leased by Grazing, Inc., or

The financing of the above-enumerated activities, including borrowing of money and giving security therefor, or

Any one or more of the activities herein specified.

To promote, foster and encourage the intelligent and profitable purchase, production and marketing of livestock;

to render any service and to provide any facility to its lessees or purchasers of land or cattle or leases in any manner connected with the purchase, production, movement, or marketing of livestock, or in the purchase, raising, or furnishing of feed, or in the purchase or supplying of machinery, equipment and supplies, or in furnishing information.

To purchase, lease, construct or otherwise acquire and maintain one or more receiving yards with such equipment as is proper, necessary or convenient to receive, handle, identify, brand, tatoo, segregate, classify, weigh, judge, grade, sort, cull, vaccinate, inoculate, spray, dip, disinfect, treat, observe, inspect, or otherwise handle the cattle of its lessees or renters, or tenants, and to operate and conduct the same.

To purchase, contract for, deal in, handle and sell all cattle supplies, machinery, tools, farming implements and equipment, feeds, seeds, fertilisers, fuel for the operation of equipment, wire, fencing, posts, salt, trucks, trailers, scales, squeezes and other personal property used in connection with the production of cattle and feed, or in any manner connected with the business of raising cattle or any other livestock for its lessees, renters, or anyone else who may desire same.

IN FURTHERANCE AND NOT IN LIMITATION of the privileges of this corporation it shall be lawful to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, transfer, or in any manner dispose of, and to deal and trade in real estate, goods, wares, merchandise and property of any and every class and description, and in any part of the world.

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State, or any other State, Country, nation or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences

of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise.

To conduct business in any of the states, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries; to have one or more offices therein, and therein to hold, purchase, mortgage and convey real and personal property, without limit as to amount, and therein to hold the meetings of Incorporators, Stockholders and Directors of this Corporation.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, and either alone or in company with others.

To purchase, hold and reissue any of the shares of its capital stock.

IN GENERAL to carry on any other business in connection therewith not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

FOURTH:- This corporation shall be authorized to issue Twenty-five Hundred (2500) shares of stock of no par value

The stock of no par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the board of directors, and any and all such shares so issued, when the consideration therefor fixed by the board of directors has been fully paid or delivered, shall be full paid stock and shall not be liable to any further call or assessments thereon.

The amount of capital with which this corporation will commence business is One Thousand Dollars (\$1,000.).

FIFTH:- The names and places of residence of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
S. Golden	Wilmington, Delaware
A. L. Lewis	Wilmington, Delaware
E. F. Bradway	Wilmington, Delaware

SIXTH:- The existence of this Corporation is to be perpetual.

SEVENTH:- The private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH:- The directors shall have power to make and to alter or amend the by-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed bonds, mortgages and liens without limit as to amount upon the property and franchises of this Corporation.

With the consent in writing or pursuant to an affirmative vote of the holders of fifty-one percent (51%) of the voting stock issued and outstanding, the directors shall have authority to dispose, in any manner, of the whole property of this Corporation.

The by-laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by law, or the by-laws, or by resolution of the stockholders.

The directors shall have power by a resolution passed by a majority vote of the whole board, under suitable provision of the by-laws, to designate two or more of their number to constitute an Executive Committee. which Committee

shall for a time being, as provided in said resolution or in the by-laws have and exercise any or all of the powers of the board of directors which may be lawfully delegated in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the said corporation to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make and file this Certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

Dated at Wilmington, Delaware, January 30, 1958.

In the presence of:

Margaret M. Lacey

[Signature] (SEAL)

A. L. Lewis (SEAL)

[Signature] (SEAL)

STATE OF **DELAWARE**

: ss:

COUNTY OF **NEW CASTLE**

BE IT REMEMBERED, That on this **30th** day of **January**,
A. D., **1956**, personally appeared before me, the subscriber,
a Notary Public for the State of Delaware, **S. Golden**,
A. L. Lewis and E. F. Bradway - - - - - the parties
to the foregoing Certifciate of Incorporation, known to me
personally to be such, and severally acknowledged the said
Certificate of Incorporation to be their act and deed, and
that the facts herein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Margaret M. Rusey
Notary Public



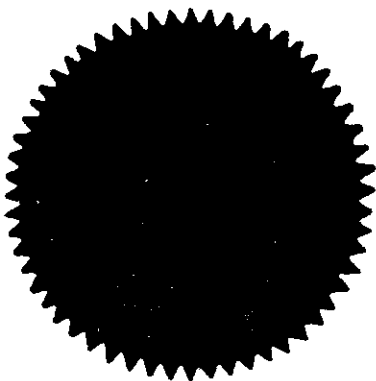
State of Delaware



Office of Secretary of State.

I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "GRAZING, INC.", as received
and filed in this office the first day of February, A.D. 1956,
at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this ninth day
of May in the year of our Lord
one thousand nine hundred and fifty-eight.



John N. McDowell
Secretary of State

M. L. Landon

Asst. Secretary of State