



Department of State.

CERTIFICATE OF INCORPORATION

FRANK E. DEAL
I, ~~ARNOLD WILSON~~, 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

THE O K RANCH, INC.

was filed in the office of the Secretary of State on the ~~Twenty-seventh~~ day of **JANUARY** A.D. One Thousand Nine Hundred ~~Sixty-seven~~ and ~~will be~~ duly recorded on ~~Standard Microfilm~~ 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

Council

in the County of Adams

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 January, A.D., 19 67.

Secretary of State.

1 ARTICLES OF INCORPORATION

2 of

3 The O K RANCH, Inc.

4 KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned RICHARD E.
5 ARMACOST, ERMA E. ARMACOST, GARY R. ARMACOST, ELLEN M. ARMACOST and CARL H.
6 SWANSTROM, each being a natural person of full age, and a citizen of the United
7 States of America, do hereby voluntarily associate ourselves together for the
8 purpose of forming a corporation under the laws of the State of Idaho, and we
9 do hereby certify, declare and adopt the following Articles of Incorporation:

10 I.

11 The name of this corporation shall be THE O K RANCH, INC.

12 II.

13 The period of existence and duration of the life of this corporation
14 shall be perpetual.

15 III.

16 The location of the registered office of this corporation is the O K
17 Ranch, 11 miles northwesterly of Council, in Adams County, Idaho, and its post
18 office address is Council, Idaho.

19 IV.

20 The nature of the business and the objects and purposes of this
21 corporation shall be:

22 To carry on the general business of farming; to raise, produce, buy,
23 grow or otherwise acquire, hold, handle, mortgage, sell, hypothecate, or other-
24 wise dispose of farm products; to seed, cultivate, and raise farm crops, forage
25 and pasture; to clear lands; to eradicate weeds; to harvest crops, and do
26 everything else necessary to farm land; to buy, hold, handle, mortgage and sell
27 farm equipment and machinery; to do everything to operate, run, sell, buy,
28 mortgage and acquire both real and personal property for the conduct of a
29 general farming business.

30 To carry on the general business of farming and the general livestock
31 business; to raise, produce, buy, grow or otherwise acquire, hold, handle,
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1 mortgage, sell, hypothecate or otherwise dispose of livestock and products of
2 livestock, including dairy products and to deal and traffic generally therein;
3 to do everything necessary to run, sell, buy, mortgage and acquire cattle and
4 range lands.

5 To purchase real estate, make and purchase materials for the construct-
6 ion of buildings; to erect buildings; to own, to manage, operate, lease and
7 sell buildings; also, to buy or otherwise acquire real estate, and to subdivide,
8 plat and sell the same, and generally to buy, sell and deal in real and personal
9 property of every kind and description, and to own, hold, improve, develop and
10 manage any real estate or personal property and to erect and cause to be erect-
11 ed on any lands owned, held or occupied by the corporation, buildings or other
12 structures with their appurtenances and to mortgage, sell, lease or otherwise
13 dispose of any lands or interests in lands and in any buildings or other
14 structures at any time owned or held by the corporation; to conduct a general
15 brokerage, agency and commission business for others in the purchase, sale and
16 management of real estate for others and the negotiation of loans thereon; in
17 general, to conduct a general building and construction business and a general
18 real estate business.

19 To enter into, make and perform and carry out contracts of every sort
20 and kind with any person, firm, association or corporation, municipality, body
21 politic, country, territory, district, state and government.

22 To institute, enter into, carry on, assist, promote or participate in
23 financial, commercial, mercantile, industrial and other businesses, works,
24 enterprises, undertakings and operations.

25 To purchase, hold, sell, assign, transfer, mortgage, pledge or other-
26 wise dispose of shares of the capital stock of, or any bonds, securities or
27 evidences of indebtedness created by, any other corporation or corporations
28 organized under the laws of this State or any other state, country, nation or
29 government, and while the owner thereof, to exercise all the rights, powers
30 and privileges of ownership.

31 To apply for, secure, acquire by assignment, transfer, purchase or
32 otherwise, and to exercise, carry out and enjoy any charter, license, power,

1 authority, franchise, concession, rights or privileges, which any government
2 or authority or any corporation or other public body may be empowered to grant;
3 and to pay for, aid in and contribute toward carrying the same into effect, and
4 to appropriate any of the corporation's shares of stock, bonds and assets to
5 defray the necessary costs, charges and expenses thereof.

6 To acquire, and pay for in cash, stock or bonds of this corporation or
7 otherwise, the good will, rights, assets and property and to undertake or
8 assume the whole or any part of the obligations or liabilities of any person,
9 firm, association or corporation.

10 To draw, make, accept, endorse, discount, execute and issue promissory
11 notes, bills of exchange, and other negotiable or transferable instruments.

12 In the purchase or acquisition of property business, rights or
13 franchises, or for additional working capital, or for any other object in or
14 about its business or affairs, and without limit as to amount, incur debts, and
15 to raise, borrow, and secure the payment of money in any lawful manner, includ-
16 ing the issue and sale or other disposition of bonds, debentures, obligations,
17 negotiable and transferable instruments and evidences of indebtedness of all
18 kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

19 To carry on any other business, which may seem to the corporation
20 capable of being conveniently carried on in connection with its business or cal-
21 culated directly or indirectly to enhance the value of or render profitable any
22 of the corporation's property or rights.

23 The said corporation may perform any part of its business outside the
24 State of Idaho, in the other states, in the District of Columbia, territories
25 or possessions, or dependencies of the United States.

26 To do each and everything necessary, suitable, useful or advisable for
27 the accomplishment of any one or more of said objects, or which shall, at any
28 time, appear to be conducive to or expedient for the benefit of said corporat-
29 ion in connection therewith.

30 To do each and all things set forth herein to the same extent and as
31 fully as natural persons might or could do in the State of Idaho, and in any
32 other state, country or place.

1 To purchase, hold, sell and transfer the shares of its own capital
2 stock; provided, it shall not use its funds or property for the purchase of its
3 own shares of capital stock when such use would cause any impairment of its
4 capital; and provided, further that shares of its own capital stock belonging
5 to it shall not be voted upon directly or indirectly.

6 To have one or more offices, to carry on all or any of its operations
7 and business and without restriction or limit as to amount, to purchase, or
8 otherwise acquire, to hold, own, mortgage, sell, convey or otherwise dispose of
9 real and personal property of every class and description in any of the States,
10 Districts, territories, dependencies, possessions or colonies of the United
11 States.

12 The foregoing clauses shall be construed as objects, purposes and
13 powers; and it is hereby expressly provided that any enumeration of specific
14 powers shall not be held to limit or restrict in any manner the powers of this
15 corporation.

16 In general, to carry on any other business in connection with the fore-
17 going, and to have and exercise all the powers conferred by the laws of the
18 State of Idaho upon corporations.

19 V.

20 In furtherance, and not in limitation of the powers conferred by
21 statute, the Board of Directors is expressly authorized:

22 To make and alter by-laws of this corporation, to fix the amount to be
23 reserved as working capital over and above its capital stock paid in, and to
24 authorize and cause to be executed mortgages and liens upon the real and
25 personal property of this corporation.

26 If the by-laws so provide, to designate two or more of its members to
27 constitute an executive committee, which committee shall for the time being,
28 as provided in said resolution or in the by-laws of this corporation, have and
29 exercise any or all of the powers of the Board of Directors in the management
30 of the business and affairs of this corporation, and have power to authorize
31 the seal of this corporation to be affixed to all papers which may require it.

32 Pursuant to the affirmative vote of the holders of at least a majority

1 of the stock issued and outstanding, having voting power, given at a stockhold-
2 ers' meeting duly called for that purpose, or when authorized by the written
3 consent of at least a majority of the holders of the voting stock issued and
4 outstanding, the Board of Directors shall have power and authority at any meet-
5 ing to sell, lease or exchange all of the property and assets of this corporat-
6 ion, including its good will and its corporate franchises, upon such terms and
7 conditions as its Board of Directors decree expedient and for the best interest
8 of the corporation.

9 This corporation may in its by-laws confer powers upon its directors in
10 addition to the foregoing, and in addition to the powers and authorities
11 expressly conferred upon them by statute.

12 VI.

13 The capital stock of this corporation shall be ONE HUNDRED FIFTY
14 THOUSAND DOLLARS (\$150,000.00), divided into FIFTEEN HUNDRED (1500) shares of
15 common stock of the par value of ONE HUNDRED DOLLARS (\$100.00) each. No dis-
16 tinction shall exist between the shares of this corporation and all such shares
17 shall have the same rights in the corporation.

18 VII.

19 All or any portion of the capital stock may be issued for cash or in
20 payment for real or personal property, services, or any other right or thing of
21 value, for the uses and purposes of the corporation, and when so issued shall
22 become and be fully paid, the same as though paid for in cash at par; and the
23 directors shall be the sole judges of the value of any property, right or thing
24 acquired in exchange for capital stock.

25 VIII.

26 From time to time the capital stock may be increased according to law,
27 and may be issued in such amounts and proportions as shall be determined by the
28 Board of Directors, and as may be permitted by law.

29 IX.

30 The private property of the stockholders shall not be subject to the
31 payment of corporate debts to any extent whatsoever.
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X.

The names and post office address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
RICHARD E. ARMACOST	Council, Idaho	50	\$5,000.00
ERMA E. ARMACOST	Council, Idaho	50	\$5,000.00
GARY R. ARMACOST	Council, Idaho	1	\$ 100.00
ELLEN M. ARMACOST	Council, Idaho	1	\$ 100.00
CARL H. SWANSTROM	Council, Idaho	1	\$ 100.00

XI.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

WE THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuant of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectfully agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals in the day and year in the certificate below written.

Richard E. Armacost (SEAL)
Richard E. Armacost

Erma E. Armacost (SEAL)
Erma E. Armacost

Gary R. Armacost (SEAL)
Gary R. Armacost

Ellen M. Armacost (SEAL)
Ellen M. Armacost

Carl H. Swanstrom (SEAL)
Carl H. Swanstrom

1 STATE OF IDAHO)
2 : ss.
3 County of Adams)

4 On this 14th day of December, 1966, before me, the undersigned, a
5 Notary Public in and for said County and State, personally appeared, RICHARD E.
6 ARMACOST, ERMA E. ARMACOST, GARY R. ARMACOST, ELLEN M. ARMACOST and CARL H.
7 SWANSTROM, known to me to be the persons whose names are subscribed to the
8 within and foregoing instrument, and acknowledged to me that they executed the
9 same, in triplicate.

10 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
11 seal the day and year in this certificate first above written.

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14 Notary Public in and for the State of
15 Idaho.
16 Residing at Council, Idaho.
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