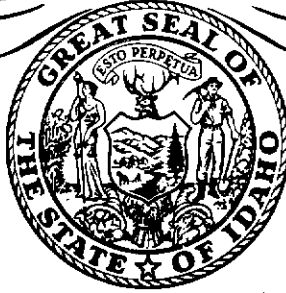


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

THOMPSON RANCH CO.

was filed in the office of the Secretary of State on **December 7**, 19 **78**
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 **Craigmont** in the county of **Lewis**.

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 **7th**
day of **December**, A.D., 19 **78**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

70 DEC 7 AM 8 26

of

THOMASON RANCH CO.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a business corporation in compliance with Chapter One, Title 30, Idaho Code, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation shall be THOMASON RANCH CO.

ARTICLE TWO

Purposes

The purposes for which said corporation is formed and organized are:

Anywhere in the United States and its territories, and particularly in the State of Idaho, to engage in and carry on any part of the following businesses, to-wit:

- (1) To purchase, lease, own, improve, equip, operate and manage farms and engage in any agricultural pursuit or undertaking;
- (2) To produce, store, process and market all agricultural products;
- (3) To buy, sell, exchange and in every other manner deal with farm machinery, parts, accessories and equipment;
- (4) To engage in the business of farming and livestock raising;
- (5) To borrow money and issue, sell or pledge bonds, promissory notes, titles of exchange, debentures and other obligations and evidences of indebtedness, payable at a specific time or times whether secured by mortgage, security agreement or otherwise, or unsecured;

(6) To buy, sell, exchange and in every other manner deal with timber, timber products, timber lands, Christmas Trees and forest products;

(7) To buy, or otherwise acquire, real estate, and to subdivide, plot, and sell the same, and generally to buy, sell and deal in real and personal property of every kind or description in such manner, and upon such terms as the board of directors may determine; to act as trustee and in every kind of fiduciary capacity;

(8) The purchase, or establishment or operation of a resort and recreational facilities, hunting and fishing lodges, parks, hotels, motels, cottages, and restaurant for the conveniences and entertainment of the public, and to provide, construct and operate such facilities as may be necessary or convenient in connection with the same;

(9) To purchase, acquire, through the issuance of its capital stock, or otherwise own, hold, lease, either as Lessor or Lessee, sell, exchange, mortgage, deed in trust, plant or improve, cultivate, develop, construct, maintain, equip, operate, and generally deal in any and all lands, improved and unimproved, condominiums, dwelling houses, apartment houses, retirement homes, hotels, motels, business blocks, office buildings, stores, shops, and any other buildings of any kind, and the products and avails thereof, and in any and all other property of any kind, and every kind or description, real, personal and mixed, wheresoever situated;

(10) To buy, sell, trace, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such businesses as wholesalers, fleet, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary to or incidental to such business;

(11) To contract and hire labor necessary or convenient to the conducting and operation of said business;

(12) To use and apply surplus earnings or cumulative profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its board of directors shall determine; to invest surplus funds from time to time at the discretion of the board of directors;

(13) To appoint such officers, employees and agents as the business of the corporation may require, and to allow them compensation;

(14) To make by-laws not inconsistent with any existing law for the management of its business and property, and the regulation and conduct of its affairs, and the certification and transfer of its stock;

(15) To enter into contracts or obligations of any type or kind essential necessary or proper to the transaction of its ordinary affairs for the purpose of the corporation;

(16) To have one or more offices and places of business in and out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate in or outside of the State of Idaho;

(17) Generally to do all things necessary or convenient which are incidental to or connected with the general business above mentioned, which a natural person might or could do;

(18) Additional to the foregoing, to have all of the powers of corporation provided by the laws of the State of Idaho, and particularly all of the rights and powers set forth in Idaho Code 30-114, and all laws amendatory and supplemental thereto;

ARTICLE THREE

Existence

The corporation shall have a perpetual existence.

ARTICLE FOUR

Location

The registered office and place of business of this corporation shall be at Craigmont, in the County of Lewis, State of Idaho, and William J. Thomason, Route 1, Craigmont, Idaho, is the registered agent at that office. The corporation office address may be changed by the Board of Directors, and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho as the Board of Directors may decide upon and business meetings of the corporation and the business of the corporation transacted there.

ARTICLE FIVE

Capital Stock

The capital stock of this corporation shall consist of 2500 shares of capital stock, same being common voting stock, at \$100.00 per share par value, for a total capitalization of \$250,000.00. Each share of common stock shall have one full vote at the stockholders' meetings of the corporation. Such shares of

stock shall have the following restrictions and qualifications:

(a) The shares of the corporation shall not be sold or transferred by any holder thereof without the written consent of all common stockholders, unless the same shall have first been offered for sale in writing to the corporation and second, to each of the other common stockholders of the corporation at a price that can be bona fide obtained from another. If the corporation has refused, in writing, to purchase said stock within 60 days after the receipt of such written offer of sale, or said period of 60 days has passed without acceptance of such offer by the corporation, then such written offer to sell shall be made to each common stockholder for a period of 30 days, and in the event such offer has not been accepted by either the corporation or the other common stockholders in the time specified, then such shares may be sold or transferred by the holder thereof to any person or corporation.

(b) In the case of the death of any stockholder the corporation shall have the first and prior right for a period of 90 days from the date of the death of said stockholder in which to purchase said stock at the book value of the corporation as shown by the financial statement of the corporation prepared by the regular accountant of the corporation as of the date of death of the stockholder or the price that the administrator or executor of the deceased stockholder can bona fide obtain from another, whichever method of valuation the deceased heirs may elect. In the event said corporation fails or refuses to purchase said stock within said 90 days then each common stockholder shall have 30 days to purchase said stock. In the event such stock has not been purchased by either the corporation or any other common stockholder in the time specified, then the administrator or executor of the estate of the deceased stockholder may sell or transfer said shares to any person or corporation.

(c) When the Board of Directors so determines, any increase in common stock of the corporation shall be first offered, at par, pro-rata to the common stockholders in relation to their then present holdings.

ARTICLE SIX

Incorporators

The names and addresses of the incorporators of this corporation, and the number of shares of stock of the corporation for which each has subscribed, are as follows:

<u>Name & Address:</u>	<u>Shares:</u>
M. Mason Thomason	Route 1 Craigmont, Idaho
Vance R. Thomason	Route 1 Craigmont, Idaho

William J. Thomason
Ardis C. Thomason
Dennis K. Thomason

Box A,
Reubens, Idaho
Route 1
Craigmont, Idaho
Ferdinand, Idaho

ARTICLE SEVEN

Directors

The number of directors of this corporation shall be not less than three or more than seven, except that in the event all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but not less than the number of stockholders, and the number of qualifications, terms of office, manner of election, time and place of meetings, and powers of directors and their duties, shall be such as are prescribed by the by-laws of this corporation.

The Board of Directors of this corporation shall be, and they are authorized to determine the value of any property or consideration other than money, which is offered, tendered or paid for corporation stock.

The initial Board of Directors to serve until the first annual meeting of shareholders shall consist of the following persons:

<u>Name:</u>	<u>Address:</u>
M. Mason Thomason	Route 1, Craigmont, Idaho
Vance R. Thomason	Route 1, Craigmont, Idaho
William J. Thomason	Box A, Reubens, Idaho
Ardis C. Thomason	Route 1, Craigmont, Idaho
Dennis K. Thomason	Ferdinand, Idaho

ARTICLE EIGHT

By-Laws

The Board of Directors of this corporation shall have the power to adopt bylaws, and the same may be modified or amended by the Board of Directors, subject, however, to the power of the stockholders to change or repeal such bylaws.

ARTICLE NINE

Special Provisions

The following provisions are hereby agreed to for the purpose of regulating the conduct of the affairs of the corporation:

1. With the consent in writing, or pursuant to a vote of the holders of a majority of capital stock issued and outstanding and entitled to vote, the directors shall have authority to dispose, in any manner, of the whole property of this corporation.
2. The stockholders and directors shall have the power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Idaho at such places as may be from time to time designated by the by-laws or resolution of the stockholders, or directors, except as otherwise required by the laws of Idaho.
3. Any and all of the directors of the corporation may be removed at any time, with or without cause, by the holders of two-thirds of the issued and outstanding voting stock of the corporation.
4. The Board of Directors is expressly authorized to remove at any time, with or without cause, any officers of the corporation.
5. The corporation upon vote of the persons then holding two-thirds of the issued and outstanding voting stock of this corporation shall have the right at their election to dissolve the corporation and sell its assets, wind up its business affairs and distribute its assets and the proceeds thereof among its stockholders as they may severally be entitled to receive the same as aforesaid.
6. The corporation upon vote of the persons then holding two-thirds of the issued and outstanding voting stock of the corporation may amend its by-laws or apply for and accept amendments to its Certificate of Incorporation or Charter.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 5 day of ^{December} ~~November~~, 1978.

Ardis C. Thompson
Dennis K. Thompson Wyn J. Thompson
Wm. Mason Thompson Vance R. Thompson

STATE OF IDAHO)

County of Nez Perce) : ss

On this 5 day of December 1978, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared M. MASON THOMASON, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

William J. Jones
Notary Public in and for the State of:
Residing at: Lewiston

STATE OF IDAHO)

County of Nez Perce) : ss

On this 5 day of December 1978, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared VANCE R. THOMASON, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

William J. Jones
Notary Public in and for the State of:
Residing at: Lewiston

STATE OF IDAHO)

: ss

County of Nez Perce

On this 5 day of ^{December}~~November~~, 1978, before me, the undersigned,

a Notary Public in and for the State of Idaho, personally appeared WILLIAM J. THOMASON known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

William J. Jones
Notary Public in and for the State of Idaho,
residing at Burton, therein.

STATE OF IDAHO)

: ss

County of Nez Perce

On this 5 day of ^{December}~~November~~, 1978, before me, the undersigned,

a Notary Public in and for the State of Idaho, personally appeared ARDIS C. THOMASON known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

William J. Jones
Notary Public in and for the State of Idaho,
residing at Burton, therein.

STATE OF IDAHO)

: ss

County of Nez Perce

On this 5 day of ^{December}~~November~~, 1978, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared DENNIS K.
THOMASON known to me to be the person whose name is subscribed to the
within and foregoing instrument and acknowledged to me that he executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year hereinabove first written.

William J. J. J.
Notary Public in and for the State of Idaho,
residing at Lewiston, therein.