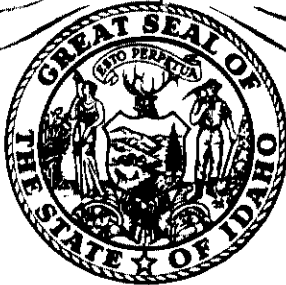


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

PETE T. CENARRUSA

I, ~~ARNOLD H. HARRIS~~

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

PINES GRAZING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the Twenty-fifth day of October A. D. One Thousand Nine Hundred Sixty-seven and

~~will be~~
~~is~~ duly recorded on ~~Microfilm~~ Microfilm 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 and Sections 30-1001 to 30-1005, inclusive, 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

May in the County of Lamhi

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 25th day of October,

A.D., 1967.

PETE T. CENARRUSA
Secretary of State

By Deputy

Secretary of State.

ARTICLES OF INCORPORATION

1 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all
2 of full age and all citizens of the United States, have this day
3 voluntarily associated ourselves together for the purpose of forming
4 a non-profit corporation under Title 30, Chapter 10, of the Idaho
5 Code, and we hereby certify:

ARTICLE I

6 That the name of the corporation shall be PINES GRAZING
7 ASSOCIATION, INC.

ARTICLE II

8 That the purpose or purposes for which said association is
9 formed are:

10 (a) To engage in the business of providing by purchase, lease
11 or otherwise, lands for grazing and recreational purposes in the
12 State of Idaho, for the use and benefit of its members and not for
13 the purpose of direct gain to the association itself or of the
14 members thereof.

15 (b) To own, operate and develop picnicking and other recrea-
16 tional or grazing facilities.

17 (c) To own, hold, purchase, acquire, lease and convey real and
18 personal estate; to borrow money for the use and needs of the
19 association; and to pledge and/or mortgage real, personal and
20 intangible property of said association as security therefor.

21 (d) To levy assessments upon its members for the acquisition
22 by lease, purchase or otherwise of grazing or forage producing
23 lands and for the construction and maintenance of improvements,
24 operation, repair and betterments of grazing lands; for the main-
25 tenance of equipment and facilities thereon and for payment of the
26 lawful obligations of the association.

27 (e) To do any and all things that may be incident or conducive
28 to the aforesaid objects, or any of them, and exercise the usual
29 powers of corporate bodies.

30 (f) To sue and be sued, complain and defend in any court of
31 law or equity.

32 (g) To have a corporate seal, which may be altered at pleasure

1 and to use the same by causing it or a facsimile thereof to be
2 impressed or affixed or reproduced or otherwise.

3 (h) To appoint such officers and agents as the business of the
4 association shall require and to allow them suitable compensation.

5 (i) To make by-laws not inconsistent with the constitution or
6 laws of the United States, or of this state, for the management of
7 its property; the regulation and government of its affairs; and,
8 for the certification and transfer of its membership certificates.

9 (j) to Wind up and dissolve itself, or to be wound up and
10 dissolved in the manner provided by the statutes of this state.

11 ARTICLE III

12 The principal place of business of the association shall be
13 located at May, in Lemhi County, State of Idaho.

14 ARTICLE IV

15 The affairs of the association shall be under the control of
16 seven (7) directors, and those who shall as directors manage the
17 affairs of the association for the first year and until their
18 successors are duly elected and qualified are:

19 Selby L. Hansen, President; Challis, Idaho
20 J. Ray Byrne, Vice-President; Terreton, Idaho
21 Harley W. Wallis, Secretary-Treasurer; May, Idaho
22 Ivan E. Gardner, Director; Route 1, Blackfoot, Idaho
23 Howard Dygert, Director; Pingree, Idaho
~~Jack Meadows, Director; 269 Monroe St., Blackfoot, Idaho~~
24 Sterling A. Murdock, Director; Terreton, Idaho
25 Ford D. Byrne, Director; Terreton, Idaho

26 At the first annual meeting following the expiration of the
27 one year period for which the directors herein designated will
28 serve, and at each annual meeting thereafter, a new Board of
29 Directors will be elected in accordance with the provisions of the
30 by-laws of the association and the laws of the State of Idaho, in
31 such cases made and provided.

32 ARTICLE V

Section 1. Membership in this association shall represent the
right to share with all other members in the use of the lands and
facilities of the association for grazing purposes, proportionately

1 within the limits as shall be established in the by-laws of the
2 association, subject to the payment of established grazing fees and
3 assessments, and subject to the provisions of the by-laws and
4 regulations adopted by the Board of Directors to prevent overgrazing
5 and other practices detrimental to the lands owned or operated by
6 the association. No member's individual liability shall extend
7 beyond the consideration paid by each member for his membership
8 certificate.

x 9 Section 2. ^{Priority} Priority for membership in this association shall
10 be given to operators of not larger than family size farms, with
11 rights as to length of tenure and proximity of location to the
12 grazing controlled by the association, sufficient in the judgment
13 of the Board of Directors, to enable such operators to make full
14 beneficial use of the grazing and services furnished by the
15 association. A family-size farm shall be construed to mean a farm
16 operated by one family which provides the entire management and
17 more than fifty percent of the labor for such operation. The
18 operator of a family size farm together with the members of his
19 immediate family shall be entitled to and shall hold only one member-
20 ship in the association.

21 Section 3. Membership in this association shall be transferable
22 and subject to mortgage or pledge only upon the approval of the
23 Board of Directors. The above provision shall be recited in all
24 certificates of membership issued.

25 ARTICLE VI

26 The by-laws of the association for the management of its
27 affairs shall be adopted by the members of said association, and
28 said members will be empowered to amend or repeal said by-laws in
29 accordance with the provisions thereof.

30 ARTICLE VII

31 Cumulative voting shall not be allowed. Each member shall be
32 permitted only one vote regardless of the number of members in his
immediate family.

ARTICLE VIII

This association shall have perpetual existence.

ARTICLE IX

The address of the initial registered office shall be May, Idaho, and the name of the initial registered agent for the service of process is Harley W. Wallis, Secretary-Treasurer, May, Idaho.

ARTICLE X

There shall be issued to each member a certificate of membership and the rights and interests of all members shall be equal.

IN WITNESS WHEREOF, The persons who have associated themselves together to form this corporation have hereunto set their hands, this 14th day of July, 1967.

ADDRESS:

Selby L. Hansen
Selby L. Hansen

Challis, Idaho

J. Ray Byrne
J. Ray Byrne

Terreton, Idaho

Harley W. Wallis
Harley W. Wallis

May, Idaho

Ivan E. Gardner
Ivan E. Gardner

Route 1, Blackfoot, Idaho

Howard Dygert
Howard Dygert

Pingree, Idaho

Jack Matsuura
Jack Matsuura

~~260 Monroe St., Blackfoot, Idaho~~

Sterling A. Murdock
Sterling A. Murdock

Terreton, Idaho

Blaine Hansen
Blaine Hansen

Mooreland, Idaho

Ford D. Byrne
Ford D. Byrne

Terreton, Idaho

Glenn Matsuura
Glenn Matsuura

~~1132 E. Walker, Blackfoot, Idaho~~

Ray Byrne
Ray Byrne

Terreton, Idaho

STATE OF IDAHO

County of Sedgewick --SS

On this 19 day of July, 1967, before me, the undersigned, a Notary Public in and for said state, personally appeared J. Ray Byrne, Ford D. Byrne, Ray Byrne and Sterling A. Murdock, all known to me to be the persons whose names are subscribed to the within 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 first above written.

John W. Smith

Notary Public for Idaho, Residing at Bl. Territon, Idaho.

STATE OF IDAHO

County of Bingham --SS

On this 24th day of July, 1967, before me, the undersigned, a Notary Public in and for said state, personally appeared Ivan E. Gardner, Blaine Hanson, ~~Jack Matsuura~~ and ~~Glenn Matsuura~~, all known to me to be the persons whose names are subscribed to the within 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 first above written.

Swain H. Stephenson

Notary Public for Idaho, Residing at Blackfoot, Idaho.

STATE OF IDAHO

County of Luster --SS August

On this 9th day of ~~July~~, 1967, before me, the undersigned, a Notary Public in and for said state, personally appeared Selby L. Hansen, known to me to be the person whose name is subscribed to the within 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 first above written.

Erin J. Lohi

Notary Public for Idaho, Residing at Salmon, Idaho.

STATE OF IDAHO

County of Lemhi --SS October

On this 10th day of July, 1967, before me, the undersigned, a Notary Public in and for said state, personally appeared Harley W. Wallis, known to me to be the person whose name is subscribed to the within 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 first above written.

Nedrick Hughes Smith

Notary Public for Idaho, Residing at Salmon, Idaho.

1 STATE OF IDAHO
County of Douglas --SS

2 On this 26th day of July, 1967, before me, the undersigned
3 a Notary Public in and for said state, personally appeared Howard
4 Dygert, known to me to be the person whose name is subscribed to
the within instrument and acknowledged to me that he executed the
same.

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

6 Robert H. Stappleton
7 Notary Public for Idaho, Residing at Blodgett, Idaho.
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