



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

BRACKETT LIVESTOCK, INC.

was filed in the office of the Secretary of State on the **20th** day
of **June** A.D., One Thousand Nine Hundred **Sixty-Eight** and
will be duly recorded on ~~film~~ **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,
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
Eagerman, Idaho in the County of **Gooding**

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 **20th** day of **June**,
A.D., 19**68**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

OF

BRACKETT LIVESTOCK, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are of full age and are citizens of the United States and are bona fide residents and citizens of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the said corporation shall be "BRACKETT LIVESTOCK, INC."

II.

That the purposes of which said corporation is formed are:

1. To own, hold, buy, sell and otherwise acquire or exchange, breed, develop and handle cattle, horses, sheep, hogs and other livestock and to engage in the livestock business generally and to buy, sell, store and otherwise acquire and exchange wool, hides and other by-products of such livestock business; to engage in the business of ranching, farming, the reclamation, irrigation, drainage and development of ranches, farms and farm lands and range lands and to plant, grow, produce and develop, buy, sell and otherwise acquire and exchange any and all types of agricultural crops including, but not limited to grain, feed, hay, straw, seeds, vegetables and fruits, and to engage in the business of grading, sorting, preserving, processing and marketing thereof, either at wholesale or retail.
2. To purchase or otherwise acquire, own, hold, sell, improve, lease, mortgage, use and utilize range and grazing lands and rights therein within the State of Idaho or within any of the several states of the United States; to purchase or otherwise acquire, own, hold, sell, improve, lease, mortgage, use and operate other

real estate or any interest therein within the State of Idaho or within any of the several states of the United States and to erect, manage, care for, maintain, extend, alter, use and operate warehouses, storage plants, silos, elevators, buildings, cellars, ditches, canals, wells, fences and other improvements thereon and to purchase and otherwise acquire, own, hold, lease, mortgage, sell and otherwise dispose of, hire, use and operate such agricultural or farm implements, machinery, equipment, motor vehicles or other personal property, as may be necessary or convenient for the transaction of its business or to carry out the purposes for which this corporation is formed.

3. To breed, raise, buy, sell, import and export all kinds of poultry; to buy, sell, import and export, eggs for eating or hatching; to hatch eggs, buy and sell baby chicks, poultts and breeding stock; to exhibit poultry at fairs and generally to maintain, conduct and operate a poultry business.

4. To carry on the business of slaughtering all kinds of cattle, sheep and other animals and poultry, used for the purpose of food; and to establish and erect cold storage, and refrigerators, stables, pens and buildings necessary to the business of slaughtering cattle, sheep and other animals and poultry intended for food.

5. To borrow and lend money and negotiate loans, draw acceptances, make, issue, draw, endorse, discount, buy, and sell conditional sales contracts, bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments, and securities, and mortgages and pledge agreements; to issue, subscribe for, take, acquire and hold, sell, exchange and deal in shares of capital stock, including the capital stock issued by it, and bonds, obligations and securities of any government or authority or company; to give any guaranty for the payment of money or performance of any obligation or undertaking incidental or appropriate for the carrying on generally of its business; to enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or corporation, private, public or municipal or body politic and with the Government of the United States or any state, territory or colony thereof or any foreign country; to make charitable and business donations or gifts.

6. To create, purchase, own, hold, sell and otherwise acquire or exchange patent rights and inventions and designs with the right to issue licenses for the same and receive pay therefor.

7. To employ executives, managers, bookkeepers, salesmen, clerical assistants and any and all employees that may be necessary or convenient to the proper carrying on of its business and in carrying on its business or for the purpose of attaining or furthering any of its objects to do any and all things which a co-partnership or natural person could do and exercise and which is now or hereafter may be authorized by law.

8. To exercise, use and employ the authority specified in Section 30-114 Idaho Code 1967, and to have, exercise, use and employ any or all of the same and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth both within and without the State of Idaho and within the United States of America, District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more corporate or business offices and places of business within and without said State, said United States of America, District of Columbia, territories and colonies of the United States and in foreign countries.

9. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

The statements contained in the several subdivisions numbered 1 to 9 of this paragraph shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision but shall be regarded as independent purposes and powers. The several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this type of corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

III.

That the principal place of business, registered office and the location and post office address of the registered office of said corporation shall be Hagerman, County of Gooding, State of Idaho.

IV.

That subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

That the number of Directors of said corporation shall be not less than three (3) nor more than seven (7), which number of Directors shall be fixed by the By-Laws of the corporation.

VI.

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

VII.

The total number of shares that may be issued by the corporation is One Thousand (1,000), all of which shall be without par value. That all of said authorized stock shall be known as Common Stock and shall be non-assessable.

VIII.

The Board of Directors may, from time to time, fix the consideration for which shares without par value shall be issued and sold.

IX.

Before any stockholder shall sell or otherwise dispose of his or her shares of stock in this corporation, he or she

shall first offer to sell said shares to the corporation, and in the event the corporation shall refuse to purchase said shares or shall fail for a period of thirty (30) days after receipt of an offer to accept the offer, the stockholder may then dispose of the same to any other person or persons at the same or higher, but not at a lower, price than said shares were offered to the corporation.

X.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as upon the shareholders, to be exercised by a majority vote of said Directors, or of the issued and outstanding shares of the corporation, as may be provided in the By-Laws.

XI.

That the amount of the capital stock of said corporation which has been actually subscribed is Three shares and the following are the names of the subscribers with their addresses, and the number of the shares subscribed by each:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>
Noy E. Brackett	Hagerman, Idaho	1
Ruby J. Brackett	Hagerman, Idaho	1
Noy Elbert Brackett, III	Hagerman, Idaho	1

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles of Incorporation this 14th day of June, 1968.

Noy E. Brackett
Address: Hagerman, Idaho

Ruby J. Brackett
Address: Hagerman, Idaho

Noy Elbert Brackett III
Address: Hagerman, Idaho.

STATE OF IDAHO,)
COUNTY OF TWIN FALLS.) SS.

On this 14th day of June, 1968, before me, the undersigned, a Notary Public in and for said State, personally appeared NOY E. BRACKETT, RUBY J. BRACKETT and NOY ELBERT BRACKETT III, 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 in this certificate first above written.

Notary Public for Idaho,
Residing at Twin Falls, Idaho.