



CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

FLAT TOP SHEEP COMPANY

was filed in the office of the Secretary of State on the **twenty-third** day of **December** A.D. One Thousand Nine Hundred **Fifty-four** and duly recorded on Film No. **88** 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

Fifty (50) Years from the date hereof, with its registered office in this State located at **Rupert** in the County of **Minidoka**

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

23rd day of **December,**
A.D., 19 **54** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
FLAT TOP SHEEP COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being citizens of the United States and of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

And we hereby certify in writing:

I

That the name of said corporation shall be FLAT TOP SHEEP COMPANY.

II

That the purposes for which said corporation is formed are:

(1) To conduct a general livestock and farming business and in that regard: to deal and trade in, and to own and manage livestock; to deal and trade in livestock products and by-products; to trade and deal in, to acquire and own, operate, improve and develop farms, agricultural lands, grazing lands and rights therein; to lease and operate farms, agriculturallands, grazing lands and rights therein; and to deal and trade in farm products and by-products.

(2) To conduct any other kind of business activity that the Board of Directors may, from time to time, by resolution determine to be advisable for the corporation to conduct in relation to a general livestock and farming business.

(3) To acquire its own stock for the following purposes: To reorganize the capital structure of the corporation; to enter such stock upon its books as treasury stock and if it is desired to reissue such treasury stock; to retire such stock; and to deal and trade in such stock.

(4) To act as surety and guarantor in any and all types of engagements including the power to execute, endorse and deliver contracts, and to guarantee the prompt and

faithful performance and payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation; and including also the power to act as an accomodation co-maker or guarantor of obligations either as a primary or secondary obligor.

III

That the term for which said corporation shall exist is Fifty (50) years.

IV

That the number of directors of said corporation shall be fixed by the By-Laws of the corporation, except that such number shall be not less than three (3) nor more than five (5).

V

That the registered office of said corporation in the State of Idaho shall be located at Rupert, in the County of Minidoka, and that the post office address of the registered office of said corporation shall be Rupert, Idaho.

VI

That the amount of capital stock of said corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000) divided into Twenty-Five Hundred (2500) shares of a par value of One Hundred Dollars (\$100) each, and that the total authorized number of shares shall be Twenty-Five Hundred (2500) shares and their aggregate par value shall be \$250,000.

VII

That the amount of capital stock of said corporation which has been actually subscribed is Three Hundred Dollars (\$300), and the following are the names and post office addresses of each of the incorporators and the number of shares subscribed by each.

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>
Mary T. Brooks	3240 Lakeshore Drive Chicago 13, Illinois	One (1)
C. Wayland Brooks	3240 Lakeshore Drive Chicago 13, Illinois	One (1)
John T. Peavey	3240 Lakeshore Drive Chicago 13, Illinois	One (1)

IN WITNESS WHEREOF, we have hereunto set our hands this
20th day of December, 1954.

Mary T. Brooks
C. Wayland Brooks
John T. Peavey

STATE OF ILLINOIS,)
: ss.
County of Cook.)

On this 20th day of December, 1954, before me the under-
signed, a Notary Public in and for said County and State, person-
ally appeared MARY T. BROOKS, known to me to be the person whose
name is subscribed to the within instrument, and acknowledged to
me that she 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.

Mary Halloran
Notary Public
Residing at Chicago, Illinois

STATE OF ILLINOIS)
) ss.
County of Cook)

On this 20th day of December 1954, before me the undersigned, a Notary Public in and for said County and State, personally appeared C. WAYLAND BROOKS, 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 in this certificate first above written.

Mary Wallace
Notary Public
Residing at Chicago, Illinois

STATE OF ILLINOIS)
) ss.
County of Cook)

On this 20th day of December 1954, before me the undersigned, a Notary Public in and for said County and State, personally appeared JOHN T. PEAHEY, 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 in this certificate first above written.

Mary Wallace
Notary Public
Residing at Chicago, Illinois