

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

GOLD CREEK RANCH, INC.

was filed in the office of the Secretary of State on the **12th** day
of **February** A.D., One Thousand Nine Hundred **Seventy-One** and
will be ~~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,
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~~ **perpetual existence** from the date hereof, with its registered office in this State located at
Potlatch in the County of **Latah**

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 **12th** day of **February**,
A.D., 19 **71**.

Pete T. Cenarrusa
Secretary of State.

~~Ass't.~~ **Ass't.** Corporation Clerk.

ARTICLES OF INCORPORATION
OF
GOLD CREEK RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons of the age of 21 years or more, and citizens of the United States of America, come for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and deliver in triplicate to the Secretary of State of the State of Idaho the following Articles of Incorporation, and do state as follows:

ARTICLE I

The name of the corporation shall be Gold Creek Ranch, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

To buy, sell, deal in, exchange or otherwise acquire or dispose of any part of or all of the capital stock or assets of any corporation, partnership or sole proprietorship, or to undertake to guarantee the obligation of any corporation, partnership or sole proprietorship.

To sell, breed, import, export, improve, prepare, deal and trade in cattle, pigs, poultry, game, and live and dead stock of every description, milk, cream, butter, cheese, eggs, pork

pies, sausages, brawn, potted meats, table delicacies and any other commodities, goods or things.

To engage in the cultivation and improvement of farms, gardens and agricultural lands, the raising and improving of live stock, and incidentally to own and control under lease, or otherwise, such lands, buildings and personal property necessary to the conduct and operation of such business.

To manufacture, construct, buy, sell, license, lease, deal in and deal with machinery of every kind and description, and articles of every nature, and more particularly, agricultural machinery, farm machinery, dairy machinery, elevating and conveying machinery, transmission machinery, and all parts thereof, and to acquire, hold, possess and own letters patent of the United States and of any foreign country now or hereafter issued or to acquire licenses under such patents for the manufacture and sale of machinery or improvements thereon or articles of any nature, and beneficially to use rights under such patents by vending the said patents or rights and licenses thereunder; to manufacture as herein specified, either directly or indirectly, or by contract with other corporations or with individuals; and to carry on a general manufacturing wholesale and retail merchandise business; and for the better attainment for the general purposes thus indicated, to purchase, lease, hold and convey all necessary property, real or personal wheresoever the same may be situated.

To buy, sell, store and otherwise handle and deal in grain, hay, seeds and produce of all kinds, and generally to do a grain storage and commission business in the State of Idaho, and elsewhere; to buy, sell, mortgage, lease and deal in real estate and personal property, including grain elevators, warehouses, cribs

and other property, in and about the transaction of its business; and to do and perform any and all acts and things as may be necessary and incidental in and about the carrying on of the business aforesaid.

To carry on a general livestock commission business, that is, to buy and sell livestock, and to act as broker in the purchase and sale of livestock, and to receive for sale, and sell on commission, livestock, cotton, wool, hides and any produce consigned for sale, and to make advancements on such consignments, and to charge for such sales and advances; and to buy and sell livestock and other products on commission or otherwise, for its stockholders, and to do all other business properly pertaining and belonging to a corporation organized for the above stated purposes.

To buy, sell and deal in all kinds of livestock, grains, hay, feeds, remedies, minerals and milling products; to mill, manufacture, prepare and process all kinds of grains, hay, feeds, remedies, minerals and milling products; to transact a general milling business; to manufacture, buy, sell and deal in all kinds of farm equipment and supplies and articles and things designed for or useful in the business of raising live stock.

To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said corporation, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, mills, shops, factories, plants, gas

houses, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the corporation, or any part thereof.

To do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided, the same is not inconsistent with the laws under which this corporation is organized.

To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

The corporation may make and issue promissory notes or debentures containing provisions deferring the payment thereof until all other classes of debts or obligations of the corporation have been paid or provided for, and making the holders of such debentures inferior in right to other classes of creditors, and providing that other classes of creditors shall be preferred in the payment of their claims to be holders of such debentures, and that, in case of dissolution or liquidation, all creditors of the corporation other than the debenture holders shall be entitled to full payment of their claims before any part of the assets of the corporation shall be applied to the payment

of such debentures; such debentures to be in such form and with such provisions as the Board of Directors may prescribe.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.

The objects and purposes specified in this article shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent and cumulative purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although they be of like nature.

That the enumeration of purposes and powers herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho and any other statutes of the State of Idaho and any other state or states wherein this corporation shall do business.

ARTICLE IV

1. The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares.
2. Such shares are to consist of one class only and shall have a par value of \$100.00 for each share.

ARTICLE V

The initial Code of Bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of Bylaws, or to adopt a new Code of Bylaws, shall be reserved to the shareholders. The Code of Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members, or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or

other transaction that would otherwise be valid under the common and statutory law applicable to it.

The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefor in any form.

The corporation reserves the right from time to time to amend, alter or repeal any provision in its Articles of Incorporation in any manner now or hereafter permitted by the Act or any other applicable statute.

ARTICLE VI

The address of the initial registered office of the corporation shall be as follows: Rural Route, Potlatch, Latah County, Idaho. The name of the initial registered agent of the corporation at such address is Gary Morris.

ARTICLE VII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VIII

1. The number of directors constituting the initial Board of Directors of the corporation is four.

2. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:

NAME	ADDRESS
Gary Morris	Potlatch, Idaho
Virginia Morris	Potlatch, Idaho
John Flory	Potlatch, Idaho
Bernard Odelin	Potlatch, Idaho

ARTICLE IX

The names and addresses of the incorporators are as follows:

NAME	ADDRESS	NUMBER OF SHARES SUBSCRIBED
Gary Morris	Potlatch, Idaho	1
Virginia Morris	Potlatch, Idaho	1
John Flory	Potlatch, Idaho	1

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 29th day of January, 1971.

Gary Morris

Gary Morris

Virginia Morris

Virginia Morris

John Flory

John Flory

STATE OF IDAHO)
) ss.
County of Latah)

On this 29th day of January, 1971, personally appeared before me, the undersigned, a Notary Public in and for said State, GARY MORRIS, VIRGINIA MORRIS, and JOHN FLORY, parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each

of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.



Notary Public in and for the
State of Idaho, residing at
Moscow, therein.