



## 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

*Stockman's Ranch Supply, Inc.*

was filed in the office of the Secretary of State on *July 5*, 19 *77*

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 *Cambridge* in the county of *Washington*

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 *5th* day of *July*, A.D., 19 *77*.

**Pete T. Cenarrusa**

Secretary of State.

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
STOCKMAN'S RANCH SUPPLY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age and at least two-thirds of whom are citizens of the United States and 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 to that end we hereby agree as follows:

ARTICLE I.

Corporate Name

The name of this corporation shall be Stockman's Ranch Supply, Inc.

ARTICLE II.

Place of Business

The said corporation is organized and the place of its general business shall be at Cambridge, County of Washington, State of Idaho, and branch places of business, transfer and registry offices may be established at such other place or places in this or any other state of the United States as the Board of

Directors may deem advisable. The registered office of the corporation shall be in care of KOFOED & LEE, Attorneys at Law, Gayway Junction, P. O. Box 507, Fruitland, Idaho 83619.

### ARTICLE III.

#### Period of Existence

The existence of said corporation shall be perpetual or until otherwise dissolved or disincorporated, pursuant to law.

### ARTICLE IV.

#### Corporate Purposes

Said corporation shall have the following specific powers:

1. To take, buy, hold, exchange, lease, or otherwise acquire real or personal property and any interest or right therein for the purpose of merchandising or for farming or any other purpose, whether or not related thereto.

2. To take, receive and hold any and all such pieces of real or personal property as may have been or may hereafter be the subject of any contract made by said corporation under the powers conferred by its charter, and the same to grant, bargain, sell, convey and dispose of in any such manner as it sees proper.

3. To make, execute, and perfect such contracts, agreements and other instruments as may be necessary or deemed necessary to the purposes of merchandising or farming or any other purpose of the corporation.

4. To construct any and all structures, buildings and

erections of all types and any nature; and to make, execute and perfect such contracts and agreements and other instruments as may be necessary to such construction for any purpose of the corporation.

5. To act as assignee or receiver, and the president or secretary of said corporation may take the oath necessary to qualify it to act in such capacity, and such company shall be bound thereby.

6. To take, buy, exchange, lease, or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage, and control directly or through ownership of stock in any other corporation any and all kinds of funds, buildings, warehouses, mills, shops, factories, machinery, and plants, and any and all other structures and erections which may at any time be necessary, useful, or advantageous for the purposes of this corporation.

7. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation therefor.

8. To make By-laws not inconsistent with any existing laws for the management of its business and property, and the regulation and conduct of its affairs.

9. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation.

10. To do any and all other things whatsoever not

prohibited by law which may be reasonably necessary or convenient in the operation of the corporation.

#### ARTICLE V.

##### Capital Stock

The capital stock of this corporation shall be in the sum of \$2,500.00 and shall be divided into 2,500 shares having a par value of \$1.00 per share. The certificates of stock shall be signed by the president and secretary or in the absence of the president, by the vice-president and secretary.

The Board of Directors may close the stock books of the corporation not more than fifteen days before the date of payment of any regular or special dividend, and the stockholders of record at the time of such closing shall be regarded by the corporation as the stockholders in fact for the purpose of receiving dividends.

#### ARTICLE VI.

##### Incorporators

The names of the incorporators of said corporations, their respective places of residence and the stock to which they have subscribed are as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
Harvey L. Braun	100	Box 146
Roy G. Braun	100	Cambridge, Idaho 83610
Herman T. Braun	100	"
Leo C. Braun	100	"
		"

## ARTICLE VII.

### Directors and Officers

The officers of this corporation shall consist of a Board of three Directors, a President, a Vice-president and a Secretary-treasurer. Said officers may be, but shall not be required to be, members of the Board of Directors.

The first Board of officers and directors shall be as follows and shall hold office until their successors are elected and qualified:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Harvey L. Braun	President and Director	Box 146 Cambridge, Idaho 83610
Leo C. Braun	Vice-President and Director	"
Roy G. Braun	Secretary and Director	"
Herman T. Braun	Treasurer and Director	"
Theodore Braun	Director	"

The rights, duties, obligations and powers of the various officers and directors of this corporation together with other rules and regulations for the governing of said corporation shall be adopted at the first annual meeting of the stockholders.

## ARTICLE VIII.

### Benefits

Said corporation may enter into any kind of contract or agreement, cooperative or profit-sharing plan, death benefit or salary continuation plan upon disablement, with its officers or employees that the corporation may deem advantageous or expedient,

or otherwise to reward or pay persons for their services as the directors may deem fit.

IN WITNESS WHEREOF, we have hereunto set our hands this 22<sup>nd</sup> day of June, 1977.

Harvey L. Braun  
HARVEY L. BRAUN

Leo C. Braun  
LEO C. BRAUN

Roy C. Braun  
ROY C. BRAUN

Herman T. Braun  
HERMAN T. BRAUN

STATE OF IDAHO

County of

On this the 22<sup>nd</sup> day of June, 1977, before me the undersigned, a Notary Public in and for said State, personally appeared HARVEY L. BRAUN, LEO C. BRAUN, ROY C. BRAUN and HERMAN T. BRAUN, known to me to be the persons whose names are subscribed to the above and foregoing 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 H. Wood  
Notary Public in and for Idaho  
Residing at: Cambridge Idaho