



## 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

PINE TREE RANCH, INC.

was filed in the office of the Secretary of State on the **twenty-second** day of **June** A.D., One Thousand Nine Hundred **seventy-three** and **will be** duly recorded on ~~Film No.~~ **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

**Sun Valley, Idaho**

in the County of **Blaine**

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 **22nd** day of **June**, A.D., 19 **73**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

PINE TREE RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, PETER B. ALLEN, of Sun Valley, Blaine County, Idaho, JAMES PHILIP CONGER, of Sun Valley, Blaine County, Idaho, FREDERICK W. McCOLLUM, of Ketchum, Blaine County, Idaho, L. J. BROCKEMEIER, of Manhattan Beach, Los Angeles County, California and RICHARD L. STONE of Santa Barbara, Santa Barbara County, California, all being persons of full age and citizens of the United States of America, do hereby, as incorporators hereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation, as follows:

I.

That the name of said corporation is:

PINE TREE RANCH, INC.

II.

That the purposes for which said corporation is formed are as follows:

To engage in and conduct a general real estate and land development business; to purchase, own, lease, acquire, cultivate and develop farms and farm lands, fruit orchards and fruit lands, stock farms and grazing lands and all other kinds of real property and all rights, interests and easements therein; to buy, sell import, export, cultivate, grow and produce all kinds of fruits, foods, and food products, vegetables and farm products and kindred products of every nature and description; and to engage in and conduct a general farm business on behalf of the corporation or for other persons, firms or corporations; to buy, manufacture and deal in milk, cream, butter, cheese and all other dairy products and

to pasturize and treat such milk, and to pack, store, handle and sell such products when pasturized and treated, and to acquire, hold, use and lease all machinery, patents and apparatus pertaining to and used in such business and to generally conduct other lines of business as may be necessary or incidental to such business; to engage in and conduct a general livestock business including the breeding, raising, buying, selling, importing, exporting, or otherwise dealing in horses, hogs, sheep, cattle and livestock of all classes and descriptions; to acquire, hold, manage and operate irrigation ditches, canals, reservoirs, dams, flumes, aqueduct pipes, water or water rights and all machinery and other property necessary for the purposes of watering and irrigation, including irrigation pumping plants and sprinkling systems.

To engage in and carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work in connection with commercial buildings and other structures, shopping centers and other systems and works of every description, buildings, structures, manufacturing plants, and all kinds of excavation, and iron, steel, wood, masonry, mechanical, electrical and earth construction and installations, to make, execute, and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles, or things incidental to or required for, or useful in connection with any of its businesses, and generally to carry on any other business which can be advantageously carried on in conjunction with and incidental to any of the matters aforesaid.

To enter into and become a general or limited partner in any partnership, to manage partnership business; and to do any and all things necessary, convenient or expedient in connection with

managing, operating, and/or conducting the business and affairs of partnerships and other unincorporated associations.

To carry on any activity or activities that might be related to any of the above described powers of the said corporation.

To acquire, hold, possess, and own patents, improvements and franchises, or to acquire licenses under such patents for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights to licenses thereunder;

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations;

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same;

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to subdivide real property and to sell and deal in subdivisions and lots; to dispose of, sell, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of this corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of Idaho Code Annotated for 1947; and

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

### III

That the duration of said corporation shall be perpetual.

### IV

That the location and post office address of the registered office of said corporation in Idaho shall be: P.O. Box 630, Sun Valley, Blaine County, Idaho. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

### V.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be one thousand (1,000) in number, of the par value of One Hundred and no/100 (\$100.00) Dollars each, and of the aggregate par value of One Hundred Thousand and no/100 (\$100,000.00) Dollars. Each issued share of common stock shall be entitled to one (1) vote.

The said shares of stock shall be fully paid up before being issued and after issuance shall be assessable.

### VI

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation; provided, however, said corporation shall have not less than three (3) nor more than nine (9) Directors. The first Board of Directors shall be nine (9) in number, consisting of PETER B. ALLEN, JAMES PHILIP CONGER, FREDERICK W. McCOLLUM, L. J. BROCKEMEIER, AND RICHARD L. STONE, BRYSON S. RANDOLPH, JAMES CLOUD, WILLIAM E. HARTMAN, JR., AND DAVID HARSHBARGER, who shall serve until the annual election of Directors in the year 1974.

# VII

That the qualifications, term of office, manner of election, time and place of meeting and the powers and duties of the Directors of this corporation shall be prescribed by the By-Laws;

That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws, of the corporation, in the manner fixed by the By-Laws of the corporation.

# VIII.

That the names and Post Office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Peter B. Allen	P. O. Box 630 Sun Valley, Idaho 83353	100
James Philip Conger	P. O. Box 62 Sun Valley, Idaho 83353	150
Frederick W. McCollum	P. O. Box 1146 Ketchum, Idaho 83340	150
L. J. Brockemeier	120 33rd Street Manhattan Beach, Calif. 90266	100
Richard L. Stone	4324 Marina Drive Santa Barbara, Calif. 93110	100

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21<sup>st</sup> day of June, 1973. (In triplicate original)

Peter B. Allen (SEAL)  
Peter B. Allen

James Philip Conger (SEAL)  
James Philip Conger

Frederick W. McCollum (SEAL)  
Frederick W. McCollum

L. J. Brockemeier (SEAL)  
L. J. Brockemeier

(SEAL) Richard L. Stone  
Richard L. Stone

STATE OF IDAHO        )  
                              ) ss.  
County of Blaine     )

On this 21st day of June, 1973, before me, the undersigned, a Notary Public in and for said State, personally appeared PETER B. ALLEN, JAMES PHILIP CONGER, FREDERICK W. McCOLLUM, L.J. BROCKEMEIER and RICHARD L. STONE, known to me to be the persons whose names are subscribed to the within 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 in this certificate first above written.

Glennia A. Glover  
Notary Public for Idaho  
Residing at Ketchum, Idaho  
My Commission Expires: 3/4/76