

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

#### **BIG LOST RIVER RANCH, INC.**

was filed in the office of the Secretary of State on the **First** day  
of **March** A.D. One Thousand Nine Hundred **Sixty-one** and  
duly recorded on Film No. **113** 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

**Darlington** in the County of **Butte.**

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 **1st** day of **March**,  
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION OF  
BIG LOST RIVER RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, Karl D. Butler, Henry L. Isaksen, Oscar Mink, Jeremiah L. Goldstein and William L. Smith, each being a natural person of lawful age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of this corporation shall be Big Lost River Ranch, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The principal office and post office address for the principal business of this corporation is to be transacted in the State of Idaho in Darlington, Butte County, Idaho.

IV.

The nature of the business and objects and purposes of this corporation shall be:

- (a) To provide persons with individual guidance and counseling in selecting, studying and maintaining courses and for developing other aptitudes, interests and personality.

- (b) To conduct tests for intelligence, interests, aptitudes, personality and achievements for purposes of such guidance and counseling.
- (c) To rent, lease, buy or otherwise acquire buildings, land, property, equipment and material to maintain such establishment for such persons.
- (d) To conduct diagnostic testing and vocational and education guidance testing for such persons.
- (e) To provide room and board for the persons interested in the individual guidance and counseling of the corporation.
- (f) To provide for trips, relaxation, sports and other amusement facilities in connection with and supplemental to the maintenance of lodging and eating facilities for such persons.
- (g) To act as agent, other than fiscal or transfer, for any person or persons, syndicate, society, institution, association, company or corporation.
- (h) To purchase or otherwise acquire all or any part of the good will, rights, property and assets of all kinds, and assume all or any part of the liabilities of any corporation, association, partnership or person engaged in any business included in the powers or objects of this corporation.
- (i) To purchase, operate and maintain ranches, farms and other types of real property and to do all the things incident to the successful and profitable

operation thereof including the use of said property for lodging, relaxation and entertainment of tourist trade and to carry out all other activities incident thereto, including the operation rodeos.

- (j) To enter into, make and perform, and carry out contracts and ventures of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state, government or colony, or dependency or possession thereof.
- (k) To carry on and undertake any business, undertaking, transaction or operation, commonly carried on or undertaken by promoters, financiers, contractors, merchants, commission men and agents, and generally to institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business, works, contracts, undertakings and operation.
- (l) To apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid it and contribute toward carrying the same into effect, and to appropriate any of the corporation's shares of stocks, bonds and assets to defray the necessary cost, charges and expenses thereof.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants

and other negotiable or transferable instruments.

- (n) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful matter, including the issue and sale or other disposition of bonds, warrants, indentures, obligations, and negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
- (o) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount; to purchase, or otherwise acquire to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, dependencies, possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.
- (p) To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### V.

The number of directors of the corporation shall be as

specified in the By-Laws, and may from time to time be increased or decreased in such a manner as may be prescribed therein, provided the number of directors of the corporation shall not be less than three; in case of any increase in the number of directors, the additional directors may be elected by the directors in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

## VI.

The amount of capital stock of said corporation shall be fifty shares of no-par value stock and the value or consideration for such shares shall be fixed from time to time by the Board of Directors of this corporation. All shares issued shall be deemed fully paid and non-assessable, and no shareholder shall have any pre-emptive or preferential right of subscription to any other shares.

Each share of stock shall carry one vote each to be voted in accordance with the laws of this state pertaining to cumulative voting whereby each stockholder may cast the number of votes equal to the number of shares held by such stockholder multiplied by the number of Directors to be elected in such election; the said votes may be cast for any and all Directors to be elected at such election.

The directors from time to time may declare dividends and pay such dividends out of the accumulated surplus of the corporation to the stockholders of record; the directors, in their discretion, may withhold declaring dividends for the purpose of re-investment of the profits of the corporation in accordance with the dictates of sound business management.

The stock of this corporation may be issued and sold at the discretion of the Board of Directors in such amounts as the Board of Directors from time to time may determine. The holders

of such stock shall be entitled to sell their shares to private individuals or on the open market subject to the condition that the holder must first give written notice to the corporation of his intention to so sell. Such written notice shall vest in the corporation the first option to purchase any or all of the shares at a price not exceeding the fair book value of the stock, computed according to standard accepted accounting methods; said notice shall also vest in the remaining shareholders the same rights, second to the corporation. These options shall run simultaneously and shall expire ninety days after the shareholder shall mail or otherwise personally deliver his written notice to the corporation. The same concurrent options shall extend to the corporation and to the remaining shareholders immediately upon and for ninety days following the death of any shareholder.

#### VII.

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

#### VIII.

The names and addresses of each of the incorporators, each subscribing to one share of stock, are:

<u>NAME</u>	<u>ADDRESS</u>
Karl D. Butler	North Triphammer Road, Ithaca, N. Y.
Henry L. Isaksen	131 North Main, Sharon, Massachusetts
Oscar Mink	163 Pearsall Place, Ithaca, N. Y.
Jeremiah L. Goldstein	53 Link Lane Hicksvill, L. I., N. Y.
William L. Smith	56 Lincoln Ave., Johnson City, N. Y.

#### IX.

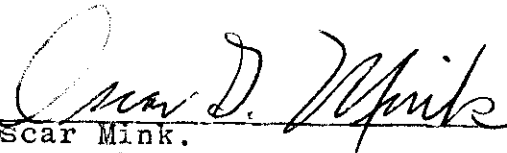
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation

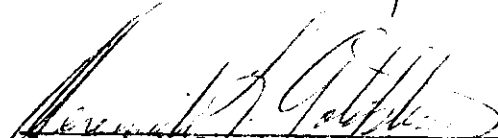
in the manner now or hereinafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

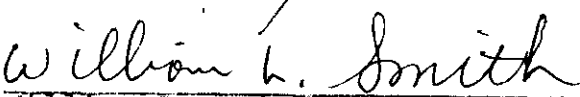
WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereintoforesaid named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take one share of stock and accordingly have hereunto set our names and seals this 28 day of December, 1960.

  
Karl D. Butler

  
Henry L. Isaksen.

  
Oscar Mink.

  
Jeremiah L. Goldstein.

  
William L. Smith.

STATE OF NEW YORK     )  
                                  : SS:  
County of                    )

On this 28<sup>th</sup> day of December, in the year of 1960, before me the undersigned, a notary public in and for said state, personally appeared Karl D. Butler, Henry L. Isaksen, Oscar Mink, Jeremiah L. Goldstein and William L. Smith, who are person-



ally known to me to be the persons whose names are signed to and who executed and subscribed the within and foregoing articles of Incorporation of Big Lost River Ranch, Inc., of Darlington, Idaho, and severally acknowledged that they executed the same in triplicate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

( J E A L )

*Robert Williamson*  
Notary Public for New York State.  
Residence: Tompkins Co.  
My Commission Expires: 3/30/61

ROBERT WILLIAMSON  
Notary Public, State of New York  
No. 55-4289550  
Qualified in Tompkins County  
Term Expires March 30, 1961

9-54-5M

State of New York  
Tompkins County Clerk's Office

SS. B. F. Tobey

I, ~~ROBERT WILLIAMSON~~ Clerk of said County, and of the Supreme

and County Courts held in and for said County, being Courts of Record having a seal, do hereby

certify that Robert Williamson the officer whose name is subscribed to the deposition or certificate of the proof or acknowledgment of the annexed instrument, and before whom the same was made, resides in said County; that at time of taking such deposition, proof or acknowledgment was a NOTARY PUBLIC in and for said County, duly authorized by the Laws of said State, to take the same, and also to take the proof of acknowledgment of deeds for lands, tenements and hereditaments to be recorded in the State. I further certify that I am well acquainted with the handwriting of such officer, and verily believe that the signature to such certificate of proof or acknowledgment is genuine, and that said instrument is executed and acknowledged in conformity with the laws of said State.

In testimony whereof

I have hereunto set my hand and affixed my official Seal, at

Ithaca, N. Y., in said County this 3 day of Jan, 1961

B. F. Tobey

, Clerk

*Sally Noranson*, Dep. Clerk