

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

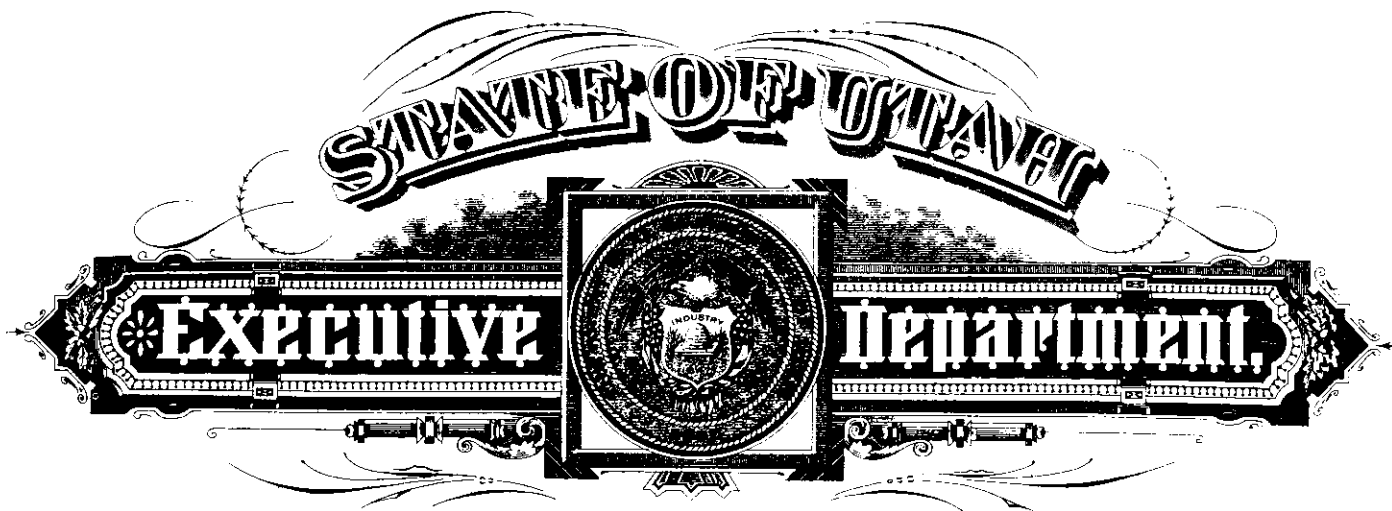
JOHN CLAY & COMPANY OF OGDEN, UTAH

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fourth** day of **February**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Fourth** day of **February**, 19 **63**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **4th** day of **February**, A.D. 19 **63**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT attached hereto is a full, true and correct
copy of the Articles of Incorporation of JOHN CLAY & COMPANY OF
OGDEN, UTAH. No amendments have been filed to date.

AS APPEARS of record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS TWENTY-FIRST DAY OF

JANUARY 1963

Lamont F. Toronto

SECRETARY OF STATE

BY *Mendell L. Cattell*

DEPUTY



100 CHAS 3 2 46

In the office of the Secretary of
State of the State of Utah, on the
3rd day of Jan. A.D. 1963
FILED
Secretary of State

ARTICLES OF INCORPORATION

OF

Being Clerk 3/2 Fees 20.00

JOHN CLAY & COMPANY OF OGDEN, UTAH

40187

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KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons of the age of twenty-one years, or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is "John Clay & Company of Ogden, Utah."

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which the corporation is organized is:

1. To buy, sell and otherwise handle and deal in, and to raise and feed cattle, calves, hogs, sheep and livestock generally and to operate as order buyers, commission buyers, auctioneers, and livestock dealers and brokers.
2. To acquire by purchase, lease, exchange or otherwise, land, buildings, hereditaments of any tenure or description situate in the State of Utah or in any State of the United States, its territories or possessions, the District of Columbia, or in any foreign country in which the Corporation may be authorized to transact business, or any estate or interest therein, and any rights over or connected with lands so situate, and to turn the same to account as may seem expedient.
3. To manage lands, buildings, or other property wheresoever situate, as aforesaid, whether belonging to the Corporation or not.
4. To acquire and take over any business or undertaking carried on, upon or in connection with any lands or buildings which the corporation may desire to acquire, as aforesaid, or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on the same, or to dispose of, remove, or put an end thereto, or otherwise deal with the same as may seem expedient.

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ATTORNEYS
OGDEN-UTAH

5. To build on said real estate pens and facilities for the feeding and care of domestic animals, and to conduct generally a livestock feeding and auction business and all business incidental thereto or connected therewith, including the operation of ranches; to provide yards, pens and facilities generally for the feeding and care of livestock, whether in transit or otherwise, and to provide facilities where such livestock may be sheltered and rested while being either fed or transported from place to place and cared for while in such yards, and to furnish all facilities and equipment necessary for the operation of yards for feeding and resting and caring for live domestic animals, and for the purpose of furnishing all facilities, equipment and services necessary for the operation of livestock yards.

6. To borrow and loan money for the purpose of the Company's business and to secure the repayment thereof, in such manner as in the judgment of the Board of Directors may be most advantageous, and to that end if necessary in the judgment of Board of Directors to mortgage or otherwise pledge all or any part of the property of the Company, real, personal or mixed.

7. To receive money on loan, and to issue drafts, notes, or other evidences of indebtedness, and to carry on any business or undertaking which the Board of Directors may deem useful or necessary for the benefit of the Company, whether specifically referred to in this Article or not, or whether in any manner incident to the business referred to in this Article, which might be lawfully carried on by a natural person, firm or copartnership lawfully formed under the laws of the State of Utah.

8. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

9. The foregoing clauses shall be construed as purposes, objects, and powers and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited, by reference to or inference from the terms of any other clauses, and shall be regarded as independent purposes, objects and powers and shall not be construed to limit or restrict

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ATTORNEYS
OGDEN - UTAH

in any manner the meaning of general terms or the general purposes, objects or powers of the Corporation, nor shall the expression of one such be deemed to exclude another, although it be of like nature and not expressed.

10. To assume, guarantee or become surety for the payment or performance of any and all debts or obligations of another or others and to guarantee the payment of dividends upon any security or securities.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock without par value.

ARTICLE V.

The corporation shall not commence business until at least One Thousand and no/100 (\$1,000.00) Dollars has been received by it as consideration for the issuance of its shares.

ARTICLE VI.

Shareholders shall have pre-emptive rights to acquire additional shares of the corporation.

ARTICLE VII.

Regulation of the internal affairs of the corporation shall be as provided in the by-laws.

ARTICLE VIII.

The address of the initial registered office of the corporation is Exchange Building, Ogden, Utah, and the name of its registered agent at such address is John H. Spurlock.

ARTICLE IX.

The number of directors constituting the initial board of directors of the corporation is four, and the names and addresses of the persons who are to serve as directors and officers until the first annual meeting of shareholders, or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS:</u>
John H. Spurlock, President and Director	3032 Circle Way, Ogden, Utah
Lewis E. Harper, Vice President and Director	2530 E. 5950 So. Ogden, Utah
Raymond C. Williams, Secretary & Director	579 42nd St., Ogden, Utah
H.D.Tarran, Treasurer and Director	4253 Porter Ave., Ogden, Utah

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ATTORNEYS
OGDEN - UTAH

ARTICLE X.

The name and address of each incorporator is as follows:

NAME

ADDRESS

John H. Spurlock
Lewis E. Harper
Raymond C. Williams
H. D. Tarran,

3032 Circle Way, Ogden, Utah
2530 E. 5950 So., Ogden, Utah
579 42nd St., Ogden, Utah
4253 Porter Ave., Ogden, Utah.

Dated December 31, 1962.

John H. Spurlock
Lewis E. Harper
Raymond C. Williams
H. D. Tarran

STATE OF UTAH)
 : ss
COUNTY OF WEBER)

I, Neil R. Olmstead, a Notary Public, hereby certify that on the 31st day of December, 1962, personally appeared before me John H. Spurlock, Lewis E. Harper, Raymond C. Williams and H. D. Tarran, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 31st day of December, A.D. 1962.

Neil R. Olmstead
Notary Public
Residing at Ogden, Utah

My commission expires:

March 24, 1963

HOWELL STINE & OLMSTEAD
ATTORNEYS
OGDEN - UTAH