

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

IRA H. MASTERS
I, ~~XXXXXXXXXXXX~~, 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

PRAIRIE RANCHES, INC.

was filed in the office of the Secretary of State on the twelfth day
of March A.D. One Thousand Nine Hundred Fifty-two and
duly recorded on Film No. 73 of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

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

Grangeville in the County of Idaho

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 March , in the year of our Lord

one thousand nine hundred fifty-two ,

and of the Independence of the United States of

America the One Hundred Seventy-sixth .

Secretary of State.

ARTICLES OF INCORPORATION

OF

PRAIRIE RANCHES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned
CLIFF WREN, JAMES A. WREN, PATRICK A. WREN and THOMAS F. WREN, each
being a natural person of full age, and a citizen of the United States
of America, have voluntarily and do hereby associate ourselves to-
gether for the purpose of forming a corporation under the laws of the
State of Idaho, and we do hereby certify, declare and adopt the fol-
lowing articles of incorporation:

I

The name of this corporation shall be PRAIRIE RANCHES, INC.

II

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

III

The location of the registered office of this corporation
shall be Grangeville, County of Idaho, State of Idaho, and the ad-
dress of the registered office of this corporation shall be Grange-
ville, Idaho.

IV

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

To carry on the general business of farming; to raise,
produce, buy, grow or otherwise acquire, hold, handle, mortgage, sell,
hypotheate or otherwise dispose of farm products; to seed, cultivate,
raise, clear, eradicate weeds, harvest, and do everything else ne-
cessary to farm land; to buy, hold, handle, mortgage and sell farm
equipment and machinery; to do everything to operate, run, sell, buy
mortgage and acquire both real and personal property for the conduct
of a general farming business.

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1 To carry on the general business of farming and the general
2 livestock business; to raise, produce, buy, grow or otherwise acquire
3 hold, handle, mortgage, sell, hypothecate or otherwise dispose of
4 livestock and products of livestock, including dairy products, and to
5 deal and traffic generally therein; to do everything necessary to
6 run, sell, buy, mortgage and acquire cattle and range lands.

7 To purchase real estate, make and purchase materials for
8 the construction of buildings; to erect buildings; to own, to manage,
9 operate, lease and sell buildings; to conduct and carry on the busi-
10 ness of builders and contractors for the purpose of building, erect-
11 ing, altering, repairing or doing any other work in connection with
12 any and all classes of buildings, structures, and improvements, of
13 every kind and nature whatsoever; also, to buy or otherwise acquire
14 real estate, and to subdivide, plat and sell the same, and generally
15 to buy, sell and deal in real and personal property of every kind
16 and description, and to own, hold, improve, develop and manage any
17 real estate or personal property and to erect and cause to be erected
18 on any lands owned, held or occupied by the corporation, buildings
19 or other structures with their appurtenances and to mortgage, sell,
20 lease or otherwise dispose of any lands or interests in lands and in
21 any buildings or other structures at any time owned or held by the
22 corporation; to conduct a general brokerage, agency and commission
23 business for others in the purchase, sale and management of real
24 estate for others and the negotiation of loans thereon; in general,
25 to conduct a general building and construction business and a general
26 real estate business.

27 To enter into, make and perform and carry out contracts of
28 every sort and kind with any person, firm, association or corporation,
29 municipality, body politic, country, territory, district, state and
30 government.

31 To institute, enter into, carry on, assist, promote or par-
32 ticipate in financial, commercial, mercantile, industrial and other

1 businesses, works, enterprises, undertakings and operations.

2 To purchase, hold, sell, assign, transfer, mortgage, pledge
3 or otherwise dispose of shares of the capital stock of, or any bonds,
4 securities or evidence of indebtedness created by, any other corpora-
5 tion or corporations organized under the laws of this state or any
6 other state, country, nation or government, and while the owner there-
7 of, to exercise all the rights, powers and privileges or ownership.

8 To apply for, secure, acquire by assignment, transfer,
9 purchase, or otherwise, and to exercise, carry out and enjoy any
10 charter, license, power, authority, franchise, concession, rights
11 or privileges, which any government or authority or any corporation
12 or other public body may be empowered to grant; and to pay for, aid
13 in and contribute toward carrying the same into effect, and to ap-
14 propriate any of the corporation's shares of stock, bonds and assets
15 to defray the necessary costs, charges and expenses thereof.

16 To acquire, and pay for in cash, stock or bonds of this
17 corporation or otherwise, the good will, rights, assets and property
18 and to undertake or assume the whole or any part of the obligations
19 or liabilities of any person, firm, association or corporation.

20 To draw, make, accept, endorse, discount, execute and issue
21 promissory notes, bills of exchange, and other negotiable or trans-
22 ferrable instruments.

23 In the purchase or acquisition of property, business, rights
24 or franchises, or for additional working capital, or for any other
25 object in or about its business or affairs, and without limit as to
26 amount, to incur debt, and to raise, borrow, and secure the payment
27 of money in any lawful manner, including the issue and sale or other
28 disposition of bonds, debentures, obligations, negotiable and trans-
29 ferrable instruments and evidences of indebtedness of all kinds,
30 whether secured by mortgage, pledge, deed of trust or otherwise.

31 To carry on any other business, which may seem to the cor-
32 poration capable of being conveniently carried on in connection with
33 its business or calculated directly or indirectly to enhance the value
34 of or render profitable any of the corporation's property or rights.

1 The said corporation may perform any part of its business
2 outside the State of Idaho, in the other states, in the District of
3 Columbia, territories or possessions, or dependencies of the United
4 States.

5 To do each and everything necessary, suitable, useful or
6 advisable for the accomplishment of any one or more of said objects,
7 or whichs hall, at any time, appear to be conducive to or expedient
8 for the benefit of said corporation in connection therewith.

9 To do each and all things set forth herein to the same ex-
10 tent and as fully as natural persons might do or could do in the
11 State of Idaho, and in any other state, country or place.

12 To purchase, hold, sell and transfer the shares of its own
13 capital stock; provided it shall not use its funds or property for
14 the purchase of its own shares of capital stock whensuch use would
15 cause any impairment of its capital; and provided further that
16 shares of its own capital stock belonging to it shall not be voted
17 upon directly or indirectly.

18 To have one or more offices, to carry on all or any of its
19 operations and business and without restriction or limit as to amount,
20 to purchase, or otherwise acquire, to hold, own, to mortgage, sell,
21 convey or otherwise dispose of real and personal property of every
22 class and description in any of the States, Districts, Territories,
23 dependencies, possessions or colonies of the United States.

24 The foregoing clauses shall be construed as objects, pur-
25 poses and powers; and it is hereby expressly provided that any enum-
26 eration of specific powers shall not be held to limit or restrict in
27 any manner the powers of this corporation.

28 In general, to carry on any other business in connection
29 with the foregoing, and to have and exercise all the powers conferred
30 by the laws of Idaho upon corporations.

31 V.

32 In furtherance, and not in limitation of the powers conferred

WILLIAM J. DEE
ATTORNEY AT LAW
SPRINGVILLE, IDAHO

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1 by statute, the board of directors es expressly authorized:

2 To make and alter by-laws of this corporation, to fix the
3 amount to be reserved as working capital over and above its capital
4 stock paid in, and to authorize and cause to be executed mortgages
5 and liens upon the real and personal property of this corporation.

6 If the by-laws so provide, to designate two or more of its
7 members to constitute an executive committee, which committee shall
8 for the time being, as provided in said resolution or in the by-laws
9 of this corporation, have and exercise any or all of the powers of the
10 board of directors in the management of the business and affairs of
11 this corporation, and have power to authorize the seal of this corpor-
12 ation to be affixed to allpapers which may require it.

13 Pursuant to the affirmative vote of the holders of at least
14 a majority of the stock issued and outstanding, having voting power,
15 given at a stockholders' meeting duly called for that purpose, or
16 when authorized by the written consent of at least a majority of the
17 holders of the voting stock issued and outstanding, the board of
18 directors shall have power and authority at any meeting to sell,
19 lease or exchange all of the property and assets of this corporation,
20 including its good will and its corporate franchises, upon such terms
21 and conditions as its board of directors deems expedient and for the
22 best interest of the corporation.

23 This corporation may in its by-laws confer powers upon its
24 directors in addition to the foregoing, and in addition to the powers
25 and authorities expressly conferred upon them by statute.

26 VI

27 The capital stock of this corporation shall be ONE HUNDRED
28 THOUSAND DOLLARS (\$100,000.00), divided into one thousand (1,000)
29 shares of stock of the par value of ONE HUNDRED DOLLARS (\$100.00)
30 each. No distinction shall exist b etween the shares of this corpor-
31 ation and all such shares shall have the same rights in the corpora-
32 tion.

VII

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and whenso issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right, or thing acquired in exchange for capital stock.

VIII

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

IX

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

X

The name and postoffice address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

NAME	ADDRESS	NO. OF SHARES	AMOUNT
CLIFF WREN	Fenn, Idaho	133	\$13,300.00
JAMES A. WREN	Grangeville, Idaho	98	9,800.00
PATRICK A. WREN	Grangeville, Idaho	89	8,900.00
THOMAS F. WREN	Grangeville, Idaho	80	8,000.00

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter 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 hereinbefore named for the purpose of

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1 forming a corporation to do business both within and without the State
2 of Idaho, and in pursuance of the laws of the State of Idaho,
3 do make and file these articles of incorporation, hereby declaring and
4 certifying that the facts herein stated are true, and we respectfully
5 agree to take the number of shares of stock hereinbefore set opposite
6 our names and accordingly have hereunto set our hands and seals this
7 6th day of March, 1952.

8 Cliff Wren
Cliff Wren

9
10 James A. Wren
James A. Wren

11
12 Patrick A. Wren
Patrick A. Wren

13
14 Thomas F. Wren
Thomas F. Wren

15
16 STATE OF IDAHO |
17 COUNTY OF IDAHO | ss.

18 On this 6th day of March, 1952, before me, the undersigned
19 notary public in and for said County and State, personally appeared
20 CLIFF WREN, JAMES A. WREN, PATRICK A. WREN and THOMAS F. WREN, known
21 to me to be the persons who executed the within and foregoing Articles
22 of Incorporation of PRAIRIE RANCHES, INC., and severally acknowledged
23 to me that they executed the same in triplicate.

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

27
28 (SEAL)

29 M. V. F. Fennimore
Notary Public for State of Idaho
Residing at Grangeville, Idaho.

WILLIAM J. DEE
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

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