

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA
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

SHOULDER 3 RANCHES, INC.

was filed in the office of the Secretary of State on the **eighth** day
of **December** A.D. One Thousand Nine Hundred **sixty-seven** and
~~was~~ recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,
~~microfilm~~
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
Oakley, Idaho in the County of **Cassia**

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 **8th** day of **December**,
A.D., 19 **67**

Secretary of State.

ARTICLES OF INCORPORATION
OF
SHOULDER 3 RANCHES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

SECTION I.

The name of the corporation is Shoulder 3 Ranches, Inc.

SECTION II.

The Corporation is to have perpetual existence.

SECTION III.

The location and post office address of the registered office of the corporation is Oakley, Idaho.

SECTION IV.

The total number of authorized shares of stock and the par value thereof are as follows:

<u>Type</u>	<u>Number</u>	<u>Par</u>	<u>Aggregate</u>
Common	250,000	\$1.00	\$250,000.00

SECTION V.

There will only be one class of common stock and the holders thereof are entitled to all dividends declared by the Board of Directors; each stockholder of common stock of record shall be entitled to all meeting of the corporation in any matters requiring a vote, to one vote for each share of stock standing in his name upon the books of the corporation.

SECTION VI.

The objects and purposes for which this corporation is formed are as follows:

- a. To own, operate and maintain a general ranching business of raising livestock of all kinds and purchasing, feeding and selling the same together with the raising of feed, forage, grains and other agricultural crops.

- b. To purchase, sell, develop, improve, lease, acquire, convey and mortgage real estate and personal property.
- c. To invest money in any type of securities available and to borrow money for the purpose of investment for the benefit of the corporation and of the stockholders.
- d. To engage in any business whatsoever, either as principal or as agent, or obth, or as a syndicate, which the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.
- e. To do any or all of the things to the same extent as a natural person might or could do in the State of Idaho or any part of the world as principals or agents, or otherwise, alone or in the company with others, without restriction as to time, place, or amount.

SECTION VII.

The names and post office addresses of the incorporators and the number of shares of stock subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
IKE RIDENHOUR	Aurora, Colorado	1
JOHN F. CHISHOLM	Burley, Idaho	1
W. B. WHITELEY	Oakley, Idaho	1

SECTION VIII.

The Board of Directors must consist of not less than three nor more than five members, one of which must be a resident of the State of Idaho. A majority of the number of the Board of Directors present constitutes a quorum and the transaction of business and every decision by majority of such quorum of the Board of Directors shall be valid as a corporate act. That all meetings of the Board of Directors may be held at the principal office of the corporation in this State or at such place or places within or without this State for the transaction of any business of the corporation as the Directors may by resolution or by By-Laws provide.

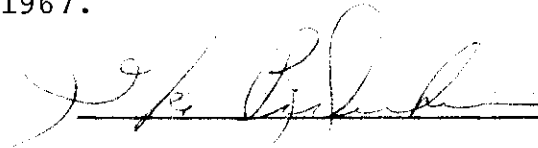
SECTION IX

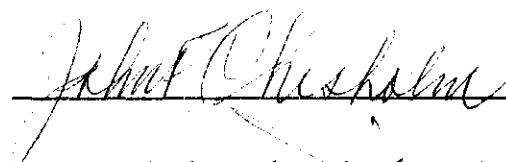
That the stockholders shall not be individually liable for the debts of the corporation.

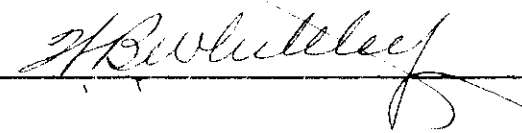
SECTION X

These Articles of Incorporation may be amended in accordance with provisions of the Statutes of the State of Idaho

IN WITNESS WHEREOF, The parties have set their hands this 5th day of September, 1967.








STATE OF IDAHO)
 : ss
County of Cassia)

On this 5th day of September, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared IKE RIDENHOUR, JOHN F. CHISHOLM and W. B. WHITELEY, known to me to be the persons whose names are subscribed to the within 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.



Notary Public for Idaho
Residing at Burley, Idaho

(S E A L)