



## 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

**DAHL RANCHES, INC.**

was filed in the office of the Secretary of State on the **Twelfth** day  
of **January** A.D. One Thousand Nine Hundred **Sixty-five** 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  
**Boise** in the County of **Ada**

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 **January**,  
A.D., 19**65**.

Secretary of State.

IN THE OFFICE OF THE SECRETARY OF STATE,

STATE OF IDAHO

\* \* \* \* \*

In the Matter of the	)	
Incorporation of	)	
DAHL RANCHES, INC.,	)	<u>ARTICLES OF INCORPORATION</u>
A Domestic Corporation	)	
for Profit.	)	

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned persons, all of whom are natural persons of full age, and at least two-thirds of whom are citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a general business corporation for profit, and in compliance with the laws and statutes of the State of Idaho, we do hereby certify and declare as follows:

ARTICLE FIRST

The name of this corporation shall be:

DAHL RANCHES, INC.

ARTICLE SECOND

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent the sooner winding up of the corporation under the laws and statutes of the State of Idaho if such winding up thereof be deemed advisable.

ARTICLE THIRD

The registered office of this corporation shall be Boise, County of Ada, State of Idaho.

ARTICLE FOURTH

The general nature of its business shall be to engage in all lawful activities and particularly shall be as follows:

(a) To engage generally in the ranching and farming business and in pursuit of such business to engage in all functions and activities related thereto, including farming, raising, growing, feeding and pasturing of livestock, buying, leasing and selling or otherwise dealing with all types of livestock, conducting an artificial breeding program, buying, selling or otherwise acquiring and dealing with feed of every kind and description whatsoever, and employing managers and general ranch hands for the purpose of conducting a general ranching business; to buy, sell, job or otherwise deal in, either at wholesale or retail, meat, meat products, dairy products and edible foods of every kind and description; to pack, cure, render, refine and deal in meats and meat products and to manufacture, produce and generally deal in all articles made from the carcasses of animals; to establish, buy, lease or otherwise acquire, own, maintain, operate and dispose of all facilities and structures necessary or expedient for such purposes.

(b) To design, construct, remodel and otherwise deal with buildings of all kinds including houses, barns, sheds and other buildings or structures of every kind and description whatsoever and to construct or otherwise acquire dams, wells and ditches; to employ engineers, architects, builders and contractors for such purposes.

(c) To enter into any kind of contract or agreement, cooperative or profit sharing or pension plan with its officers, or employees that the corporation may deem advantageous or expedient, or otherwise, to reward or pay such persons for their services as the directors may deem fit.

(d) To purchase, lease or otherwise acquire real and personal property of all kinds or interests, contracts, equities or leases therein in the United States or elsewhere and to sell,

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exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights; and generally to do anything or perform any act which, in the judgment of the directors or stockholders of the corporation, shall be necessary or proper and conducive to the best interests of said corporation in carrying out the purposes and business of this corporation.

(e) To make all types of contracts and enter therein as may be necessary and proper to effect its purposes and conduct its proper business.

(f) To engage in the logging, buying, trading and selling of timber.

(g) To engage in the development of all types of recreation and sporting facilities, such as fishing, boating, camping, skiing, guided hunting and/or any other sports.

(h) To manufacture, buy, sell, deal in and with goods, wares, merchandise and other personal property of all kinds and description, without limitation, at such places and locations as may be determined by the Board of Directors of this corporation.

(i) To buy, receive, use, sell, mortgage, lease or bond or otherwise dispose of any and all such real estate or personal property as may be necessary, useful or desirable for it to own, use or dispose of for its purposes.

(j) The property of the corporation may be sold, mortgaged, or otherwise be disposed of by the directors as they feel necessary to further the purpose of this corporation.

(k) To borrow money and contract debts, when necessary, for the transaction of business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and

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evidences of indebtedness, payable at specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for any other lawful objects.

(l) To loan money, with or without security, and to make secure the same by taking promissory notes, contracts, agreements and other pledges.

(m) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, bonds, securities or evidence of indebtedness created by any other corporation or corporations of this state, or any other state or government and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(n) To organize and cause to be organized other corporations and to subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidence of indebtedness of any corporation, stock company, or association, now or hereafter existing, and whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any such shares of the capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that person from time to time, to the same extent as natural persons might or could do.

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Vernon K. Smith  
1900 Main Street  
Boise, Idaho

(o) To purchase, hold, sell and reissue the shares of the stock of this corporation.

(p) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States of America or in any other part of the world; to sell, let, or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the corporation, or which it may acquire or any interest in the same; to register any patent or patents for any invention or inventions, or obtain exclusive of other privileges in respect to the same, in any part of the world, and to apply for, exercise, use or otherwise deal with, or turn to account any patent rights, concessions, monopolies, or other rights or privileges, either in the United States or in any other part of the world.

(q) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, either of the United States or of any foreign countries, and to accept and grant licenses thereunder.

(r) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the foregoing purposes, or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property, either in or out of the State of Idaho, and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the act pursuant to and under which this corporation is formed.

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(s) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation, either foreign or domestic, engaged in any business in which this corporation would have the right to engage under these Articles of Incorporation, and to assume or undertake in whole or in part the liability of any person, firm, corporation or association.

(t) For the purpose of securing all or any of its contracts, obligations or liabilities, to convey, transfer, assign, deliver, mortgage, pledge, or otherwise hypothecate, all or any part of the property or assets at any time held or owned by this corporation, and to enter into cross-guarantees and cross-pledges jointly and cooperatively with related or subsidiary corporations or associations.

(u) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the corporation, or any amendment thereof.

(v) To do any and all such other acts, things and business, and to exercise any and all powers which a natural person could do or exercise and which now or hereafter may be authorized by law.

#### ARTICLE FIFTH

The capitalization of this corporation shall be in the sum of \$24,000.00.

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This corporation shall have but one class of stock, to be known and designated as "Common Stock", totaling 24,000 shares at One and No/100 (\$1.00) Dollar par value per share. All shares when issued shall have equal voting rights, and shall, when issued, be fully paid and non-assessable.

#### ARTICLE SIXTH

The names of the incorporators, together with a statement of the number of shares subscribed by each, and their post office addresses, are as follows:

		Number of Shares
L. L. DAHL	5835 Brentwood Drive, Salt Lake City, Utah	12,100
LAVON B. DAHL	5835 Brentwood Drive, Salt Lake City, Utah	11,800
VERL R. TOPHAM	1876 South Main, Salt Lake City, Utah	100

#### ARTICLE SEVENTH

The management of this corporation shall be vested in a Board of not less than three (3) directors, who shall be elected by the stockholders at the annual meeting of the stockholders. The number of members upon the Board may be expanded or diminished from time to time by a two-thirds vote of the directors at any regular or special meeting called for that purpose.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings, either with or without notice, either within or without the State of Idaho, as often as said Board of Directors may be called into session by the President of said corporation.

Nothing in these Articles of Incorporation shall require any director or officer to be a stockholder in said corporation.



At all meetings of the Board of Directors, a majority vote shall be required to pass any official act of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho. At the first annual meeting of the Board of Directors, said directors shall elect officers of said corporation. The officers of this corporation shall be as follows: President, Vice-President and Secretary-Treasurer, but nothing herein specified shall prevent the Board itself to divide the office of Secretary-Treasurer into two offices and/or to create additional offices of the corporation.

#### ARTICLE EIGHTH

Until the first annual meeting of the corporation, the officers and directors of this corporation shall be as follows:

L. L. DAHL, President and Director

LAVON B. DAHL, Secretary-Treasurer and Director

VERL R. TOPHAM, Vice President and Director

#### ARTICLE NINTH

The annual meeting of the stockholders of this corporation shall be held on the first Monday in January of each year, commencing with the year 1966; provided, however, that in the event the first Monday of January of any year shall fall upon any legal holiday, then said annual meeting of said stockholders shall be held on the next business day.

At each annual meeting of the stockholders, such stockholders, in addition to any other business to be transacted at such meeting, shall elect directors to serve for the ensuing year; provided, however, that nothing herein contained shall prevent the stockholders or directors to increase or decrease the number of directors, as provided in the By-Laws or the Laws and statutes of the State of Idaho.

ARTICLE TENTH

Within thirty (3) days next following the filing of these Articles of Incorporation, the stockholders and directors shall adopt a code of By-Laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-Law may be adopted at any annual or special meeting of the stockholders or any regular or special meeting of the directors; provided, however, that such call for such meeting to adopt, repeal or to amend the By-Laws states such purpose. The amendment of By-Laws may be by a majority vote.

IN WITNESS WHEREOF, We have hereunto set our hands and seals and caused these Articles of Incorporation to be executed in triplicate this 7<sup>th</sup> day of January, 1965.

L L Dahl

L. L. DAHL

Lavon B Dahl

LAVON B. DAHL

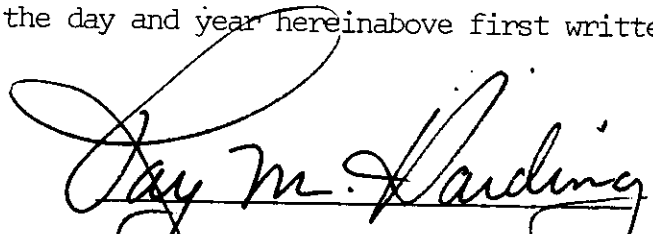
Verl R. Topham

VERL R. TOPHAM

STATE OF UTAH            )  
                                  : ss  
County of Salt Lake )

This is to certify that on this 7<sup>th</sup> day of January, 1965,  
before me, the undersigned, a Notary Public in and for the State of  
Utah, personally appeared L. L. DAHL, LAVON B. DAHL and VERL R. TOPHAM,  
each known to me to be the persons whose names are subscribed to the  
within instrument, and before me and in my presence they acknowledged  
to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official notarial seal the day and year hereinabove first written.

  
Notary Public  
Residing at Salt Lake City, Utah

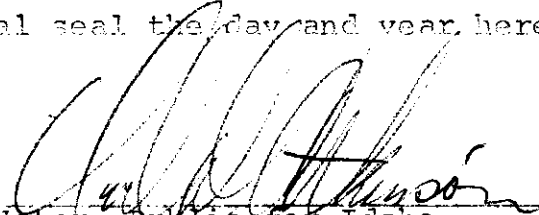
My Commission Expires March 1, 1965

(SEAL)

STATE OF IDAHO     )  
                              )   ss.  
COUNTY OF ADA     )

This is to certify that on this 12 day of January, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared L.L. DAHL, LAVON E. DAHL, and VERL R. TOPHAM, each known to me to be the persons whose names are subscribed to the within instrument, and before me and in my presence they acknowledged to me that they executed the same.

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

  
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Notary Public for Idaho  
Residing at Boise, Idaho

(SEAL)