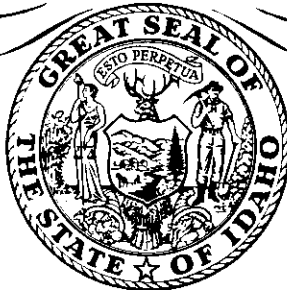


# State of Idaho



## 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

#### THE ELLIOT RANCH, INC.

was filed in the office of the Secretary of State on the **Twelfth** day of **June** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** 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 **100** years existence from the date hereof, with its registered office in this State located at

**Lapwai**

in the County of

**Nez Perce.**

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 **June**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
THE ELLIOT RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, GORDON ELLIOT, ELIZABETH M. MARTIN, RICHARD L. ELLIOT, WILLARD J. ELLIOT, MARGARET J. PARKINS, ALBERT J. ELLIOT, THOMAS A. ELLIOT, PHILIP D. ELLIOT and ALFRED C. ELLIOT, all of whom are full age citizens of the United States of America and residents of the State of Idaho, do hereby make, certify, execute, acknowledge, and deliver the following Articles of Incorporation for the purpose of organizing a private corporation under the laws of the State of Idaho, and we do hereby certify:

I.

The name of this corporation shall be: THE ELLIOT RANCH, INC.

II.

The purposes for which this corporation is formed are:

(a) To buy, sell, and deal in all classes and description of livestock; to pack, cure, refine and render and to deal in meats and meat by-products, and to manufacture and produce and generally deal in hides, oil, glue, animal fertilizers, and all other articles made from the carcasses of animals; and also in connection therewith to establish by lease or otherwise acquire, own, maintain, operate, and dispose of real property, stockyards, slaughter houses, packing houses; rendering, refining or curing plants and necessary buildings therefor, and all other facilities and structures necessary or expedient for such purposes. To operate, maintain and conduct any and all livestock feeding operations and to enter into contracts and conduct such operations by lease or otherwise for others for a stipulated consideration. To breed, raise, import, export and deal in cattle and livestock of all kinds and to carry on a general cattle and grazing business and feed business, purchasing or acquiring and selling or otherwise disposing of the stock, supplies, equipment, accessories, appurtenances, products and by-products of said business.

(b) To buy, sell, deal in, lease, hold or improve real

estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners and others.

(c) In the purchase or acquisition of property, business, right 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 manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(d) To enter into contracts or arrangements with any government or authority, national, state, municipal, or otherwise, conducive to any of the purposes of this corporation, and to obtain from such government or authority any and all rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents, or concessions relating to or for the promotion or protection of such purposes; to carry out, exercise, comply with and enforce the same; to sell, lease, or otherwise dispose of the same or any interest therein to others, where such sale, lease, or disposal shall be lawful under the laws of the government power granting the same.

(e) To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in implements, vehicles, motors, machinery and equipment of all manner and description, particularly including but not limited to agricultural implements and livestock feed, supplies, insecticides and chemicals and farm fertilizers.

(f) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho, including but not limited to storing, warehousing, cleaning, bagging, treating, or curing all manner of farm produced crops and grains; to generally engage in, do, and perform any enterprise, act or vocation that a natural person might or could do or perform; to engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description; to act as agents for the purchase, sale and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for and on behalf of another.

(g) To do generally each and every necessary, proper, and requisite thing to be done in carrying out any of the objects of this corporation herein provided for and incidental thereto.

(h) The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation and enjoyment thereof as conferred by the laws of the State of Idaho upon corporations organized under the provisions of the laws of the State of Idaho.

### III.

The place where the principal business of the corporation shall be transacted is Lapwai, Nez Perce County, Idaho. The corporate post office address shall be: Route 1, Box 11, Lapwai, Idaho.

### IV.

The term for which this corporation shall exist is one hundred (100) years from and after the date of incorporation.

### V.

The Board of Directors of this corporation shall be nine (9) in number. The Board of Directors may be authorized by the By-laws to hold meetings outside of the State of Idaho, at such places as may be determined.

### VI.

The authorized amount of the capital stock of this corporation shall be \$200,000.00 divided into 2,000 shares of common stock with a par value of \$100.00 per share.

The amount of stock actually subscribed by each of the incorporators, and their post office addresses, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF STOCK</u>
Gordon Elliot	Lapwai, Idaho	One share Common Stock (\$100.00)
Elizabeth M. Martin	Lapwai, Idaho	One share Common Stock (\$100.00)
Richard L. Elliot	Lapwai, Idaho	One share Common Stock (\$100.00)
Willard J. Elliot	Lapwai, Idaho	One share Common Stock (\$100.00)

Margaret J. Parkins	Lewiston, Idaho	One share Common Stock (\$100.00)
Albert J. Elliot	Lapwai, Idaho	One share Common Stock (\$100.00)
Thomas A. Elliot	Grangeville, Idaho	One share Common Stock (\$100.00)
Philip D. Elliot	Lapwai, Idaho	One share Common Stock (\$100.00)
Alfred C. Elliot	Lapwai, Idaho	One share Common Stock (\$100.00)

IN WITNESS WHEREOF, we, the aforesaid incorporators,  
have hereunto set our hands and affixed our seals in triplicate  
this 10<sup>th</sup> day of June, 1963.

Gordon Elliot  
GORDON ELLIOT

Elizabeth M. Martin  
ELIZABETH M. MARTIN

Richard L. Elliot  
RICHARD L. ELLIOT

Willard J. Elliot  
WILLARD J. ELLIOT

Margaret J. Parkins  
MARGARET J. PARKINS

Albert J. Elliot  
ALBERT J. ELLIOT

Thomas A. Elliot  
THOMAS A. ELLIOT

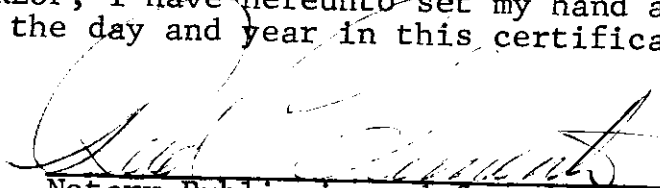
Philip D. Elliot  
PHILIP D. ELLIOT

Alfred C. Elliot  
ALFRED C. ELLIOT

STATE OF IDAHO       )  
                              : ss.  
County of Nez Perce)

On this 10<sup>th</sup> day of June, 1963, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared GORDON ELLIOT, ELIZABETH M. MARTIN, RICHARD L. ELLIOT, WILLARD J. ELLIOT, MARGARET J. PARKINS, ALBERT J. ELLIOT, THOMAS A. ELLIOT, PHILIP D. ELLIOT and ALFRED C. ELLIOT, known to me to be the persons whose names are subscribed to the within and foregoing ARTICLES OF INCORPORATION OF THE ELLIOT RANCH, INC., 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 in and for the State of  
Idaho, residing at Lewiston, therein.