

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

SHOE SOLE RANCH, INC.

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **February**, A.D. One Thousand Nine Hundred **Sixty-five** and **will be** fully recorded on ~~film~~ **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 **Hansen** in the County of **Twin Falls.**

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 **25th** day of **February**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

. OF

SHOE SOLE RANCH, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned being over the age of twenty-one years and citizens of the United States have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, relating to general corporations and we do hereby certify:

I

That the name of the corporation is SHOE SOLE RANCH, INC.

II

That the nature of the business or objects or purposes proposed to be transacted, promoted, or carried on by this corporation are as follows:

(a) To breed, raise, import, export, and deal in cattle and livestock of all kinds, and to carry on a general cattle and grazing business, purchasing or acquiring, and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products, of said business.

(b) To engage in a general livestock and ranching business, both on its own account and as agent; to agist, feed, range, graze, manage, herd, control, brand, care for, purchase, market, and sell livestock of every kind, both on its own account and as agent for other persons or corporations; to buy, lease, cultivate, manage, operate, and sell ranch properties and products therefrom both on its own account and as agent for other persons or corporations.

(c) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and

manage buildings of every kind and character whatsoever; to finance

the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

(d) To own, operate, and maintain a general wholesale and retail livestock business dealing in the purchase, feeding, and re-selling of livestock of all types.

(e) To enter into and perform contracts for the feeding and fattening of livestock of all kinds and description.

(f) To plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, unimproved or improved, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal or mixed, wheresoever situate, including water and water rights.

(g) To buy, sell, acquire, hold, own, mortgage, pledge, lease, transfer, assign, trade and deal in and with all kinds of personal property, livestock, goods, wares and merchandise of every kind, nature and description.

(h) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof, to possess and exercise in respect thereof, any and all rights, powers and privileges of ownership, including the right to vote thereon.

(i) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either

public or private, or with any territory or government or any agency thereof.

(j) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

(k) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(l) To purchase or otherwise acquire the whole or any part of the property, assets, business and good-will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(m) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

(n) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the

objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any person, firm, association or corporation.

(o) To carry on any lawful business, industry, enterprise, or undertaking permitted under the laws of the State of Idaho.

It is the intention that the foregoing enumeration of specified purposes shall not be held to limit, restrict, or impair in any manner such powers as the corporation may be endowed with pursuant to law.

III

The period of existence of this corporation shall be perpetual.

IV

The location and post office address of the registered office of the corporation in the State of Idaho is

c/o ROSS S. SHOOLROY
R. D. 2
Shoe Sole Ranch, Inc.
Hansen, Idaho

V

The total number of par value shares is FIVE THOUSAND, (5,000). The aggregate par value of the total authorized number of par value shares is FIVE HUNDRED THOUSAND DOLLARS, (\$500,000.00).

VI

All of the stock of the corporation, being 5,000 shares, is to be common stock and each share of stock is to have equal voting power, rights and preferences, and no special restrictions are granted to, or imposed upon any of the shares of stock.

VII

The name and post office address of each of the incorporators and the number of shares for which each subscribes is as follows:

ROSS SHOOLROY, R. D. 2, Shoe Sole Ranch, Hansen,
Idaho - 4,650 shares

IVA M. SHOOLROY, R. D. 2, Shoe Sole Ranch, Hansen,
Idaho - 200 shares

SAMUEL P. STEWART, R. D. 2, Shoe Sole Ranch, Hansen,
Idaho - 1 share

VIII

The capital stock of this corporation issued to any shareholder after such shareholder has paid the amount of the subscription price for par value therefor or contributed to the said corporation, property or other assets of equal value to the par value of the stock issued to said shareholder, shall not be subject to assessment, to pay debts of the corporation, and no paid-up stock and stock issued as fully paid, shall ever be assessable or assessed.

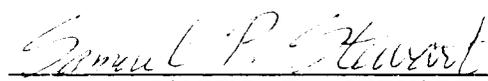
WE, THE UNDERSIGNED, being each of the original incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho and in pursuance of the general corporation laws of the State of Idaho do make and file this certificate, hereby declaring and certifying that the facts hereinabove stated are true and accordingly have hereunto set our hands this 28th day of January, 1965.



ROSS SHOOLROY



IVA M. SHOOLROY



SAMUEL P. STEWART

