

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

S. & W. CATTLE INC.

was filed in the office of the Secretary of State on the **Twenty-third** day
of **January,** A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **122** 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
Oakley 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 **23rd** day of **January**,
A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

S. & W. CATTLE 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 S. & W. Cattle 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	\$100.00	\$25,000.00

Section V

The holders of common stock 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. Any increase of common stock that may hereafter be authorized shall be first offered pro-rata to the common stockholders in relation to their then present holdings.

In the event any holder of common stock of this corporation shall elect to sell such stock, then the existing remaining holders of common stock shall have the option to purchase such offered stock at a price equal to the highest market bid received, and the number of shares of stock that each holder is entitled to shall be by mutual agreement of the stockholders.

Section VI

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

- a. To own, operate and maintain a general wholesale and retail business dealing primarily in the purchase, raising, selling of cattle and other livestock of all types.
- b. To purchase, sell, 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 both, 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 under which the corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

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>
Monroe Sagers	Gooding, Idaho	1
W. B. Whiteley	Oakley, Idaho	1
Herman E. Bedke	Burley, Idaho	1

Section VIII

All members of the Board of Directors must be stockholders of common stock, and 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 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 XI

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 31 day of December, 1962.

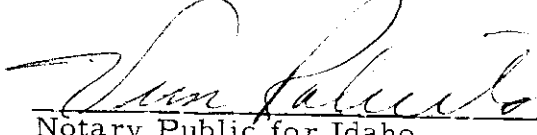
Monroe Sagers
W. B. Whiteley
Herman E. Bedke

STATE OF IDAHO)
 ss.
County of Cassia)

On this 31st day of December, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared MONROE SAGERS, W. B. WHITELEY and HERMAN E. BEDKE, 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.