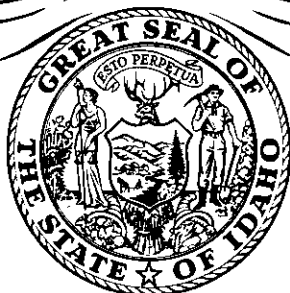


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

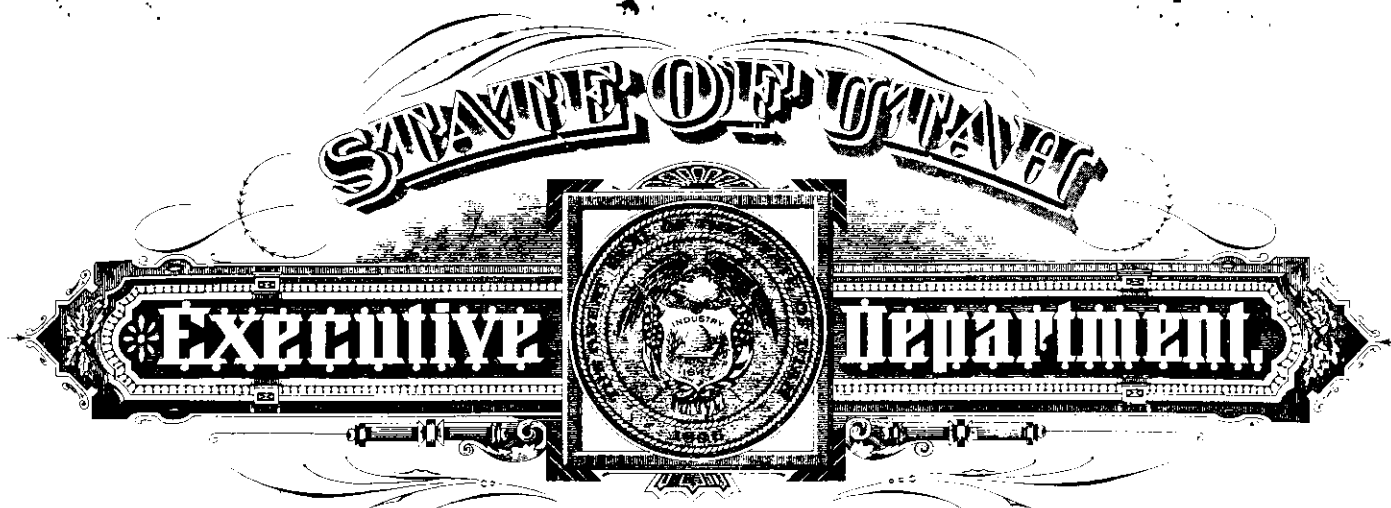
WESTERN LAND AND LIVESTOCK CO., INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **First** day of **July** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **July** 19 **64**, a designation of **Harry F. Lemoyne** in the County of **Gooding** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **1st** day of **July**, A.D. 19**64**.

Secretary of State.

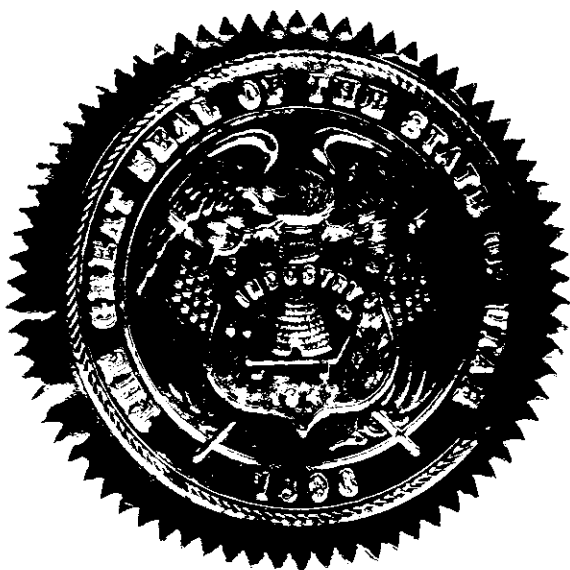


Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation of

WESTERN LAND AND LIVESTOCK CO., INC.

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS NINETEENTH DAY OF

JUNE 19 64

Lamont F. Toronto

SECRETARY OF STATE

Mendell L. Cottrell

DEPUTY

FILED in the office of the Secretary of
State, of the State of Utah, on the
16th day of Oct. A.D. 1962

5-533-9 102001 10 9 29 ARTICLES OF INCORPORATION
OF 39924

LAMONT E. TORONTO
Secretary of State

770,000 WESTERN LAND AND LIVESTOCK CO., INC. Filing Clerk E. J. D. Fees 70.00

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is WESTERN LAND AND LIVESTOCK CO., INC.

ARTICLE II

The period of its duration is one hundred (100) years.

ARTICLE III

To acquire, sell, lease, buy, trade, develop, improve, manage, operate, finance and to invest in land, farms, ranches and otherwise deal in and with all forms of real property, and businesses of every kind or description, including but not limited to stocks of other corporations or other indicia of ownership of any business or enterprise, within the United States or otherwise.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) of the par value of One Hundred Thousand Dollars (\$ 100,000.00), each share having the par value of One Dollar (\$1.00), all being known as common stock with equal rights.

ARTICLE V

The corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VI

The stockholders of this corporation have a pre-emptive right, in preference to any other persons, and as between themselves, to subscribe for or purchase any unissued stock or treasury stock which may be hereafter issued and to do so in proportion to their respective holdings of the original stock. No stock shall be issued by the board of directors unless and until 75% (seventy-five percent) of the outstanding shares have voted and authorized the issuance of unissued or treasury stock in an amount the holders of said outstanding shares

deem proper.

ARTICLE VII

The post office address of its initial registered office is

J. Richard Bell, 303 E. 2100 So.
SALT LAKE CITY, UTAH

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
John Clarke	1608 Princeton Avenue, Salt Lake City, Utah
Louise A. Clarke	1608 Princeton Avenue, Salt Lake City, Utah
John M. Whiteley	2676 Skyline Drive, Salt Lake City, Utah

ARTICLE IX

The name and address of each incorporator is:

NAME	ADDRESS
John Clarke	1608 Princeton Avenue, Salt Lake City, Utah
Louise A. Clarke	1608 Princeton Avenue, Salt Lake City, Utah
John M. Whiteley	2676 Skyline Drive, Salt Lake City, Utah

ARTICLE X

In case a stockholder desires to sell or otherwise dispose of his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of the same; and any sale or attempted sale, disposal or alienation in violation of this provisions shall be null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of this corporation stating the terms of sale; and unless his terms are accepted by any or all of the other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing said stock to anyone else.

Dated this 2 day of October, 1962.

John Clarke
Louise A. Clarke
John M. Whiteley

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, J. Richard Bell, a notary public, hereby certify that on

the 2 day of October, 1962, personally appeared before me:

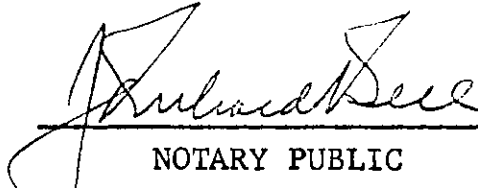
JOHN CLARKE

LOUISE A. CLARKE

JOHN M. WHITELEY

who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
2 day of October, 1962.


NOTARY PUBLIC

Commission expires: October 26, 1965

Residing at: Salt Lake City, Utah

1963

STATE OF UTAH
ANNUAL REPORT

OF

RECEIVED
OFFICE OF
SECRETARY OF STATE

1964 FEB 18 AM 10 41

WESTERN LAND & LIVESTOCK CO., INC.
(EXACT CORPORATE NAME)

To the Secretary of State of the State of Utah:

Pursuant to the provisions of Section 16-10-121 of the Utah Business Corporation Act, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is SameSECOND: It is incorporated under the laws of Utah

THIRD: The address of its registered office in Utah is

303 East 21st South, Salt Lake City, Utah

and the name of its registered agent in Utah of such address is

~~Waldo J. Harris~~ T. Richard Bo 11 (1172)

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Utah, briefly stated is Farming

SIXTH: The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Street Address</u>	<u>City & State</u>
President	Waldo J. Harris	631 Garfield Ave.,	Salt Lake City, Utah
Vice President			
Secretary	H. F. Benson	% 303 Est 21st South,	Salt Lake City, Utah
Treasurer	Harry F. LeMoyne	Lemoyne Motel & Realty,	Hagerman, Idaho
Directors	All of the above.		
	(Must have at least three)		

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

100,000 common at a par value of \$1.00 per share

Number of Shares	Class	Series	or Statement that Shares are without Par Value
100,000	Common	A	\$1.00

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	A	\$1,000.00

NINTH: The amount of its capital as of the close of business on December 31, 1963, was \$1,000.00

DATED: February 18, 1964

(Note: To be signed by a principal officer of the corporation)

Western Land & Livestock Co., Inc.
(EXACT CORPORATE NAME)
By Waldo J. Harris
ITS President

STATE OF Utah
COUNTY OF Salt Lake } ss.

I, Archie Johnson, a notary public, hereby certify that on the 18th day of February, 1964, personally appeared before me Waldo J. Harris, who being by me first duly sworn, declared that he is the President of Western Land & Livestock Co., Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal this Eighthenth day of February, A.D. 1964.

My commission expires 1-16-67.

Archie Johnson
NOTARY PUBLIC