



CERTIFICATE OF INCORPORATION  
OF

MILLER RANCHING CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 30, 1990



*Pete T. Cenarrusa*  
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SECRETARY OF STATE

by: *Elizabeth M. Tabala*  
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ARTICLES OF INCORPORATION OF  
MILLER RANCHING CO., INC.

RECORDED  
SECRET  
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KNOW ALL MEN BY THESE PRESENTS: That Thomas J. Miller, the undersigned, being a natural person of legal age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, does hereby certify as follows:

I.

Name

The name of the corporation shall be Miller Ranching Co., Inc.

II.

Registered Office

The location and post office address of the registered office of the corporation shall be 8251 Fort Wilson Drive, Payette, Idaho 83661.

III.

Registered Agent

The name of the registered agent of the corporation is Thomas J. Miller.

IV.

Duration

The period of existence and duration of the corporation shall be perpetual.

V.

Corporate Purpose

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

Authorized Capital Stock

The corporation shall have 1,000 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

Incorporator

The name and post office address of the incorporator are as follows:

<u>Name</u>	<u>Post Office Address</u>
Thomas J. Miller	8251 Fort Wilson Drive Payette, Idaho 83661

VIII.

Director

There shall be one (1) director of the corporation, but the number of directors may be increased or decreased from time to time as provided by the Bylaws. The name and post office address of the initial director, named by the incorporator, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Thomas J. Miller	8251 Fort Wilson Drive Payette, Idaho 83661

The initial director shall serve until the first election of directors.

IX.

Bylaws

The Board of Directors, by a majority vote, shall have the power to adopt Bylaws, and to repeal and amend Bylaws.

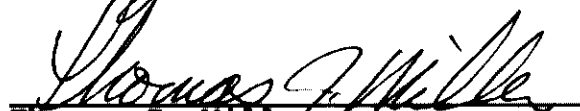
X.

Director Conflicts of Interest

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are

pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has executed these Articles of Incorporation this 29<sup>th</sup> day of August, 1990.

  
Thomas J. Miller

09/dmr