

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

SPARES LAND AND LIVESTOCK, INC.

was filed in the office of the Secretary of State on the **Thirteenth** day of **January** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **126** 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 **Carey** in the County of **Blaine.**

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 **13th** day of **January**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SPARKS LAND AND LIVESTOCK, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

The name of this corporation shall be Sparks Land and Livestock, Inc.

II.

The purposes for which this corporation is formed are:

- (a) To purchase or sell, own, improve, equip, operate and manage farms and engage in any and all agricultural pursuits or undertakings of any nature whatsoever, and of cultivating, growing, harvesting, picking, cleaning and assorting, boxing, packing, shipping, buying, and selling at wholesale and retail, all kinds of farm products and to carry on all other business incident thereto or connected therewith; and to do a general commission and brokers business in any or all of the foregoing businesses.
- (b) 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.
- (c) To transact the business of investing on behalf of itself or others, any

part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein.

(d) To purchase, or otherwise acquire own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(e) To loan money on any stock, bond, debenture, participation, certificate, contract or underwriting, or personal property, or upon the security of real estate, and to collect said loans together with interest thereon.

(f) To purchase, or otherwise acquire, to hold, use and enjoy, to improve lease, mortgage, sell and transfer, exchange or otherwise dispose of; to invest in, trade in and deal with, and deal in real estate of every kind and description.

(g) To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security contract, overdraft, claim, judgment, choses in action, real estate, fixtures, furniture, or any other asset not herein enumerated.

(h) To sue and be sued, appear and complain and defend in any Court of law or equity, or before any board, commission, or tribunal.

(i) To make secured loans in any amount, and to sell participations in such loans, either with or without recourse, and to hold collateral in connection therewith in trust for the holders of participations, and to hold evidence of debt in connection with such loans, and to issue evidences of interest to any person, partnership, firm, or corporation or association,

which may purchase an interest in such loan; and to enforce the collection thereof for the benefit of the holders of such participations.

(j) To act as agent for others and to engage in any and all business, either as principal or agent, and to enter into any and all transactions, either as principal or agent, as the Board of Directors of the corporation may from time to time deem proper and expedient, which are not contrary to the laws of the State of Idaho.

(k) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes or formulas, and the like, which may seem capable of being used for any purpose of the corporation, and to use, exercise, develop, grant licenses in respect of, and sell and otherwise turn to account, the same.

(l) To borrow or raise money for any of the purposes of the corporation and to issue bonds, debentures, notes, or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof, and the interest thereon by mortgage, pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the corporation for its corporate purposes.

(m) To carry out all or any part of the foregoing objects or purposes either alone or in conjunction with any person, association or other corporation.

(n) To acquire, and to hold all or any part of, the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part, similar to that of this

corporation, consistent with the objects and purposes of this corporation, and to hold, utilize, and in any manner dispose of the whole or any part of the stock, assets, good will, and rights so acquired and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation engaged in the business so acquired.

(o) To purchase, retire, redeem hold, transfer, sell, and generally deal in the shares of its own capital stock; provided it shall only use its funds or property for the purchase, redemption or retirement of its own shares of capital stock when its capital will not be thereby impaired; provided that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(p) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation with any persons, firms, corporations, associations, any state, territory, or municipality of the United States, or any foreign country, government or body politic.

(p) The foregoing objects and purposes shall, except only when otherwise expressed, be in no way limited or restricted by reference to or inference from terms of any other clause of this or any other articles of these Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

(q) The corporation may do all things necessary, essential, convenient, or proper for the accomplishment of any and all of the aforementioned purposes, or the attainment of any and all of the aforementioned purposes, or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear

to be helpful or expedient or beneficial to this corporation, and to such end have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

III.

Subject to the dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be P.O. Box 111 Carey, in the County of Blaine, State of Idaho.

V.

This corporation is authorized to issue one class of shares of its capital stock to be designated as "common stock". The total authorized capital stock of said corporation shall be \$250,000.00 divided into 2,500 shares of the par value of \$100.00 each.

VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of these incorporators are as follows:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
George C. Petersen, Jr.,	520 "D" Street Idaho Falls, Idaho	One
Reed L. Moss	520 "D" Street Idaho Falls, Idaho	One
Dennis M. Olsen	520 "D" Street Idaho Falls, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of 21 years and is a citizen of the United States of America.

VII.

The capital stock of this corporation shall be non-assessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations, or liabilities of this corporation.

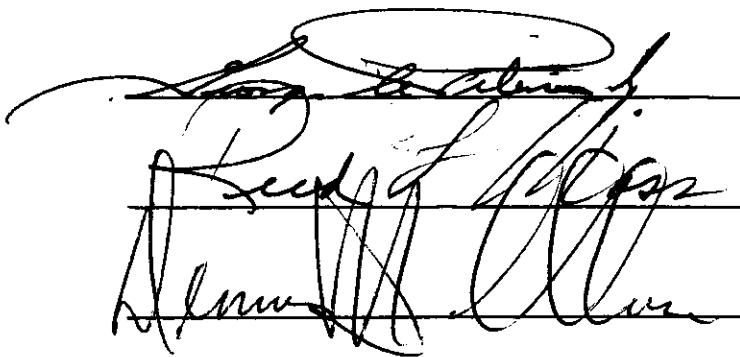
VIII.

The number of directors for this corporation shall be four, which number may be increased or decreased pursuant to the By-Laws of this corporation. Directors shall be elected annually.

IX.

The Board of Directors shall have the power to repeal and amend the By-Laws of the corporation and to adopt new By-Laws at any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alteration, and repeal by the stockholders at any annual meeting, or at any special meeting called for such purpose.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation this 7 day of January, 1964.



LAW OFFICES OF
PETERSEN, MOSS & OLSEN
520 "D" STREET
IDAHO FALLS, IDAHO

STATE OF IDAHO

)

: ss.

County of

)

On this 7th day of January, 1964, before me, the undersigned, a Notary Public in and for said state, personally appeared George C. Petersen, Jr., Reed L. Moss and Dennis M. Olsen, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and I further certify that each of said persons acknowledged to me that they were each over the age of 21 years and were citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Lona K. Gibson
NOTARY PUBLIC for the State of Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: 1-16-65

(SEAL)