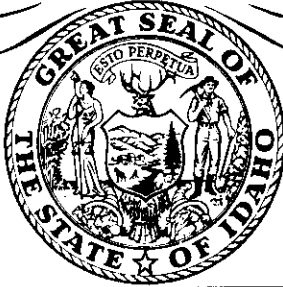


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

SMITH RANCHES, INC.

was filed in the office of the Secretary of State on the **twenty-ninth** day of **January** A.D., One Thousand Nine Hundred **sixty-eight** and ~~will be~~ duly recorded on ~~Film No.~~ **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

trial from the date hereof, with its registered office in this State located at **ington, Idaho** in the County of **Custer**

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 **29th** day of **January**, A.D., 19 **68**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

SMITH RANCHES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, HAROLD E. SMITH, of Darlington, Idaho, HILDA SMITH, of Darlington, Idaho, and M. B. HILLER, of Idaho Falls, Idaho, all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I.

That the name of said corporation is:

SMITH RANCHES, INC.

ARTICLE II.

That the purposes for which said corporation is formed are as follows:

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.

To buy, sell, and deal in all classes and description of livestock; to pack, cure, render, and refine, and to deal in meats and meat by-products, and to manufacture, produce, and generally deal in hides, oil, glue, animal fertilizers, and all other articles made from the carcasses of animals; and also in connection

therewith to establish, buy, lease, or otherwise acquire, own, maintain, operate, and dispose of real property, stockyards, slaughterhouses, packing houses, rendering, refining or curing plants and necessary buildings therefor, and all other facilities and structures necessary or expedient for such purposes.

To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable, and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping, buying, and selling, at wholesale and retail, all kinds of fruit, vegetable, farm, and garden products, and to carry on all other business incident thereto or connected therewith; and to do a general commission and broker's business in any or all of the foregoing businesses.

To carry on any activity or activities that might be related to any of the above described powers of the said corporation;

To acquire, hold, possess, and own patents, improvements, and franchises, or to acquire licenses under such patents for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights or licenses thereunder;

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations;

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same;

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to subdivide real property and to sell and deal in subdivisions and lots; to dispose of, sell, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporation, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of this corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of Idaho Code Annotated, as amended; and

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

ARTICLE III.

That the duration of said corporation shall be perpetual.

ARTICLE IV.

That the location and post office address of the register-

ed office of said corporation in Idaho shall be Darlington, Custer County, Idaho. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

ARTICLE V.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be FIFTY THOUSAND (50,000), of the par value of ONE DOLLAR (\$1.00). Each share of common stock shall be entitled to one (1) vote and shall represent all of the voting shares of the corporation.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

ARTICLE VI.

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation; provided, however, said corporation shall have not less than three (3) nor more than seven (7) Directors. The first Board of Directors shall be three (3) in number, consisting of Harold E. Smith, Hilda Smith and M. B. Hiller, who shall serve until the annual election of Directors in the year 1968.

ARTICLE VII.

That the qualifications, term of office, manner of election, time and place of meeting and the powers and duties of the Directors of this corporation shall be prescribed by the By-Laws;

That the Directors of the Corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws, of the Corporation, in the manner fixed by the By-Laws of the Corporation.

ARTICLE VIII.

That the names and Post Office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Harold E. Smith	Darlington, Idaho	One (1)
Hilda Smith	Darlington, Idaho	One (1)
M. B. Hiller	Idaho Falls, Idaho	One (1)

ARTICLE IX.

No contract or other transaction between the corporation or 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 in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this company which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE X.

The corporation may enter into voting trusts as allowed by applicable statutes, and may also enter into restrictive agreements with its Stockholders for the repurchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, said corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may further exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26 day of January, 1968.

✓ Harold E. Smith (SEAL)
✓ Hilda Smith (SEAL)
✓ M.B. Hiller (SEAL)

STATE OF IDAHO)
) ss.:
County of Butte)

On this 26 day of January, 1968, before me, the undersigned, a Notary Public in and for said County and State, personally appeared HAROLD E. SMITH, HILDA SMITH and M.B. HILLER, known to me to be the persons whose names are subscribed to the foregoing 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.

Robert C. Clair
Notary Public for Idaho
Residing at: Boise, Idaho
My Commission Expires: 11/24/69