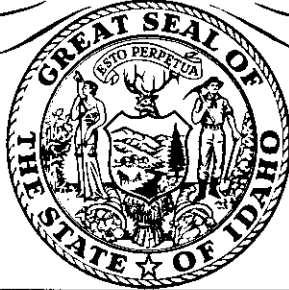


# State of Idaho



## 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

**NEWPORT COMPANY, INC.**

was filed in the office of the Secretary of State on the **Fourteenth** 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

**Twin Falls**

in the County of

**Twin Falls**

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 **14th** day of **January**, A.D., **1963**.

Secretary of State.

1 ARTICLES OF INCORPORATION  
2 OF  
3 NEWPORT COMPANY, INC.  
4

5 KNOW ALL MEN BY THESE PRESENTS:

6 That we, the undersigned, being natural persons and of full  
7 age and citizens of the United States, by these presents associate  
8 ourselves together for the purpose of forming a corporation  
9 pursuant to the corporation laws of the state of Idaho, and we  
10 do hereby certify as follows:

11 I

12 That the name of the corporation is Newport Company, Inc.

13 II

14 The corporation is formed for the following purposes.

15 To engage in the business of ranching and farming and to buy,  
16 sell, transfer, deal in, trade and otherwise acquire livestock,  
17 farming implements, seed, crop and all other things that may be  
18 necessary to or incidental with ranching, farming or livestock  
19 operations, including the acquiring, purchasing, selling, trans-  
20 ferring, leasing, renting, in whole or in part, water rights,  
21 water permits, wells, right-of-way ditches, forest permits,  
22 grazing rights and privileges and such other permits or licenses  
23 that are necessary and required or incidental to carrying out  
24 the purposes hereof.

25 To engage in the business of buying, selling and transferring  
26 of commercial fishing boats and to generally engage in commercial  
27 fishing operations and such operations that are necessary and  
28 required or incidental to carry out any of the purposes hereof.

29 To receive, acquire, hold, purchase, dispose of, convey,  
30 mortgage and/or lease real and personal property, to dispose of,  
31 sell, lease, sign, transfer, mortgage and/or convey any rights,  
32 privileges, franchise, real or personal property of the corporation

1 other than its franchise of being a corporation, and to acquire,  
2 purchase, guarantee, hold, mortgage, or vote, sell, pledge,  
3 or otherwise dispose of and deal in buying bonds and securities  
4 and debentures and other evidence of indebtedness of  
5 other corporations, foreign or domestic.

6 To exercise all authority conferred upon corporations by  
7 Section 30-114 of the Idaho Code of 1947, and, in addition thereto,  
8 to purchase its own stock and to enter it upon its books as  
9 treasury stock or to cancel it or reissue it and in general to  
10 deal and trade in its own stock.

11 III

12 The corporation is to have perpetual existence, subject only  
13 to dissolution in the manner as provided by law.

14 IV

15 The location and postoffice address of the registered office  
16 of the corporation is Box 394, Twin Falls, Idaho.

18 V

19 The amount of the capital stock of this corporation shall  
20 be, and is, Ten Thousand and no/100 Dollars (\$10,000.00) divided  
21 into 100 shares of the par value of One Hundred and no/100 Dollars  
22 (\$100.00) per share.

23 VI

24 The names and the postoffice addresses of each of the  
25 incorporators hereto and a statement of the number of shares  
26 subscribed by each is as follows:

27	<u>NAME OF INCORPORATOR</u>	<u>POSTOFFICE ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>
28	Peter C. Gillham	Ely, Nevada	One Share
29	Peter Coleman Gillham	Ely, Nevada	One Share
30	Fred A. Schwartz	P. O. Box 394	
31		Twin Falls, Idaho	One Share
32			

VII

The private property of the stockholders of the corporation shall not be subject to the payment of the corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation or any other reason.

VIII

The number of directors of the corporation shall be as specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws providing the number of directors of the corporation shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office and the director so elected shall hold office until the next annual meeting of the stockholders and until the next annual meeting of the stockholders and until their successors are elected and qualified.

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and the corporation reserves the right to amend, alter, change and repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 21st day of November, 1962.

  
Peter C. Gillham

  
Peter Coleman Gillham

  
Fred A. Schwartz

1 STATE OF IDAHO )  
2 County of Twin Falls ) ss.

3 On this 14<sup>th</sup> day of December, 1962, before me,  
4 the undersigned, a notary public in and for said County and  
5 State, personally appeared Peter C. Gillham, known to me to be  
6 the person whose name is subscribed to the within instrument  
7 and acknowledged to me that he executed the same.

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

11 Rud A. Schwartz  
12 Notary Public for Idaho  
13 Residing at Twin Falls, Idaho

14 STATE OF IDAHO )  
15 County of Twin Falls ) ss.

16 On this 24 day of December, 1962, before me,  
17 the undersigned, a notary public in and for said County and  
18 State, personally appeared Fred A. Schwartz, known to me to be  
19 the person whose name is subscribed to the within instrument  
20 and acknowledged to me that he executed the same.

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

24 Fred A. Schwartz  
25 Notary Public for Idaho  
26 Residing at Twin Falls, Idaho

27 STATE OF Oregon )  
28 County of Multnomah ) ss.

29 On this 23rd day of November, 1962, before me,  
30 the undersigned, a notary public in and for said County and State,  
31 personally appeared Peter Coleman Gillham, known to me to be  
32 the person whose name is subscribed to the within instrument  
and acknowledged to me that he 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.

33 Mildred Hockett  
34 Notary Public for Oregon  
35 Residing at Portland

My Com. exp. 10/26/66