

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

RISING RIVER RANCHES, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **August** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ ~~duly recorded on Tim No. ~~trans-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 **perpetual existence** from the date hereof, with its registered office in this State located at **Box 747, Blackfoot,** in the County of **Singhen.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the

ARTICLES OF INCORPORATION
OF
RISING RIVER RANCHES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the provisions of Title 30, Chapter 1, of the Idaho Code, known as the Business Corporation Act of Idaho, do hereby certify as follows:

I

The name of the corporation is RISING RIVER RANCHES, INC.

II

The purposes for which said corporation is formed are:

To engage in and carry on a general business in farming, raising of livestock, buying and selling on commission or otherwise, at wholesale or retail, potatoes, grain, hay and all other kinds of farm produce; to buy, sell, trade, exchange and deal in farm supplies, fertilizers, insecticides, and all such other articles and commodities as may from time to time be deemed expedient or desirable in the conduct of such business; to store, service and care for farm produce and supplies of all kinds; to sell, buy, trade, exchange and deal in any other articles or commodities necessary, proper or desirable in the conduct of such business, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, including the leasing, holding, purchasing, owning, mortgaging, hypothecating and selling of real property, stocks, bonds,

negotiable and non-negotiable instruments of all kinds, and any and all kinds of personal property.

III

In addition to the powers expressly conferred upon corporations by the laws of Idaho, this corporation shall have power to do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere, including the power to conduct business in other states, as well as in Idaho, the District of Columbia, Territories and Colonies of the United States and in Foreign Countries, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situated outside of Idaho, and to do any act or acts, thing or things incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

IV

The corporation shall have perpetual existence.

V

The location and post office address of the registered office of the corporation is Box 747, Blackfoot, Bingham County, Idaho.

VI

There shall be but one class of shares of stock which shall be designated as common stock and which shall be non-assessable. The total authorized number of par value shares of

such stock is 1,000 shares of the par value of \$100.00 per share making a total authorized par value of \$100,000.00.

VII

The names and post office addresses of each of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Harold M. Abend	Route 4, Blackfoot, Idaho	1
Eileen Abend	Route 4, Blackfoot, Idaho	1
Robert H. Abend	Hidden Glen Road Upper Saddle River, N.J.	1
Phyllis Abend	Hidden Glen Road Upper Saddle River, N.J.	1

VIII

The Board of Directors shall consist of three members to be elected annually. Vacancies in the Board of Directors shall be filled by the remaining members of the board, and each person so elected shall be a director until his successor is elected. The shareholders may elect his successor at the next annual meeting of the shareholders, or at any special meeting duly called for that purpose and held prior thereto.

IX

The general officers of the corporation shall be the President, Vice President and Secretary-Treasurer, who shall be elected by the Board of Directors immediately following their election at the annual meeting.

The duties of said officers shall be prescribed by the By-laws of the corporation.

X

By-laws for the government and management of this corporation shall be adopted at the first meeting of the shareholders

after the issuance of the certificate of incorporation. The directors of the corporation shall have power to repeal and amend By-laws and adopt new by-laws; provided, by-laws made by the directors may be altered or repealed either by a two-thirds (2/3) vote of the Board of Directors or by a vote of two-thirds (2/3) of the allotted shares of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands this 2nd day of August, 1965.

Harold M. Abend
Eileen Abend
Robert W. Abend
Phyllis Abend

STATE OF IDAHO)
County of Bingham) ss.

On this 2nd day of August, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HAROLD M. ABEND and EILEEN ABEND, known to me to be the persons whose names are subscribed to the within and 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.

William Pevchik
Notary Public for State of Idaho
Residing at Blackfoot, Idaho

My Commission Expires:
1-31-66

STATE OF

County of

NY }
Bromy }

ss.

On this 10 day of Aug, in the year 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT H. ABEND and PHYLLIS ABEND, known to me to be the persons whose names are subscribed to the within and 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.

Jack Topal

Notary Public for State of
Residing at 447 S. 140th St

My Commission Expires:

Belle Harbor 2 miles NY 11694

JACK TOPAL
Notary Public State of New York
No. 9357950 Qual. in Comm. [redacted]
Commission Expires March 22, [redacted]

1966