

103968

State of Idaho

Department of State

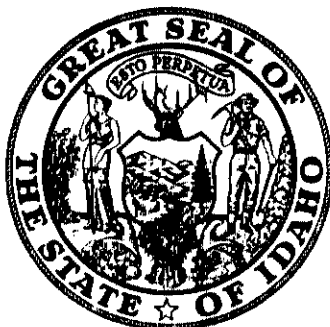
CERTIFICATE OF INCORPORATION OF

DALE DAVIS RANCH, 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: November 8, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley Davis*

ARTICLES OF INCORPORATION
OF
DALE DAVIS RANCH, INC

RECEIVED
SEC. OF STATE
93 NOV 8 AM 8 39

THE UNDERSIGNED, natural persons, of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is Dale Davis Ranch, Inc.

ARTICLE II

PURPOSES

The purpose or purposes for which this corporation is organized are:

a. To engage in the business of farming and ranching, to carry on all other business incident thereto, and to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations,

and any certificates, receipts or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and reserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state territory, or foreign country a business office, plant, store, or other facility.

e. The corporation hereby formed shall have power to purchase, lease, or otherwise acquire by bequest, devise, gift, or

other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any of the states, districts, or territories or the United States, and in any and all foreign countries, subject to the laws of any such states, districts, territories, or countries.

f. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm association, corporation, or governmental division or subdivision.

g. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE III

STOCK

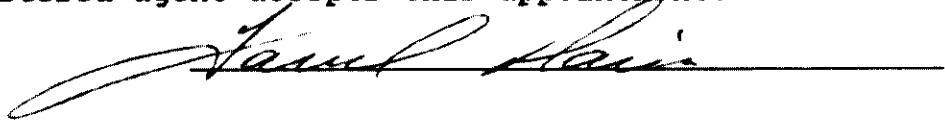
The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares at \$1.00 per share par value. All stock of the corporation shall be of the same class,

Common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The Common Stock shall have unlimited voting rights as provided in the Idaho Business Corporation Act and shall be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV

INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office is 56 East 100 North, Malad, Idaho, and the name of the original registered agent and such address is Tarrel Davis. By signing below, the registered agent accepts this appointment.

A handwritten signature in cursive script, appearing to read "Tarrel Davis", is written over a horizontal line.

ARTICLE V

INCORPORATORS

The names and addresses of each Incorporator is:

Tarrel Davis
50 East 100 North
Malad, Idaho 83252

JoeRay Davis
312 Harrison Road
Malad, Idaho 83252

Lanette Grange
179 South 300 East
Lindon, Utah 84062

ARTICLE VI

DIRECTORS

The numbers of Directors constituting the initial Board of Directors of this corporation is three (3). The names and addresses of the persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualified, are:

Tarrel Davis
50 East 100 North
Malad, Idaho 83252

JoeRay Davis
312 Harrison Road
Malad, Idaho 83252

Lanette Grange
179 South 300 East
Lindon, Utah 84062

ARTICLE VII

COMMON DIRECTORS--TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporations, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his

or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interest Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

To the fullest extent permitted by the Idaho Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a director.

DATED this 1 day of October, 1993.



Tarrell Davis



JoeRay Davis



Lanette Grange

STATE OF IDAHO)
 : ss
COUNTY OF)

I hereby certify that on the 1st day of October, 1993, personally appeared before me a Notary Public, Tarrel Davis, JoeRay Davis, and Lanette Grange, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

DATED this 1st day of October, 1993



NOTARY PUBLIC

MY COMMISSION EXPIRES: June 19 1998

RESIDING AT: Malad Idaho