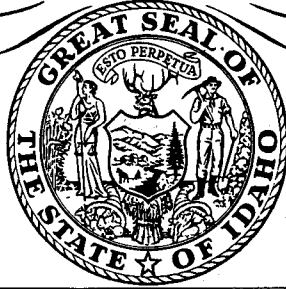


# State of Idaho



## 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

**COOK'S HEGLAR RANCH, INC.**

was filed in the office of the Secretary of State on the **Thirtieth** day of **August** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ **will be** duly recorded on ~~film~~ **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 **Shelley** in the County of **Bingham**.

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 **30th** day of **August**, A.D., 1965 .

**ARNOLD WILLIAMS, Secretary of State**

By \_\_\_\_\_  
**Deputy Secretary of State.**

ARTICLES OF INCORPORATION

of

COOK'S HEGLAR RANCH, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being three or more persons of legal age and citizens of the United States of America, do voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and hereby agree as follows:

ARTICLE I.

The name of this corporation is COOK'S HEGLAR RANCH, INC.

ARTICLE II.

The location and post office address of the corporation's registered office in the State of Idaho is Route 2, Box 167, Shelley, Bingham County, Idaho, but branch places of business, each complete in itself, for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho and within or without the United States of America.

ARTICLE III.

The corporation is to have perpetual existence.

ARTICLE IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

A. To engage in any commercial, industrial or business enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to engage in, carry on and conduct a general farming and livestock business.

B. To purchase, own, lease, develop, operate and manage farm lands and other real property and all rights and interests therein; to plant, grow, harvest, buy and sell all kinds of fruits, vegetables, berries, grain, hay, dairy products, livestock, eggs, food and food products of every description; to buy, sell, trade, feed, slaughter,

pack, cure, process and ship and otherwise deal in all manner of livestock and meat products and by-products.

C. To acquire, sell, hold, lease, manage and operate irrigation ditches, canals, reservoirs, dams, water and water rights and all kinds of machinery, equipment and other property necessary for the purposes of irrigation; to buy, lease or otherwise acquire, own, sell and construct all types of machinery, equipment, tools, automobiles, trucks, tractors, airplanes and other vehicles of transportation facilities, and houses, barns and all other kinds of buildings, factories or facilities, and all other kinds of real and personal property necessary or incidental to the carrying on of any of these objects or things enumerated herein.

D. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.

E. To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept, endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds, choses in action and securities of all kinds, both at principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property.

F. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromises and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve business firms, partnerships and corporations.

G. To appoint agents, subagents and salesmen and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

H. To purchase, or otherwise, acquire, own, hold, lease, sell, convey, exchange, assign, transfer, mortgage, encumber, pledge or otherwise dispose of, to invest, trade and deal in, both within and without the State of Idaho, personal property of every class and description.

I. To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, sell, convey, transfer,

develop, explore, exploit, improve, operate, lease, enjoy, control, manage, encumber, or otherwise dispose of, wherever situated, within or without the State of Idaho, all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

J. To enter into, make, perform and carry out contracts or obligations of any type or kind, with any person, firm, association, or corporation essential, necessary or proper to the transaction of its ordinary affairs, or for the welfare of the corporation.

K. To cause to be formed, merge, or re-organize and to promote and aid in any way permitted by law by formation, merger or re-organization of any business, concern, firm, association or corporation, domestic or foreign; to acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, in the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation; to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management of said business.

L. To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith to grant collateral or other security either alone or jointly with any other person, firm or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Idaho; to lend and advance money, extend

credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

M. To purchase or otherwise acquire, hold, and sell, pledge, transfer or otherwise dispose of shares of its own capital stock; provided, that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation; and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly, nor may dividends or assessments be declared thereon.

N. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States, and in foreign countries and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.

O. To have, exercise, and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code, and any present or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business, and to carry into effect any and all of the aforesaid objects and purposes.

P. All of the foregoing provisions of this Article IV are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under laws of Idaho now or hereafter existing, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article IV of the Articles of Incorporation

shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the term of any other cause or paragraph of this paragraph contained or of any other provision of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE V.

The amount of the capital stock of this corporation shall be \$250,000.00 divided into 2,500 shares of common stock of the par value of \$100.00 per share.

ARTICLE VI.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to such persons as the Board of Directors may determine, including the power and authority to issue said stock for consideration other than cash, such as for labor, services performed, or other personal and/or real property.

ARTICLE VII.

The private property of the stockholders of this corporation shall not be liable for the debts, obligations, or liabilities of the corporation.

ARTICLE VIII.

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

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Class of Stock</u>	<u>Amount</u>
Darrell L. Cook	Route 2, Box 167 Shelley, Idaho	1	Common	\$100.00
Afton C. Cook	Route 2, Box 167 Shelley, Idaho	1	Common	\$100.00
Anita Jean Cook	Route 2, Box 167 Shelley, Idaho	1	Common	\$100.00

ARTICLE IX

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, the Board of Directors

is expressly authorized to make, alter, amend, or repeal the by-laws of the corporation.

ARTICLE X.

All, or any, meeting of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

ARTICLE XI.

No contract or other transaction between the corporation and 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 affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XII.

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

DATED at Shelley, Idaho.

August 27, 1965.

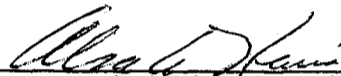
Darrell L. Cook  
Afton C. Cook  
Anita Jean Cook

STATE OF IDAHO     )  
                          : ss.  
County of Bingham)

On this 28 day of August, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DARRELL L. COOK, AFTON C. COOK, and ANITA JEAN COOK; known to me to be the persons whose names are subscribed to the above and foregoing ARTICLES OF INCORPORATION, 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 first mentioned above.

(Seal)

  
\_\_\_\_\_  
Notary Public for State of Idaho  
Residing at Shelley, Idaho  
My Comm. expires Oct. 24, 1966