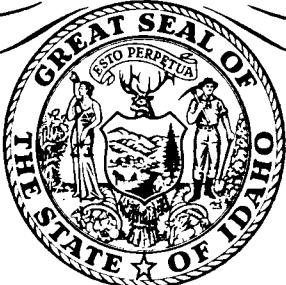


# State of Idaho



## 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

**CHERRYLANE RANCHES, INC.**

was filed in the office of the Secretary of State on the **Fifth** day  
of **April**, A.D. One Thousand Nine Hundred **Sixty-five** and  
~~will be~~ ~~microfilm~~ duly recorded on Film No. 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

**Lenore** in the County of **Nez Perce.**

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 **5th** day of **April**, A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION

of

CHERRYLANE RANCHES INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a business corporation in compliance with Chapter One, Title 30, Idaho Code, and for such purposes we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of this corporation shall be:

"CHERRYLANE RANCHES INC."

ARTICLE TWO

Purposes

The purposes for which said corporation is formed and organized are:

Anywhere in the United States and its territories, and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

- (1) To carry on the business of dairying, farming, and of producing, merchandising, manufacturing and preserving all kinds of farm, dairy and meat products, and to carry on all other business incidental thereto or connected therewith.
- (2) To purchase, manufacture, process, prepare for market, store and sell, both at wholesale and at retail, milk and dairy products and

to sell food products at wholesale and retail.

(3) To purchase, lease, own, improve, equip, operate and manage dairy farms, farms, cattle ranches and engage in any dairy and agriculture pursuit or undertaking, including dairy and beef cattle, and livestock breeding and raising.

(4) To buy, sell, exchange and every manner deal with agriculture products, supplies and equipment.

(5) To buy or otherwise acquire real estate and to subdivide, plot, and sell the same, and generally to buy, sell and deal in real and personal property of every kind or description in such manner, and upon such terms as the board of directors may determine; to act as trustee and in every kind of fiduciary capacity.

(6) To purchase, or establish and operate a resort and recreational facilities, parks, hotels, motels, cottages and restaurant for the convenience and entertainment of the public, and to provide, construct and operate such facilities as may be necessary or convenient in connection with the same.

(7) To buy, sell, trade, manufacture, deal in, and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, and materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(8) To contract and hire labor necessary or convenient to the conducting and operation of said business.

(9) To use and apply to surplus earnings or cumulative profits to the purchase of acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its board of directors shall determine; to invest surplus funds from time to time at the discretion of the board of directors;

(10) To appoint such officers, employees, and agents as the business of the corporation may require, and to allow them compensation;

(11) To make by-laws not inconsistent with any existing law for the management of its business and property, and the regulation and conduct of its affairs, and the certification and transfer of its stock;

(12) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs for the purpose of the corporation;

(13) To have one or more offices and places of business in and out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate in or outside of the State of Idaho;

(14) Generally to do all things necessary or convenient which are incidental to or connected with the general businesses above mentioned, which a natural person might or could do;

### ARTICLE THREE

#### Existence

The corporation shall have a perpetual existence.

### ARTICLE FOUR

#### Location

The principal office and place of business of this corporation shall be at Lenore, in the County of Nez Perce, State of Idaho, but the

corporation office address may be changed by the Board of Directors, and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho as the Board of Directors may decide upon and meetings of the Board of Directors may be held at any such branch offices or places of business of the corporation and the business of the corporation transacted there.

## ARTICLE FIVE

### Capital Stocks

The capital stock of this corporation shall consist of Five Hundred (500) shares of capital stock, same being common stock, at One Hundred (\$100.00) Dollars per share par value for a total capitalization of \$50,000.00. Each share of common stock shall have one full vote at the stockholders' meetings of the corporation.

## ARTICLE SIX

### Incorporators

The names and post office addresses of the incorporators of this corporation, and the number of shares of stock of the corporation for which each has subscribed are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Darrell C. Kerby	Lenore, Idaho	1
Janet R. Kerby	Lenore, Idaho	1
Lyle Kerby	Lenore, Idaho	1
Marjorie J. Kerby	Lenore, Idaho	1

## ARTICLE SEVEN

### Directors

The number of directors of this corporation shall be not less than three nor more than five; and the number of qualifications, terms of office, manner of election, time and place of meetings, and powers of

directors, and their duties, shall be such as are prescribed by the by-laws of this corporation.

#### ARTICLE EIGHT

##### By- Laws

The board of directors of this corporation shall have the power to adopt all by-laws, and the same may be modified or amended by the Board of Directors, subject, however, to the power of the shareholders to change or repeal such by-laws.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 1 day of April 1965.

Earl C. Kirby (SEAL)  
and T. Kirby (SEAL)  
Earl C. Kirby (SEAL)  
Marjorie T. Kirby (SEAL)

STATE OF IDAHO )  
: ss  
County of Nez Perce )

On this 1 day of October 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DARRELL C. KERBY, known to me to be the person whose name is subscribed to the within and foregoing 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 hereinabove first written.

John D. Kerby  
Notary Public in and for the State of Idaho  
residing at Lewiston, therein;

STATE OF IDAHO )  
: ss  
County of Nez Perce )

On this 1 day of October 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JANET R. KERBY, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

John D. Kerby  
Notary Public in and for the State of Idaho  
residing at Lewiston, therein;

STATE OF IDAHO      )  
                         : ss  
County of Nez Perce )

On this      day of Sept 11 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared LYLE KERBY, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

Marjorie J. Kerby  
Notary Public in and for the State of Idaho  
residing at Lewiston, therein;

STATE OF IDAHO      )  
                         : ss  
County of Nez Perce )

On this      day of Sept 11 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared MARJORIE J. KERBY, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

Marjorie J. Kerby  
Notary Public in and for the State of Idaho  
residing at Lewiston, therein;