

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

TEEWINOT, INC.

was filed in the office of the Secretary of State on the twenty-third day of August A.D., One Thousand Nine Hundred seventy-two and will be /duly recorded on ~~Film No.~~ 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 Driggs, Idaho in the County of Teton

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 23rd day of August, A.D., 19 72 .

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

of

TEEWINOT, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and

WE CERTIFY:

FIRST

That the name of this corporation is

TEEWINOT, INC.

SECOND

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

(a) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the state of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(b) To purchase, or in anywise acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real or personal property of any kind or nature, or any interest therein; and to manage, improve develop and turn to account any land or contracts for purchase or sale of lands acquired by the corporation, or in which the corporation is interested; to subdivide, plat, sell, lease, develop, encumber and deal in realty and investment properties; and to conduct a brokerage, agency and commission business for others in the purchase, sale and management of real and personal property for others, the

negotiation of loans thereon and all business related thereto.

(c) To carry on a general farming, ranching and stock-raising business which shall include any and all things pertinent to the acquiring and holding of farm lands, ranch lands, ranges and grazing privileges; to purchase, breed, care for, raise, fatten and sell any and all kinds of livestock; the raising and marketing of grain, potatoes, corn, barley, seeds, fruit, hay, feed and any and all agricultural and livestock products, and any and all other related activities.

(d) To carry on the business of producing, merchandising, manufacturing and preserving all kinds of farm, dairy and meat products, and all other businesses incidental thereto or connected therewith.

(e) To apply for, procure and take out patents of the United States of America, and the State of Idaho, upon any lands in which the corporation may have any interest.

(f) To purchase, take on lease, or otherwise acquire, mining claims and mines, gas and oil properties, and to drill for and dispose of any mineral, including uranium, phosphate, gold, silver, lead, zinc, tungsten, mica, copper, aluminum, gas, oil and trace minerals, and associated and related materials and minerals, and to construct all works, pumping plants, storage facilities, and any and all other necessary structures or appliances for the proper operation of mining and gas and oil properties.

(g) To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION Of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds, and other evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association,

corporation, municipality, body politic, county, state or the federal government.

(c) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

(d) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries.

(e) And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, sub-leases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares to have pre-emptive rights.

#### THIRD

That the existence of this corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

#### FOURTH

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be in Driggs, Teton County, Idaho

#### FIFTH

That the total authorized capital of this corporation shall be \$5,000.00, divided into 5,000 shares with a par value of \$1.00 per share. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share of stock shall be entitled to one vote.

#### SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of three shares, and following are the names of the persons, their addresses and the number of shares by whom the same have been subscribed, to-wit:

<u>Name of Subscriber</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
John A. McKellar	P. O. Box 63 Driggs, Idaho	One	\$1.00
Gerald C. Bagley	Jackson, Wyoming	One	\$1.00
John K. Bagley	Jackson, Wyoming	One	\$1.00

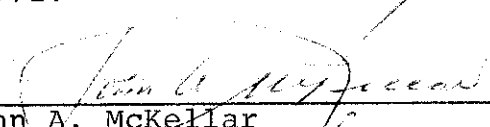
SEVENTH

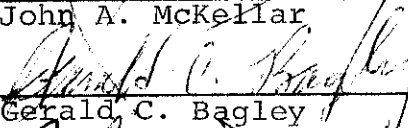
That the management of this corporation shall be vested in a board of not less than three nor more than nine directors as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of the corporation in said Driggs, Teton County, Idaho, unless at a different place designated by the board of directors, at a time in each year, to be designated by the by-laws, and until such election, the directors of said corporation shall be: John A. McKellar, President and Director; Gerald C. Bagley, Secretary-Treasurer and Director; and John K. Bagley, Vice President and Director.

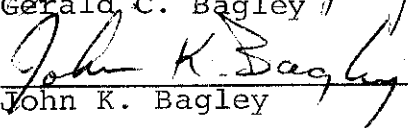
EIGHTH

The by-laws of this corporation may be adopted by the shareholders in the manner provided for by the laws of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 31st day of July, 1972.

  
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John A. McKellar

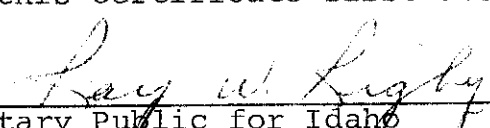
  
\_\_\_\_\_  
Gerald C. Bagley

  
\_\_\_\_\_  
John K. Bagley

STATE OF IDAHO,            )  
                                  ss  
County of Madison.        )

On this 31st day of July, 1972, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN A. MCKELLAR, GERALD C. BAGLEY, and JOHN K. BAGLEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

  
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Notary Public for Idaho  
Residing at Rexburg, Idaho  
My Commission Expires: 1-26-75