



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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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

LAY C CATTLE CO., INC.,

was filed in the office of the Secretary of State on the **Eighteenth** day

May A.D. One Thousand Nine Hundred **Sixty-six** 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 **Laurel,** **Idaho.** in the County of

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 **18th** day of **May**, A.D., 19 **66**.

LOUIS E. CLAPP
Secretary of State

By _____
Deputy
Secretary of State.

ARTICLES OF INCORPORATION
OF
LAZY G CATTLE CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States and residents of the State of Idaho, have associated ourselves for the purpose of forming a business corporation pursuant to the provisions of the Business Corporation Act of the State of Idaho, for the purposes hereinafter mentioned and set forth, and we hereby certify to and adopt the following Articles of Incorporation:

I.

The name of the corporation is:

Lazy G Cattle Co., Inc.

II.

The corporation shall have perpetual existence except as it may be limited or terminated by or in accordance with law.

III.

The location of the registered office of the corporation is the Lazy G. Ranch, 7 miles North of Lucile, in Idaho County, Idaho; and its post office address is Lucile, Idaho.

IV.

The nature of the business to be conducted, and the objectives and purposes of the corporation are to do any or all things hereinafter mentioned, as fully, and to the same extent as a natural person might or could do, including but not limited to the following specific purposes:

To engage in a general business of farming, ranching, and raising,

buying, feeding, and selling of livestock;

To own, operate, and maintain a general wholesale and retail cattle business, including the purchase, raising, and resale of cattle of all types, the feeding of cattle for others at custom rates or on percentages of increase; to establish and operate feed yards, slaughterhouses, livestock markets, sales yards, and wholesale or retail meat markets and general merchandise outlets;

To carry on the business of farming and stock raising, dairying, and the production, merchandising, manufacture, and preserving of all kinds of farm, dairy, meat, and food products, and to carry on any other business incidental thereto or related to the same;

To engage in the business of buying, selling, distributing, leasing, servicing, repairing, or otherwise dealing with agricultural or automotive vehicles, implements, machinery, equipment, and materials and related products;

To purchase, locate, lease, or otherwise acquire, and to operate or sell mines, mining claims, mining rights, and lands or any interest therein; and to explore, work, develop and otherwise manage or handle any quarry, mine, smelting or refining plant, and to do any and all other things necessary to accomplish the specific purposes herein set forth;

To engage in a general logging and lumber business, including, but not limited to the manufacture and sale of lumber for forest products of all kinds.

To purchase and sell farm and ranch lands, and to do a general commission and broker's business in any or all of the business activities herein mentioned;

To buy, hold, own, lease, rent, mortgage, or sell real and personal property of every description in furtherance of any phase of any business in which the corporation may engage;

To generally engage in and perform any enterprise, act, or vocation which a natural person might or could do in accomplishing the specific purposes herein set forth; and otherwise, to exercise all the powers and privileges of a business corporation within the meaning and the limitations of the statutes of the State of Idaho.

The enumeration of specific purposes and powers herein shall not be construed to restrict in any manner the general powers of the corporation; and the expression of one thing shall not be deemed to exclude the other, although it be of a like nature. The enumeration of objects or purposes herein shall not be deemed to limit by inference any powers, objects or purposes which this corporation is or may be empowered to exercise, whether expressly by reason of the laws of the State of Idaho, now, or hereafter to become effective, or impliedly by any reasonable construction of the law.

V.

The Board of Directors of the corporation are hereby expressly authorized to make, modify, or amend the By-Laws of this corporation by a majority vote of that body.

VI.

If the Board of Directors so determines, the By-Laws of the corporation may provide that the Board shall be authorized to designate two or more of its members to constitute an executive committee, which committee shall have and exercise any or all of the powers of the Board of Directors in the management of the business and the affairs of the corporation, within the limitations of the By-Laws, and such committee shall ^{have} the power and authority to act for and on behalf of the Board of Directors upon the adoption of a resolution to that effect being made by the majority of the members of the Board.

VII.

The capital stock and authorized capital of this corporation is the sum

of TWENTY-FIVE THOUSAND and no/100 DOLLARS (\$25,000.00), which shall be represented by Two Hundred Fifty (250) shares of non-assessable common stock of the par value of One Hundred Dollars (\$100.00) each, and each share will entitle the holder thereof to one vote at any stockholders' meeting.

VIII.

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

Cecil J. Rock, Lucile, Idaho	1 share
Stanley J. Rock, Lucile, Idaho	1 share
Percy G. Rock, Lucile, Idaho	1 share

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of the Lazy G Cattle Co., Inc., have hereunto set our hands and executed these Articles the 10th day of May, 1966.

Cecil J. Rock
Stanley J. Rock
Percy G. Rock

STATE OF IDAHO)
County of Idaho) ss :

On this 10th day of May, 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CECIL J. ROCK, STANLEY J. ROCK, and PERCY G. ROCK, known to me to be the individuals whose names are subscribed to the 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, on the day and year last above written.

Paul G. Eimers
Notary Public in and for the State of
Idaho, residing at Grangeville, Idaho

(SEAL)

My commission expires Feb. 25, 1970.

PAUL G. EIMERS
ATTORNEY AT LAW
201 WEST MAIN
GRANGEVILLE, IDAHO