

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

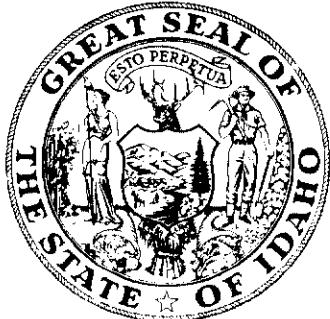
WM. PHILLIPS' GRAZING ASSOCIATION, INC.

File number C 118072

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: January 30, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

ARTICLES OF INCORPORATION
OF
WM. PHILLIPS' GRAZING ASSOCIATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

JAN 10 2 69 97
JAN 30 10 34 AM '97
STATE OF IDAHO

IDAHO SECRETARY OF STATE
DATE 01/16/1997 0900 56009
EX #: 1000 CUST# 3117
100 CORP 70.00= 70.00
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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as
incorporators of a corporation under the Idaho Business Corporation Act, adopt the ²
Articles of Incorporation for such corporation:

FIRST

The name of the corporation is WM. PHILLIPS' GRAZING ASSOCIATION, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are as follows: To
buy, lease or otherwise acquire title to and possession of grazing and agricultural lands in the
State of Idaho and such other places as may be necessary to carry on the business and
accomplish the objectives of this corporation, the general operation of livestock, and all other
things incidental thereto necessary to conduct business, together with the transaction of all
other lawful business for which corporations may be incorporated under the Idaho Business
Corporation Act, Section 30-1-3.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue
is FIVE HUNDRED shares of \$1.00 par value common stock.

IDAHO SECRETARY OF STATE
DATE 01/16/1997 0900 56012

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FIFTH

Shareholders shall have full pre-emptive rights.

Jan 30 1992 AM '97

SIXTH

~~SCOPE~~ Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, including provision for restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-23A.

SEVENTH

The address of the initial registered office of the corporation is 739 North 1200 West, Blackfoot, Idaho, 83221, and the name of its initial registered agent at such address is W. Douglas Phillips, 739 North 1200 West, Blackfoot, Idaho 83221.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation is four, and the names and addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Dale Phillips	1851 West 600 North, Blackfoot, ID 83221
W. Douglas Phillips	739 North 1200 West, Blackfoot, ID 83221
Joseph O. Phillips	774 North 1200 West, Blackfoot, ID 83221
Matthew P. Phillips	617 North 1200 West, Blackfoot, ID 83221

NINTH

The name and address of the incorporator is W. Douglas Phillips, 739 North 1200 West, Blackfoot, Idaho 83221.

IN WITNESS WHEREOF, I, W. Douglas Phillips, being the incorporator hereinabove
named, set my hand and seal this 5 day of November, 1996.

W. Douglas Phillips
W. DOUGLAS PHILLIPS

STATE OF IDAHO)
: ss.
County of Bingham)

On this 5 day of November, 1996, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared **W. Douglas Phillips**, known to me to be the same and identical persons whose names are subscribed to the above and foregoing ARTICLES OF INCORPORATION, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
at Blackfoot, Idaho, this 5 day November, 1996.

Malley Swallace
Notary Public for the State of Idaho
Residing at Blackfoot, Idaho

My cmm exprs: 11 | 2002