

# State of Idaho

## Department of State

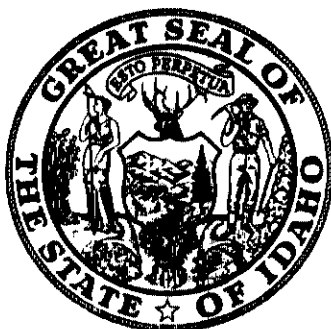
### CERTIFICATE OF INCORPORATION OF

RED ROCK RANCHES, INC.

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: August 17, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

1 ARTICLES OF INCORPORATION OF

2 RED ROCK RANCHES, INC.

3 KNOW ALL MEN BY THESE PRESENTS:

4 That we, the undersigned, all citizens and residents of  
5 the United States of America, over the age of eighteen years, do  
6 by these presents, form a corporation, as hereinafter stated,  
7 pursuant to and under the laws of the State of Idaho, and do  
8 hereby execute and deliver these Articles of Incorporation for  
9 that purpose.

10 WE HEREBY SET FORTH, DECLARE AND CERTIFY:

11 ARTICLE I

12 NAME

13 This Corporation shall be known as "RED ROCK RANCHES,  
14 INC."

15 ARTICLE II

16 DURATION

17 The term and existence of this Corporation shall be  
18 perpetual.

19 ARTICLE III

20 OBJECTS AND PURPOSES

21 The objects and purposes for which this Corporation is  
22 formed are as follows:

23 (a) The transaction of any or all lawful business for  
24 which corporations may be incorporated under the Idaho Business  
25 Corporations Act.

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1 (b) Without limiting the purposes for which this  
2 Corporation is formed, it shall include the acquisition and  
3 operation of agricultural lands and all related business  
4 activities.

5 (c) To engage in any commercial, industrial, or  
6 agricultural enterprise, calculated or designed to be profitable  
7 to this Corporation, and in conformity with the laws of the  
8 State of Idaho, or such other place or places and states in  
9 which the Corporation may, from time to time, conduct its  
10 business.

11 (d) Purchase, lease, own, sell, mortgage, sublease,  
12 and otherwise acquire lands, buildings, easements, or property,  
13 real and personal, which may be requisite for the purposes of or  
14 capable of being conveniently used in connection with any of the  
15 objects of this Corporation, and to enter into, make, perform,  
16 and carry out contracts of every sort and kind, with any person,  
17 or entity, including the right to become a partner or acquire an  
18 interest in a joint venture, and to acquire and take over the  
19 good will, property, rights, franchises, and assets of every  
20 kind, and liabilities of any person, firm, association or  
21 corporation, either wholly or in part, and to pay for the same  
22 in cash, stocks, bonds of the corporation or otherwise.

23 (e) To organize or cause to be organized under the  
24 laws of any state of the United States, or the District of  
25 Columbia, or of any territory, dependency, or possession of the  
26 United States, or of any foreign country, a corporation, or  
corporations for the purpose of transacting, promoting or  
carrying on any or all of the objects or purposes for which this  
Corporation is organized, and to dissolve, wind up, liquidate,  
merge, or consolidate any such corporation or corporations, or  
to cause the same to be dissolved, wound up, liquidated, merged  
or consolidated.

(f) To do all and every thing necessary, suitable,  
and proper for the accomplishment of any of the purposes or the  
attainment of any of the objectives, or the furtherance of any  
of the powers hereinbefore set forth, either along or in  
association with other corporations, firms, or individuals, and  
to do every other act, or acts, thing, or things, incidental or  
pertinent to or growing out of, or connected with the foregoing  
objects or purposes, or any part or parts thereof, provided the  
same be not inconsistent with the laws under which this  
Corporation is organized.

(g) The Provisions of these Articles shall be construed as purposes and powers, and each as an independent purpose and power in furtherance of, and not in limitation of, the powers which the Corporation may have under present or future laws of the State of Idaho, and in such states as the Corporation may, from time to time, do business.

(h) To have and to exercise all rights and powers from time to time granted to a corporation by law.

#### ARTICLE IV

##### LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this Corporation is Route #1, Springdale Acres, Burley, Idaho; the post office address is Route #1, Springdale Acres, #18, Burley, Idaho 83318; the registered agent of this Corporation shall be Bruce R. Hunsaker, Route #1, Springdale Acres, Burley, Idaho, 83318.

#### ARTICLE V

##### CORPORATE STOCK

The total number of shares which the Corporation is authorized to issue is 1,000,000 shares of stock at no par value per share.

<u>TYPE</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Common	1,000,000	No par value

No sale or transfer of stock may be made without a prior offer in writing to the remaining stockholders in the same proportion as their shareholdings, and at the same price, terms and conditions on which the prospective transfer is predicated.

All stock, when fully paid, shall be non-assessable.

The Corporation may purchase its own stock.

ARTICLE VI

INCORPORATORS

The name and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bruce R. Hunsaker	Route #1 Springdale Acres Burley, Idaho
Becky Hunsaker	Route #1 Springdale Acres Burley, Idaho
Blaine Cook	Route #4 Box 4233 Rupert, Idaho 83350
Deon Cook	Route #4 Box 4233 Rupert, Idaho 83350

ARTICLE VII

BOARD OF DIRECTORS

The initial directors of the Corporation who shall serve until the first election of directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bruce R. Hunsaker	Route #1 Springdale Acres Burley, Idaho
Becky Hunsaker	Route #1 Springdale Acres Burley, Idaho
Blaine Cook	Route #4 Box 4233 Rupert, Idaho 83350
Deon Cook	Route #4 Box 4233 Rupert, Idaho 83350

The Board of Directors shall consist of one or more members as fixed by, or in the manner provided in, the By-Laws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the corporate By-

1 Laws.

2 A majority of the Board of Directors shall constitute a  
3 quorum for transacting business, and the act of the majority of  
4 said quorum of said Board of Directors shall be the act of the  
5 Board.

6 Directors need not be stockholders of the Corporation.

7 ARTICLE VIII

8 DIRECTORS LIABILITY

9 No director of this Corporation shall be personally  
10 liable to the Corporation or the corporate stockholders for  
11 monetary damages resulting from a breach of fiduciary duty as a  
12 director of this Corporation, provided that such provision shall  
13 not eliminate or limit the liability of a director:

14 (a) For any breach of the director's duty of loyalty  
to the Corporation or its stockholders.

15 (b) For acts or omissions not in good faith or which  
16 involve intentional misconduct or knowing violation of the law.

17 (c) For any of those liabilities provided under 30-1-  
48 of the Idaho Code.

18 (d) For any transaction from which the director  
19 derived an improper personal benefit.

20 ARTICLE IX

21 AMENDMENT

22 These Articles of Incorporation may be amended in  
23 accordance with the provisions of the statutes of the State of  
24 Idaho, then in full force and effect; the power to make, repeal  
25 and amend the By-Laws, and adopt new By-Laws, is hereby  
26 conferred upon the Directors as well as the shareholders.

ARTICLE X

CONTRACTS

No contact or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, nor the fact that the capital stock of one corporation may be owned, in part, by the other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction and may vote thereon with like force and effect as if he were not interested.

IN WITNESS WHEREOF, we have hereunto set my hand this 13<sup>th</sup> day of August, 1993.

Bruce R. Hunsaker  
Bruce R. Hunsaker

Becky Hunsaker  
Becky Hunsaker

Blaine Cook  
Blaine Cook

Deon Cook  
Deon Cook

1 STATE OF IDAHO )

2 County of Cassia ) ss

3 On this 13<sup>th</sup> day of August, in the year  
4 1993, before me, the undersigned, a Notary Public in and for  
5 said State, personally appeared BRUCE R. HUNSAKER and BECKY  
6 HUNSAKER, husband and wife, known or identified to me to be the  
7 persons whose names are subscribed to the within instrument, and  
8 acknowledged to me that they executed the same.

Sharon Webster

Notary Public for Idaho

Residing at Burley

My commission expires on 12/1/94

9 STATE OF IDAHO )

10 County of Cassia ) ss

11 On this 16<sup>th</sup> day of August, in the year  
12 1993, before me, the undersigned, a Notary Public in and for  
13 said State, personally appeared BLAINE COOK and DEON COOK,  
14 husband and wife, known or identified to me to be the persons  
15 whose names are subscribed to the within instrument, and  
16 acknowledged to me that they executed the same.

Sharon Webster

Notary Public for Idaho

Residing at Burley

My commission expires on 12/1/94