

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXXXX~~

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

OWYNE GRAZING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the Fifteenth day
of November A.D. One Thousand Nine Hundred Sixty-six

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
Grand View, in the County of Carbo.

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 15th day of November,
A.D., 1966.

Secretary of State.

ARTICLES OF INCORPORATION

OF

OWYHEE GRAZING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, GERALD CUNNINGHAM, GARY CUNNINGHAM, CHARLES STEINER, JOHN STEINER, DAVID LITTLE, JOHN ATWATER, PAUL FREDERICK and FRANK PIKE, have associated ourselves together for the purpose of forming a body corporate in accordance with the provisions of Title 30, Chapter 1 of the Idaho Code, and do hereby make, execute, and acknowledge in triplicate, this certificate in writing.

ARTICLE I.

The corporate name of this association shall be: OWYHEE GRAZING ASSOCIATION, INC.

ARTICLE II.

The nature, objects and purposes of this association shall be:

- (a) To promote and foster conservation and good grazing practices.
- (b) To engage in the business of providing by purchase, lease or otherwise, lands for grazing and recreational purposes in the State of Idaho and elsewhere, for the use and benefit of its members and not for the purpose of direct gain to the association itself.
- (c) To own, operate and develop picnicing and other recreational facilities.
- (d) To furnish grazing, feed and care for livestock owned by the members of the association and to supply its members, at cost, all manner of supplies, tools and equipment used in or about farming and livestock operations.
- (e) To construct, buy, sell, and exercise all privileges of ownership over such real and personal property as may be necessary and convenient for the purposes of this association, or for the operation and conducting of any business operated by this association or incidental thereto.

(f) To buy, sell, trade or deal in or with any and all commodities.

(g) To secure the services of such persons, firms or corporations necessary to carry on the purposes of this association or assist the members of this association to carry on the purposes for which this association was organized.

(h) To establish reserves and invest the funds thereof in bonds or in such other property that may be provided in the by-laws of this association.

(i) To levy assessments in the manner and the amount as may be provided by the by-laws of this association and the laws of the State of Idaho.

(j) To borrow money of any person, firm, corporation or any agency of the United States government or of the State of Idaho, and to issue notes, bonds, debentures or any other obligation of this association from time to time therefor, for any of the purposes or objects of this association, and to secure the payment of the same by mortgage, pledge, deed of trust, or any other lawful means.

(k) To do each and every thing necessary, suitable or proper for the accomplishment of any one or more of the purposes, or the attainment of any one or more of the objects herein enumerated, or conditions to or expedient in the interest of and benefits of this association, and contract accordingly; and in addition, exercise and possess all powers, rights or privileges necessary or incidental to the purposes of which this association is organized or to the activity in which it is engaged; and, in addition, any other rights, powers and privileges, granted by the laws of the State of Idaho to any corporation, except such as are inconsistent with the express provisions of Title 30, Chapter 1, of the Idaho Code, and do any such things anywhere.

(l) To use or employ any of its facilities for any purpose, providing that the proceeds arising from such use and employment shall go to reduce the cost of its purchase or use of or to its members.

(m) To cooperate and participate in any governmental program concerning any of the activities in which this association may be engaged in.

ARTICLE III.

The principal place of business of the association shall be located at Grandview, Owyhee County, Idaho.

ARTICLE IV.

The affairs of the association shall be under the control of five (5) directors, and those who shall as directors manage the affairs of the association for the first year and until their successors are duly elected and qualified are: CHARLES STEINER, DAVE LITTLE JOHN ATWATER, FRANK PIKE and GARY CUNNINGHAM.

At the first annual meeting following the expiration of the one-year period for which the directors herein designated will serve, and at each annual meeting thereafter, a new Board of Directors shall be elected in accordance with the provisions of the By-laws of the association and the laws of the State of Idaho, in such cases made and provided.

ARTICLE V.

The authorized capital stock of the association shall be 40 shares of assessable common stock without par value, which may be issued by the association to the incorporator and to eligible and approved natural persons for such consideration as may be fixed from time to time by the Board of Directors. No dividends of any kind shall ever be declared or paid to the shareholders, except upon liquidation of the association.

The ownership of each share of stock shall represent the right to share equally with every other share of stock outstanding in the use of the lands, grazing and facilities of the association, subject to the payment of assessments and provisions contained in the By-laws of the association to prevent over grazing and other practices detrimental to the lands owned or controlled by the association. All outstanding shares of stock shall be subject to assessment and to the provisions to enforce the collection thereof,

as provided in the By-laws of the association.

Stock in this association shall be transferable and subject to mortgage or pledge only upon the approval of the Board of Directors. The above provision shall be recited in all stock certificates issued.

ARTICLE VI.

The By-laws of the association for the management of its affairs shall be adopted by the members of said association, and said members will be empowered to amend or repeal said By-laws in accordance with the provisions thereof.

ARTICLE VII.

Cumulative voting shall not be allowed. Each member shall be permitted only one vote regardless of the number of shares of stock held.

ARTICLE VIII.

This association shall have perpetual existence.

ARTICLE IX.

The address of the initial registered office shall be Grandview, Idaho.

IN WITNESS WHEREOF, We, the incorporators, ^{being of full legal age and U. S. citizen} do hereby make, sign, seal

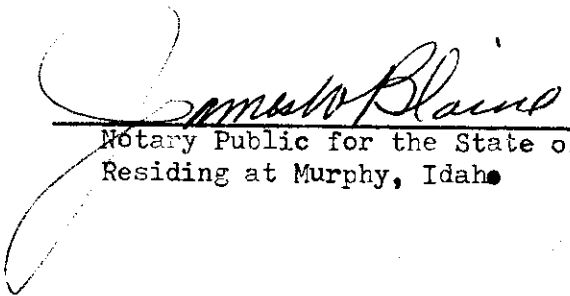
and acknowledge this certificate in triplicate.

<u>Signature</u>	<u>Post Office Address</u>	<u>Number of Shares</u>
Charles W. Flinn	Oreana Ida	5
John C. Steiner	Oreana, Idaho	5
David Kittle	Box 206 Grandview	5
Gaul & Friedrich	Box 205 Grandview	5
Frank Hoff	Box 330 Star Pt B. Grandview	5
Percey J. Smith	Grandview Idaho	5
Ray R. Smith	Grandview, Idaho	5
John B. Stewart	2407 E. 100th Ave Boise, Idaho	5

STATE OF IDAHO)
)
COUNTY OF OWYHEE) ss.

I, JAMES W. BLAINE, a Notary Public in and for the County and State aforesaid, do hereby certify that GERALD CUNNINGHAM, GARY CUNNINGHAM, CHARLES STEINER, JOHN STEINER, DAVID LITTLE, JOHN ATWATER and FRANK PIKE, who are known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, appeared before me this day in person and each acknowledged that he signed, sealed and delivered said instrument in writing as his free and voluntary act, for the uses and purposes therein set forth.

WITNESS My hand and seal this 14th day of November, 1966.



Notary Public for the State of Idaho
Residing at Murphy, Idaho