

THE STATE



OF KANSAS

OFFICE OF SECRETARY OF STATE
ELWILL M. SHANAHAN • SECRETARY OF STATE

To all to whom these presents shall come, Greeting:

I, ELWILL M. SHANAHAN, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

Articles of Incorporation

of

B. I. RANCHES, INC.

FILED:

December 5, 1973

the original of which is now on file and a matter of record in this office.

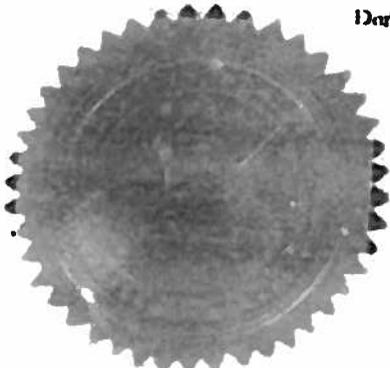
IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this fifth day of

December A. D. 19 73

Elwill M. Shanahan
ELWILL M. SHANAHAN
SECRETARY OF STATE



(H) MET
2/24/2014

THE STATE



OF KANSAS

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OFFICE OF SECRETARY OF STATE
ELWILL M. SHANAHAN • SECRETARY OF STATE FEB - 6 1974

To all to whom these presents shall come, Greeting:

Elwill M. Shanahan
No. 369-74

I, ELWILL M. SHANAHAN, Secretary of State of the State of Kansas, do hereby certify that B. I. RANCPES, Inc. was a regularly and properly organized corporation under the laws of the State of Kansas having been incorporated December 5, 1973.

I further certify that on the eighth day of January, 1974 there was filed in this office an amendment which changed the corporate name to NEVADA FIRST CORPORATION.

I do further certify that NEVADA FIRST CORPORATION is in good standing in the State of Kansas with all reports having been filed and all franchise tax paid.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this eighteenth day of

JANUARY

A. D. 19 74

Elwill M. Shanahan

ELWILL M. SHANAHAN
SECRETARY OF STATE

By

ASSISTANT SECRETARY OF STATE



THE STATE



OF KANSAS

OFFICE OF SECRETARY OF STATE
ELWILL M. SHANAHAN • SECRETARY OF STATE

To all to whom these presents shall come, Greeting:

I, ELWILL M. SHANAHAN, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

B. I. RANCHES, INC.
CHANGING THE NAME
TO
NEVADA FIRST CORPORATION

FILED:

January 8, 1974

the original of which is now on file and a matter of record in this office.

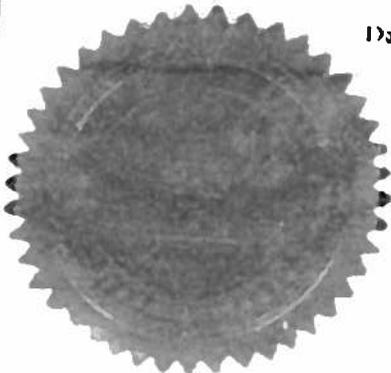
IN TESTIMONY WHEREOF:

i hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this Eighth day of

January A. D. 1974


ELWILL M. SHANAHAN
SECRETARY OF STATE



CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF

B. I. RANCHES, INC.

STATE OF KANSAS, }
Country of SEDGWICK }

We, Joel M. Pollack, Vice, President, and James H. Childers

Asst. Secretary of B. I. RANCHES, INC.,

a corporation organized and existing under the laws of the State of Kansas, and whose registered office is
300 West Douglas Wichita Sedgwick
(Street and Number) (Town or City) (County)

Kansas, do hereby certify that at the Regular meeting of the Board of Directors of said corporation held on the 28th day of December, 1973, said board adopted a resolution setting forth the following amendment to the Articles of Incorporation and declared its advisability, to wit:

WHEREAS: In the judgment of the Board of Directors, it is to the best interests of the corporation that its name be changed. It is, therefore,

RESOLVED: That Article FIRST of the Articles of Incorporation be amended to read as follows;

FIRST: The Name of the Corporation is NEVADA FIRST CORPORATION

74 JAN 8 PM 1:21
SECRETARY OF STATE
KANSAS

That thereafter, pursuant to said resolution and in accordance with the by-laws and the laws of the State of Kansas, said directors called a meeting of stockholders for the consideration of said amendment, and thereafter, pursuant to said notice and in accordance with the statutes of the State of Kansas, on the 28th day of December, 1973, said stockholders met and convened and considered said proposed amendment.

That at said meeting the stockholders entitled to vote did vote upon said amendment, and two judges duly appointed for the purpose conducted said vote deciding upon the qualification of voters and declared that the majority of voting stockholders of the corporation had voted for the proposed amendment certifying that the votes were --One Hundred (100)-- shares in favor of the proposed amendment and no shares against the amendment

That said amendment was duly adopted in accordance with the provisions of Chapter 17, Article 42, General Statutes of Kansas, 1949, and amendments thereto.

That the capital of said corporation will not be reduced under or by reason of said amendment.

In Witness Whereof we have hereunto set our hands and affixed the seal of said corporation this 3rd day of January, 1974

Joel M. Pollack, Vice President
James H. Childers, Asst. Secretary



OFFICE OF SECRETARY OF STATE.

ToPEKA, KANSAS.

Received of _____ 19 _____

for _____ Dollars.

By _____ Secretary of State.
Assistant Secretary of State.

7



STATE OF KANSAS,

He is remembered, that before me _____ Rachel E. Johnson
in and for the County and State aforesaid, came _____ Joel M. Pollock,
James H. Childers, _____
of _____ B. I. BANGS, INC.,
to be the persons who executed the foregoing instrument of writing as _____ Vice President
and _____ Assistant Secretary _____ respectively, and duly attested the execution of the
_____ 18 7A _____
_____ Rachel E. Johnson _____ Notary Public

Vertical text on the left margin, possibly a stamp or reference code.

UJ2876 DP

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAR 29 1996

**ARTICLES OF INCORPORATION
OF
NEVADA FIRST CORPORATION**

DEAN HELLMER, SECRETARY OF STATE

No 7117-96

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, for the purpose of forming a corporation under the laws of the State of Nevada, relating to the general corporation law,

I DO HEREBY CERTIFY THAT:

FIRST: The name of the corporation is:
NEVADA FIRST CORPORATION

SECOND: The address of CORPORATE SERVICES OF NEVADA, Resident Agent of this corporation, is to be located at 502 North Division Street, Carson City, Nevada 89703.

THIRD: This corporation is authorized to carry on any lawful business or enterprise.

FOURTH: The 48,000 total authorized number of shares of this corporation are classified as follows:

10,000 shares, Class A, Common Voting Stock, par value \$1.00 per share;

32,000 shares, Class B, Common Non-Voting Stock, par value \$1.00 per share; and,

6,000 shares, Class A, Preferred Voting Stock, par value \$0.01 per share.

Statement of all or any of the designations and powers, preferences and rights, and the qualifications, limitations or restrictions thereof in respect to any class:

(1) The Preferred Stock shall be entitled to receive dividends in an amount per share equal to 1/100th of the amount of dividend paid on each share of Common Stock as dividends shall be paid, if any, on the Common Stock. Any such dividends shall be payable at the same time as dividends on the Common Stock.

(2) Class A Preferred Stock and Class B Preferred shall be callable upon majority vote of the board of Directors at \$0.55 per share for Class A Preferred Stock and \$0.55 for Class B Preferred Stock. If less than the whole of the issued and outstanding Preferred Stock of either class is called, the Secretary of the corporation shall notify the Preferred Stockholders of record of the class affected as at the day of the call by the Board, stating that a part of Preferred Stock has been called and requesting each stockholder to state whether or not he will surrender the stock held by him, voluntarily, for redemption. The Notice shall provide that the stockholder, if he desires to redeem the shares held by him, shall so notify the Secretary within twenty days after the date of said notice. If a stockholder fails or refuses to notify the Secretary within twenty days after receipt of said notice, the stockholder shall be deemed to have refused voluntary redemption. If redemption of more than the number of shares called is requested, the number of shares to be redeemed shall be prorated to each stockholder requesting redemption upon the basis of the proportion of each such stockholder's total shares to the total requesting redemption. If redemption is requested for fewer than the number of shares called, the additional shares to be called shall be determined by lot.

Class A Preferred Stock shall have a liquidating preference of \$0.55 per share and Class B Preferred Stock shall have a liquidating preference of \$0.55 per share. The Preferred Stock shall be of equal right but shall be entitled to preference on distribution at liquidation over all common stock.

Class A Preferred Stock shall have and exercise voting rights, each share being entitled to one vote. Class B Preferred Stock shall not have voting rights.

(3) Class P Common Non-Voting Stock shall participate equally with Class A Common Voting Stock, on a per share basis, in the earnings of the company and upon liquidation, but shall exercise no voting rights.

(4) Class A Common Stock shall participate equally with Class B Common Stock, on a per share basis, in the earnings of the company and upon liquidation, and Common Voting Stock shall have and exercise voting rights, each share being entitled to one vote.

Before any stockholder shall sell any stock of any class to other than a record stockholder, he shall give notice of such intent to sell to the corporation and to each stockholder of record of the corporation. Said notice shall be sent by registered mail to the corporation at its registered office in Kansas and to each stockholder at his address as shown on the books and records of the corporation. Said notice shall set forth the name of the proposed purchaser, the number of shares to be sold, and the price offered by the proposed purchaser for such stock.

Said notice shall contain an offer to sell, to the corporation, all or any part of the stock being offered for sale, said offer to the corporation to be upon the same terms and at the same price as the offer received by the selling stockholder. The corporation shall have a period of 21 days after receipt of said notice in which to purchase all or any part of the stock offered for sale at the same price and on the same terms as set out in the notice.

Said notice shall contain a further offer, conditioned upon the failure or refusal of the corporation to purchase all or any part of such stock to the existing stockholders of record at the same price and on the same terms as those set forth in said notice. The stockholders of record shall have a period of 21 days from and after the expiration of the offer to the corporation in which to purchase all or any part of the stock offered for sale. The stockholders electing to purchase shall be entitled to purchase the stock offered for sale on a pro rata basis and in accordance with their respective proportionate record ownership in the class of stock offered for sale.

Any attempted sale in violation of the above provisions shall be void.

Provided, however, that a stockholder wishing to sell may secure a waiver from each of the other stockholders, and from the corporation, of the above provisions, and such waiver shall operate as a consent to the proposed sale.

Provided further that these provisions shall in no manner restrict the transfer of stock by gift, will or intestate succession.

FIFTH: The members of the governing board of this corporation shall be styled directors over the age of eighteen (18) and their number shall be not less than one. The initial director of this corporation shall be one, and the name and address of the first board of directors is:

Emily J. G. Bonavia
P. O. Box 490
Winnemucca, NV 89446

James M. Bonavia
P. O. Box 490
Winnemucca, NV 89446

Gary L. Bengochea
P. O. Box 490
Winnemucca, NV 89446

SIXTH: The name and address of the incorporator is as follows:

Joylyn Harmer
502 N. Division Street
Carson City, NV 89703

SEVENTH: The period of existence of this corporation shall be perpetual.

EIGHTH: No director, officer or shareholder of this corporation shall have personal liability for damages for breach of any fiduciary duty as a director or officer to the corporation, its shareholders or any other person except for:

(a) Acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or

(b) The payment of dividends in violation of NRS 78.300.

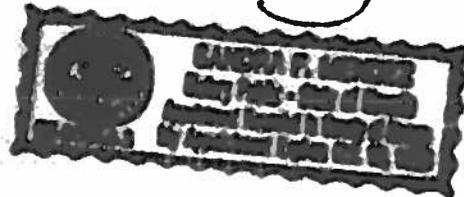
I, the undersigned, for the purpose of forming a corporation under the laws of the State of Nevada, do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal this 27th day of March, 1996.

Joseph Harner

STATE OF NEVADA)
CARSON CITY) ss.

ON THIS 27 day of March, 1996, personally appeared before me, a notary public, Joseph Harner, who acknowledged that he/she executed the above instrument.

Sandra J. Mandel
NOTARY PUBLIC



RECEIVED
MAR 28 1996
4:20 PM
Secretary of State

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAR 29 1996

CONSENT

DEAN HELLER SECRETARY OF STATE

No. 717-96 Consent is hereby given pursuant to NRS 78.039 by NEVADA FIRST CORPORATION, a Kansas corporation duly qualified to do business in the State of Nevada according to NRS 80.010, to use the name NEVADA FIRST CORPORATION in the formation of a domestic corporation. The ownership and management of the two corporations known as NEVADA FIRST CORPORATION will be identical.

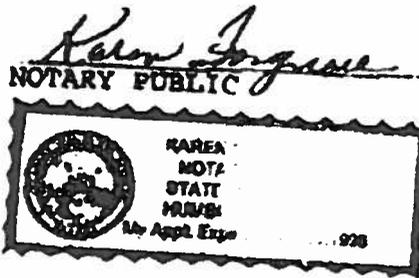
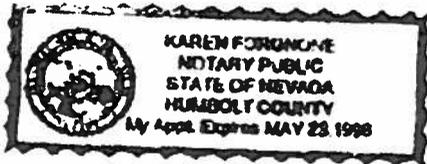
DATED this 29th day of March, 1996.

Gary L. Bengochfa
President

D. June Sexton
Secretary

STATE OF NEVADA
CARSON CITY Humboldt) SS

ON THIS 29th day of March, 1996, personally appeared before me, a notary public, GARY L. BENGOCHEFA and D. JUNE SEXTON, who acknowledged that he/she executed the above instrument.



3-28-96
4 28, 17

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAR 29 1996

No. 7117-96
Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF MERGER

OF

NEVADA FIRST CORPORATION,
a Kansas Corporation

AND

NEVADA FIRST CORPORATION,
a Nevada Corporation.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, for the purpose of merging the above corporations under the laws of the State of Nevada, relating to general corporation law,

WE DO HEREBY CERTIFY THAT:

FIRST: The name, address, place of organization and governing law of the constituent entities to the merger are:

NEVADA FIRST CORPORATION,
300 West Douglas
Wichita, Kansas

Organized and governed under the laws of the State of Kansas, and duly qualified to do business in the State of Nevada pursuant to NRS 80.010; and

NEVADA FIRST CORPORATION,
502 N. Division Street
Carson City, Nevada 89703

Organized and governed under the laws of the State of Nevada.

SECOND: The name, address, place of organization and governing law of the surviving entity is:

NEVADA FIRST CORPORATION,
502 N. Division Street
Carson City, Nevada 89703

Organized and governed under the laws of the State of Nevada.

THIRD: The merger of these two entities was approved by a majority of the stockholders of both NEVADA FIRST CORPORATION, a Kansas corporation, and NEVADA FIRST CORPORATION, a Nevada corporation at a special meeting held February 6, 1996. The Merger will be effective as of April 1, 1996.

FOURTH: The Plan of Merger is to be held at the business offices of:

NEVADA FIRST CORPORATION
620 Melarkey Street
Winnemucca, Nevada 89445

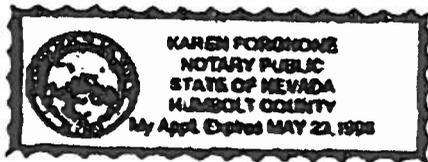
We, the undersigned, for the purpose of merging the above entities into a single corporation under the laws of the State of Nevada, do make, file and record this certificate, and do certify that the facts herein stated are true; and have accordingly hereunto set our hands and seal this 29th day of March, 1996.

Gary L. Bengochea
President - NEVADA FIRST CORPORATION
A Nevada Corporation and the
Kansas Corporation

H. June Sexton
Secretary - NEVADA FIRST CORPORATION
A Nevada Corporation and the
Kansas Corporation

STATE OF NEVADA)
HUMBOLDT COUNTY : ss.)

ON THIS 29th day of MARCH, 1996, personally appeared before me, a notary public, GARY L. BENGOCHEA and L. JUNE SEXTON, who acknowledged that he/she executed the above instrument.



Karen Foronone
NOTARY PUBLIC

CERTIFIED COPY OF
ARTICLES OF INCORPORATION
OF
NEVADA FIRST CORPORATION



Handwritten initials/signature

FILED AT THE REQUEST OF
C T CORPORATION SYSTEM
314 North Broadway
St. Louis, Missouri 63102

February 6, 1974
(DATE)

WM. D. SWACKHAMER, SECRETARY OF STATE

BY: DEPUTY SECRETARY OF STATE

No 369-74

FILING FEE \$ 150.00