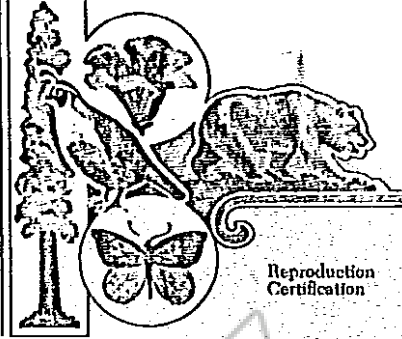
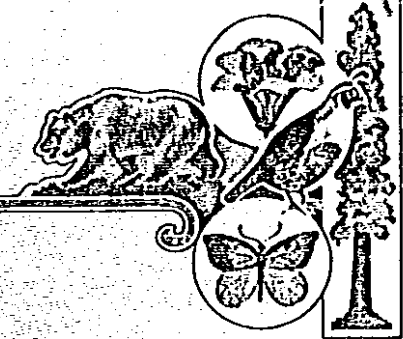


# State of California

OFFICE OF THE SECRETARY OF STATE



Reproduction Certification

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JAN 21 1980



*March Fong Eu*

Secretary of State

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FILED

Office of the Secretary of State  
of the State of California

DEC 1 1954

PAUL H. JORDAN Secretary of State  
*[Signature]*

MORELAND INVESTMENT COMPANY  
CERTIFICATE OF OWNERSHIP

MORELAND INVESTMENT COMPANY, a California corporation,  
does hereby certify that:

out

1. MORELAND INVESTMENT COMPANY owns all of the outstanding stock of STRATHEARN CATTLE COMPANY.

2. At a meeting of the Board of Directors of MORELAND INVESTMENT COMPANY duly held and at which a quorum was present, the following resolutions were adopted by a majority of said Board of Directors to merge STRATHEARN CATTLE COMPANY and to assume all of its obligations:

WHEREAS, this corporation owns all of the outstanding stock of STRATHEARN CATTLE COMPANY, and

WHEREAS, it is deemed advisable that STRATHEARN CATTLE COMPANY be merged with and into this corporation;

RESOLVED, that pursuant to Section 4124 of the Corporations Code of California this corporation merge STRATHEARN CATTLE COMPANY into itself and assume all of the obligations of said STRATHEARN CATTLE COMPANY.

RESOLVED FURTHER, that the President or a Vice-President and Secretary or Assistant Secretary of this corporation be, and they hereby are, authorized and directed to execute, verify (by their declaration under penalty of perjury or otherwise), and file a certificate of ownership pursuant to said Section, and to take all such other and further action as they deem necessary and proper to consummate said merger.

RESOLVED FURTHER, that this dissolution shall be considered to be pursuant to a plan of liquidation within the meaning of Section 332(b) of the Internal Revenue Code of 1954 which plan is as follows:

- (1) The corporation shall file a Certificate of Ownership with the California Secretary of State;
- (2) On the date of such filing, all assets and all liabilities of STRATHEARN CATTLE COMPANY shall be transferred to the corporation.

3. Said meeting of the Board of Directors of MORELAND INVESTMENT COMPANY was held at 6:10 A. M. on December 1, 1964, at the Ventura office of Title Insurance and Trust Company; the number of directors of MORELAND INVESTMENT COMPANY is six; all of the directors present/voted to adopt said resolutions. (five)

IN WITNESS WHEREOF, MORELAND INVESTMENT COMPANY executed this Certificate on December 1, 1964.

MORELAND INVESTMENT COMPANY

By: Robert E. Tallon  
President  
James C. Basile  
Secretary

ROBERT E. TALLON and JAMES C. BASILE, the President and Secretary respectively of MORELAND INVESTMENT COMPANY, a California corporation, each says:

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 1, 1964, at Ventura, California.

Robert E. Tallon  
ROBERT E. TALLON

James C. Basile  
JAMES C. BASILE

72697

RECORDED AT THE REQUEST OF Union Oil Company of California  
on March 4, 19 80, at 45 mins. past 10 A.M. in  
Book 79 of OFFICIAL RECORDS, page 280-282, RECORDS OF  
EUREKA COUNTY, NEVADA. WILLIS A. DePAOLI Recorder  
File No. 72697 Fee \$ 5.00

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