

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

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

#### **NORTHERN GRASSERS ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **October** A. D. One Thousand Nine Hundred **Sixty-four** and ~~is~~ <sup>will be</sup> duly recorded on ~~Film No.~~ <sup>microfilm</sup> 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 and Sections 30-1001 to 30-1005, inclusive, 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 **Rupert** in the County of **Minidoka** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **28th** day of **October**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

NORTHSIDE GRAZING ASSOCIATION, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, Alton W. Collett, Clint Decker, Merrill D. Paslay, Leonard G. Mills and John Pool, citizens and residents of the United States of America and of the State of Idaho, and each over the age of twenty-one years, have associated ourselves together for the purpose of forming a body corporate in accordance with the provisions of the Idaho Law, and do hereby make, execute and acknowledge, in triplicate, these Articles of Incorporation for that purpose.

ARTICLE I

The Corporate name of this association shall be NORTHSIDE GRAZING ASSOCIATION, INC.

Article II

The purpose or purposes for which said Association is formed are:

(a) To engage in the business of providing by purchase, lease or otherwise, lands for grazing and recreational purposes in the State of Idaho, for the use and benefit of its members and not for the purpose of direct gain to the Association itself, and to make possible the acquisition, control, conservation and the shift in use of lands that are now crop farmed, to lands that will be used for grazing and recreational purposes, only, to the end that the members of said Association may stabilize their farming and ranching operations and to the further end that lands which are now producing crops will be planted to grass and thereafter used for grazing and recreational purposes and to do other things not forbidden by law.

(b) To hold, purchase, acquire, lease and convey real and personal estate; to borrow money for the use and needs of the Association; and to pledge and/or mortgage, real, personal and intangible property of said Association as security therefor.

(c) To levy assessments upon its members for the acquisition by lease, purchase or otherwise, of grazing or forage producing lands and for the construction and maintenance of improvements, operation, repair and betterments of grazing lands; for the maintenance of equipment and facilities thereon, and for payment of the lawful obligations of the Association.

(d) To do any and all things that may be incident or conducive to the aforesaid objects, or any of them, and exercise the usual powers of corporate bodies.

(e) To sue and be sued, complain and defend in any court of law or equity.

(f) To have a corporate seal, which may be altered at pleasure and to use the same by causing it or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

(g) To appoint such officers and agents as the business of the Association shall require and to allow them suitable compensation.

(h) To make by-laws not inconsistent with the constitution or laws of the United States, or of this state, for the management of its property; the regulation and government of its affairs, and for the certification and transfer of its membership certificates.

(i) To wind up and dissolve itself, or to be wound up and dissolved in the manner provided by the statutes of this state.

### ARTICLE III

The principal place of business of the Association shall be located at Rupert, County of Minidoka, State of Idaho.

### ARTICLE IV

The affairs of the Association shall be under the control of five (5) directors, and the names and addresses of those who shall serve as directors and manage the affairs of the Association for the first year and until their successors are duly elected and qualified, are:

Alton W. Collett	Route #2, Paul, Idaho
Clint Decker	Route #2, Paul, Idaho
Merrill D. Paslay	Route #2, Hazelton, Idaho
Leonard G. Mills	Route #2, Hazelton, Idaho
John Pool	137 Ramage, Twin Falls, Idaho

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 will 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

Section 1. This Association shall have no capital stock. Membership in the Association shall be evidenced by membership certificates issued to applicants qualifying for membership and paying the membership fee, as provided in these Articles of Incorporation and in the By-Laws of the Association.

Section 2. Membership in this Association shall represent the right to share equally with all other members the lands and facilities of the Association for grazing purposes, subject to the payment of establishing grazing fees and assessments, and subject to the provisions of the By-Laws and regulations adopted by the Board of Directors to prevent overgrazing and other practices detrimental to the lands owned or operated by the Association.

Section 3. Membership in this Association shall be limited to operators of family-size farms, with rights as to length of tenure and proximity of location to the grazing controlled by the Association, sufficient in the judgment of the Board of Directors, to enable such operators to make full beneficial use of the grazing and services furnished by the Association. A family-size farm shall be construed to mean a farm operated by one family which provides the entire management and more than fifty percent of the labor for such operation.

Section 4. Membership 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 certificates of membership 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.

#### ARTICLE VIII

This Association shall have perpetual existence.

#### ARTICLE IX

The address of the initial registered office shall be the Law Offices of Duffin & Duff, Corner Fremont & G Streets, Rupert, Idaho; and the name of the initial registered agent, for service of process, is Lawrence H. Duffin.

IN WITNESS WHEREOF, We, the incorporators, do hereby make, sign, seal and acknowledge these Articles of Incorporation in triplicate, this 26<sup>th</sup> day of October, 1964.

Alton W. Collett  
Alton W. Collett

Clint Decker  
Clint Decker

Merrill D. Paslay  
Merrill D. Paslay

Leonard G. Mills  
Leonard G. Mills

John Pool  
John Pool

STATE OF IDAHO )  
County of Minidoka ) ss.

I, Lawrence H. Duffin, a Notary Public in and for the County and State aforesaid, do hereby certify that Alton W. Collett, Clint Decker, Merrill D. Paslay, Leonard G. Mills and John Pool, 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 notarial seal this 26<sup>th</sup> day of October, 1964.

(seal)

Lawrence H. Duffin  
Notary Public  
Residing at Rupert, Idaho  
My Commission Expires 12-23-66

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