

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**Potato Growers of Idaho, Inc.**

**Idaho Entity No. 112994**

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**WHEREAS**, members of the Board of Directors of, and the general members of, Potato Growers of Idaho, Inc., a nonprofit Idaho cooperative corporation, Idaho Entity No. 112994, met, pursuant to notice, on the 3<sup>rd</sup> day of March, 2020, and thereat, pursuant to resolution adopted unanimously by all members of the board and all general members, consisting of 25 members, affirmed, agreed and resolved to completely restate, replace, supersede and adopt the following as the Articles of Incorporation of Idaho Potato Growers Association, Inc., the amended name replacing Potato Growers of Idaho, Inc.; and

**WHEREFORE**, the undersigned, acting as the incorporators of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, IDAHO CODE ("Act"), adopt the following Amended and Restated Articles of Incorporation for the corporation identified herein.

**ARTICLE I.  
NAME.**

The name of the Idaho nonprofit corporation organized under the Act is **Potato Growers of Idaho, Inc. ("Corporation")**. The Corporation already exists and is on file with the Idaho Secretary of State with business registration number 112994.

Potato Growers of Idaho, Inc. has been amended to **Idaho Potato Growers Association, Inc.**

**ARTICLE II.  
NONPROFIT STATUS.**

The Corporation is a nonprofit corporation. The Corporation shall have no net earnings incurring to the benefit of any member. The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit. The Corporation shall not act as a cooperative marketing association, and shall not engage in activities allowed by or pursuant to Chapter 26, Title 22, IDAHO CODE, relating to cooperative marketing associations.

*Amended and Restated Articles of Incorporation of Idaho Potato Growers Association, Inc.*

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*For Office Use Only*

**-FILED-**

File #: 0003846959

Date Filed: 4/16/2020 8:34:00 AM

2020-03-02 04:15:20 PM Received by ID Secretary of State Lawrence Denney

**ARTICLE III.  
PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV.  
INITIAL REGISTERED OFFICE AND AGENT.**

The mailing address of the Corporation shall be 3064 S. Frontage Rd., American Falls, Idaho, 83211. The registered agent for the Corporation shall be David P. Claiborne. The physical address of the initial registered agent is 1101 W. River Street, Suite 110, Boise, Idaho, 83702.

**ARTICLE V.  
PURPOSES.**

The primary purpose of this Corporation is to exclusively engage in agricultural activities intended to promote the potato growing industry and interests in the State of Idaho and within the meaning of Section 501(c)(5) of the Internal Revenue Code, and to engage in any other non-profit activities allowed by Idaho law and not prohibited to be done by an organization exempt from federal income tax under Section 501(c)(5) of the Internal Revenue Code. Specifically, the Corporation shall exist for the purpose of –

1. Promoting Idaho potato grower interests by serving as their leading advocate in legislative and regulatory affairs on the state and national levels, by promoting their interests with state and national potato organizations, and by providing them with timely information regarding legislation and regulation, industry developments, events and issues that may affect their farming operations, and profit potential;
2. To consider and act upon all problems concerning the welfare of the potato industry of Idaho and the United States; and
3. To do all activities necessary to, or ancillary to, promote the Mission Statement of the Corporation, or to coordinate and support policies of the Idaho Potato Commission relating to the growing of potatoes; and
4. To do any and all things convenient and incidental to the purposes of the Corporation and generally to have and exercise all such powers as are conferred by law upon corporations of a like character.

The Corporation shall further be permitted to conduct any other lawful activity in furtherance of the goals and objectives of the Corporation.

**ARTICLE VI.  
MISSION STATEMENT.**

The Mission Statement of the Corporation may be further described and set forth in the Bylaws. The Mission Statement of the Corporation includes, as a minimum, the intent of the Corporation to –

1. promote Idaho potato grower interests by serving as their leading advocate in legislative and regulatory affairs on the state and national levels, by promoting their interests with state and national potato organizations, and by providing them with timely information regarding legislation and regulation, industry developments, events and issues that may affect their farming operations, and profit potential; and
2. safeguard respect and appreciation for the potato grower in today's urbanized society, and protect its political power by maintaining an aggressive public relations profile in the media and in other important venues; and
3. encourage and provide leadership development for its member potato growers through service on committees and in district and state-wide executive leadership roles; and
4. seek to work in harmony with other Idaho commodity organizations to provide a strong and united voice to advance the shared goals of the Idaho potato industry.
5. provide a forum whereby growers may openly discuss any and all issues related to the potato industry, and for the development of policies regarding those issues and to develop strategies to address those issues.

#### **ARTICLE VII. MEMBERSHIP.**

The Corporation shall have voting members. All persons that are a current and active grower of at least five acres of potatoes in the State of Idaho and that pay any assessment to the Idaho Potato Commission shall have the privilege to be a member of the Corporation upon notifying the Corporation of their desire to be included upon the Corporation's membership roll. The Corporation shall adopt and establish Bylaws which shall set forth the rights, duties, classes, qualifications, obligations, and other terms and conditions related to membership in the Corporation. Membership shall not reflect capital stock in the Corporation and the Corporation shall have no power to issue capital stock. Membership interests shall have no value and shall not be assignable or subject to pledge.

#### **ARTICLE VIII. MEMBERSHIP ASSESSMENTS.**

The Bylaws may provide for the assessment of a membership fee as a qualification for membership and continued membership. The Bylaws may provide for the levy of assessments upon members as a qualification for membership and continued membership. The Corporation shall have the power to enforce payment of the foregoing and contract with persons for payment of the foregoing.

#### **ARTICLE IX. VOTING RIGHTS.**

Only members that are a current and active grower of at least five acres of potatoes in the State of Idaho, that pay any assessment to the Idaho Potato Commission, and that affirmatively act

to undertake membership in the Corporation shall have voting rights in the Corporation. No other person shall have voting rights in the Corporation. The manner and method of voting on matters to be decided by the members, directors, or committees thereof, shall be as set forth in the Bylaws of the Corporation.

**ARTICLE X.  
PRIVATE PROPERTY OF MEMBERS.**

The private property of the members of the Corporation shall be exempt from any and all liability for any debts or obligations of the Corporation. However, members of the Corporation shall be personally liable for the payment of membership fees, levies and assessments, if any.

**ARTICLE XI.  
BOARD OF DIRECTORS.**

A Board of Directors shall manage the affairs of the Corporation. The Board of Directors shall consist of not less than five (5) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the method of election of Directors shall be determined by the Bylaws of the Corporation. The names and street address of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Mailing Address</u>
Kamren Koompin	3064 S. Frontage Rd. American Falls, Idaho 83211
Alex Tiede	2702 Russett Road American Falls, Idaho 83211
Christopher Likes	948 North 800 East Shelley, Idaho 83274
Mitchell Searle	596 South 550 East Burley, Idaho 83318
Dillion Van Orden	402 South 1100 West Pingree, Idaho 83262

**ARTICLE XII.  
RESTRICTION ON BOARD OF DIRECTORS.**

Only voting members of the Corporation shall be permitted to be a voting member of the Board of Directors of the Corporation.

**ARTICLE XIII.  
BYLAWS.**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The initial Bylaws of the Corporation may be adopted by a numerical majority of those persons constituting the initial members of the Board of Directors. Thereafter, the Bylaws may be amended in such manner and method as shall be set forth in the Bylaws.

**ARTICLE XIV.  
DISTRIBUTION ON DISSOLUTION.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to the Idaho Potato Commission operated pursuant to Chapter 12, Title 22, IDAHO CODE. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XV.  
INCORPORATOR.**


The name and street address of the incorporator is Kamren Koompin, 3060 S. Frontage Rd., American Falls, Idaho, 83211.

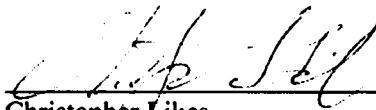
**ARTICLE XVI.  
AMENDMENT OF ARTICLES.**

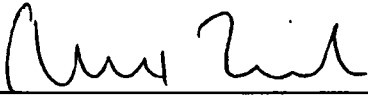
These Articles of Incorporation may only be amended if majority of the voting members and a majority of the members of the Board of Directors of the Corporation shall vote in the affirmative for any such amendment at any regular or duly called special meeting for the purpose of amending these Articles whereat a quorum as defined in the bylaws is present.

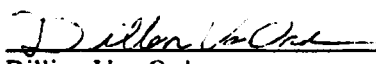
The undersigned declare under penalty of perjury of the laws of the State of Idaho that the within and foregoing is true and correct.


DATED this 3<sup>rd</sup> day of March, 2020.

  
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Kamren Koopin

  
\_\_\_\_\_  
Christopher Likes

  
\_\_\_\_\_  
Alex Tiede

  
\_\_\_\_\_  
Dillion Van Orden

ATTEST:   
\_\_\_\_\_  
David P. Claiborne, Attorney