



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**MONIDA PASS GRAZING ASSOCIATION, INC.**

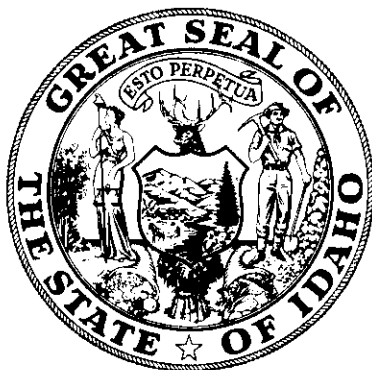
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**MONIDA PASS GRAZING ASSOCIATION, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated \_\_\_\_\_ November 30 \_\_\_\_\_, 19 79 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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ARTICLES OF INCORPORATION  
OF  
MONIDA PASS GRAZING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, WULF LEBRECHT KLAUS WALTHER, AND LYLE YOUNGSTROM, have associated ourselves together for the purpose of forming a body corporate in accordance with the provisions of the non-profit corporation laws of the State of Idaho, and do hereby make, execute and acknowledge these articles in writing.

I

The corporate name of this Association shall be MONIDA PASS GRAZING ASSOCIATION, INC., and shall be authorized to conduct business under the laws of the State of Idaho.

II

This Association shall have perpetual existence.

III

The purposes for which said Association is formed are:

- (a) To engage in the business of providing by purchase, lease or otherwise, lands for grazing 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.
- (b) To own, operate and develop recreational facilities.
- (c) 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 for indebtedness incurred.
- (d) 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.

(e) 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.

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

(g) 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.

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

(i) To make bylaws 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 execution and transfer of its membership certificates.

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

(k) To make contributions in cash, property, material or labor toward the administration, protection and improvement of the Public Lands lying within the district.

(l) To construct and maintain fences, wells, reservoirs and other improvements necessary to the care and management of the livestock grazed in the district under permit issued by the Bureau of Land Management.

(m) To recommend the amount, manner of apportionment, time and method of collection of assessments for strictly association purposes as well as for the public purposes, contemplated by the act.

(n) To enter into cooperative agreement for any of the foregoing purposes or for any other purposes authorized by the act.

#### IV

The affairs of the Association shall be under the control of three (3) 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:

WULF LEBRECHT	Sterling, Idaho	83279
KLAUS WALTHER	Sterling, Idaho	83279
LYLE YOUNGSTROM	Sterling, Idaho	83279

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 bylaws of the Association and the laws of the State of Idaho, in such cases made and provided.

#### V

In the event of the liquidation or dissolution of the Association, the assets of the Association, after the payment of all debts and obligations, shall be divided among the outstanding memberships of the Association and shall be distributed to the holders thereof in proportion to the number of grazing shares held by such memberships.

#### VI

The address of the initial registered office shall be c/o Klaus Walther, Sterling, Idaho 83279, and the name of the initial registered agent for the service of process is Klaus Walther, Sterling, Idaho 83279.

#### VII

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 further provided in the By Laws of the Association.

Section 2. Membership in this Association shall represent the right to share with all other members in the use of the lands and facilities of the Association for grazing purposes, proportionately within the limits as shall be established in the By Laws of the Association, subject to the payment of established 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.

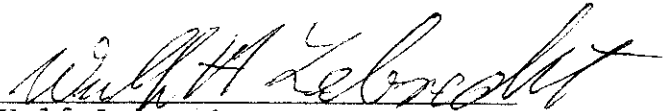
Section 3. Priority for membership in this Association shall be given to operators of not larger than family-size farms with rights as to length of tenure and proximity of location to the grazing controlled by the Association, sufficient in the judgment of the Board of Directors, to enable such operators 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. Taking into consideration the additional livestock his farm operation may have as a result of becoming a member, the operator of a family-size farm together with the members of his immediate family, shall be entitled to and shall hold only one membership in the Association.

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. Any new member shall be qualified for a grazing license or permit under applicable rules and regulations of the Bureau of Land Management.

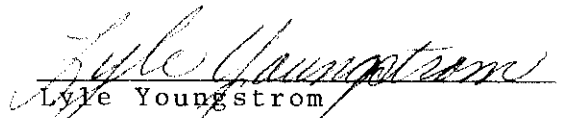
VIII

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.

IN WITNESS WHEREOF, We, the incorporators, do hereby make, sign, seal and acknowledge these articles of incorporation this 28<sup>th</sup> day of November, 1979.

  
Wulf Lebrecht

  
Klaus Walther

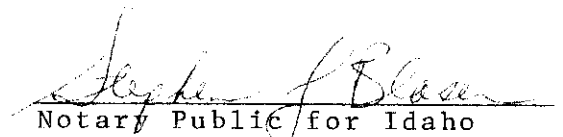
  
Lyle Youngstrom

STATE OF IDAHO            )  
                                  ) ss  
COUNTY OF BINGHAM    )

On this 28<sup>th</sup> day of November, 1979, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared WULF LEBRECHT, KLAUS WALTHER, and LYLE YOUNGSTROM, known to me to be the persons whose names are subscribed to the within and foregoing Articles and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(SEAL)

  
Notary Public for Idaho  
Residing at Blackfoot  
My Commission Expires: LIFE