

**FILED EFFECTIVE**

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CLERK OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**The U.S. Pea and Lentil Trade Association, Inc.**

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I: Name

The name of the Corporation is **The U.S. Pea and Lentil Trade Association, Inc.**

Article II: Nonprofit Status

The Corporation is a nonprofit corporation.

Article III: Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV: Registered Office and Agent.

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 2780 West Pullman Road, Moscow, Idaho 83843, and the name of the initial registered agent at this address is Tim D. McGreevy.

IDAHO SECRETARY OF STATE  
06/07/2004 05:00  
CK: 1641 CT: 129684 BH: 748837  
1 @ 30.00 = 30.00 INC NONP # 2  
1 @ 20.00 = 20.00 NON EXPIRI # 3

**ARTICLES OF INCORPORATION**

C 154987

## Article V: Purposes.

The Corporation is organized and operated exclusively for the promotion, sale and use of the processed agricultural products known as dry peas, lentils, and chickpeas, and the advancement and promotion of the business of processing and exporting of cultivated dry peas, lentils, and chickpeas within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, to perform any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation, including but not limited to the following:

- A. Publication of educational materials, and conducting research in processing and marketing and setting uniform standards within the industry.
- B. Improvement of handling and grades of products.
- C. to make distributions to organizations that qualify as exempt under such Section 501(c)(3);
- D. insure that no substantial part of the activities of the Corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office; and,
- E. to exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## Article VI: Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

## Article VII: Members

The corporation shall have members.

## Article VIII: Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Ron Whittum	Crites-Moscow Growers P.O. Box 8912 Moscow, ID 83843
2	Dean Brocke	George F. Brocke & Sons

- P.O. Box 159  
Kendrick, ID 83537-0159
3. Dan Bruce  
BNP Lentil Co.  
P.O. Box 146  
Farmington, WA 99128-0146
4. Greg Johnson  
Premier Pulse, Inc.  
#25 27<sup>th</sup> Street, SW  
Minot, ND 58701
5. Pete Johnstone  
Spokane Seed Company  
P.O. Box 11007  
Spokane, WA 99211-1007
6. Mike Watson  
Columbia Grain Int'l., Inc.  
2051 Wilma Drive  
Clarkston, WA 99403
7. Mike Quann  
Maviga NA Inc.  
P.O. Box 21004  
Spokane, WA 99201
8. Dave Robson  
Robson Commodities  
P.O. Box 115  
1810 Highway 99  
Troy, ID 83871

Article IX: 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 the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1996, as amended from time to time, in such manner as the Board of Directors shall determine. 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article X: Incorporators.

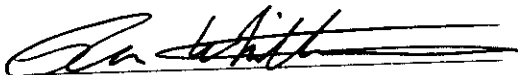
The names and street addresses of the incorporators are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Ron Whittum	Crites-Moscow Growers P.O. Box 8912 Moscow, ID 83843
2.	Dave Robson	Robson Commodities P.O. Box 115 1810 Highway 99 Troy, ID 83871

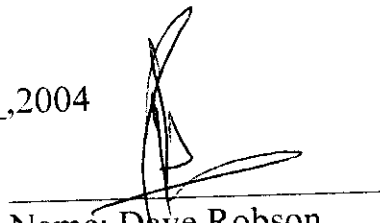
Article XI: Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 4 day of June, 2004



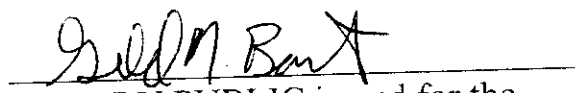
Name: Ron Whittum  
Crites-Moscow Growers  
P.O. Box 8912  
Moscow, ID 83843



Name: Dave Robson  
Robson Commodities  
P.O. Box 115  
Troy, ID 83871

STATE OF IDAHO     )  
COUNTY OF LATAH    )

On this 4 day of June, 2004, before me personally appeared  
Ron Whittum and Dave Robson  
known to me to be the persons whose names are subscribed to the foregoing  
instrument, and acknowledged to me that each person executed the same.

  
NOTARY PUBLIC in and for the  
State of Idaho, residing at  
Moscow, Idaho therein.  
My commission expires: 5/31/06

