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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
GREEN LEAF COOPERATIVE INSURANCE AGENCY, INC.

Pursuant to the Idaho Nonprofit Corporation Act §30-3-17, the Articles of Incorporation of Green Leaf Cooperative Insurance Agency, Inc., an Idaho Nonprofit Corporation, are as follows:

ARTICLE I.  
NAME

The name of this corporation is Green Leaf Cooperative Insurance Agency, Inc. (the "Cooperative").

ARTICLE II.  
DURATION

The duration of the Cooperative is perpetual.

ARTICLE III.  
PURPOSES AND POWERS

Section 1. Purposes. The purposes of the Cooperative shall be to procure insurance services, financial services, farm services, information technology services, and marketing services to the agriculture and farm industries and to transact any other kind of business that is not contrary to the laws of the State of Idaho.

Section 2. Powers. The Cooperative shall have all the powers, privileges and rights conferred on nonprofit corporations by the laws of the State of Idaho, including without limitation all powers necessary or convenient to affect any or all of the purposes for which the Cooperative is organized.

Section 3. Limitations. The Cooperative shall not provide services for nonmembers in an amount the value of which exceeds the value of the services provided for members.

ARTICLE IV.  
CAPITAL STOCK

Section 1. Authorized Capital. The Cooperative is authorized to issue One Hundred Thousand (100,000) shares of Common Stock having a par value of one dollar (\$1.00) per share.

Section 2. Membership Stock; Common Stock. The Cooperative is organized with three classes of membership stock.

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a. Class A. Class A Common Stock shall be issued to and held by licensed insurance agents or agencies. Holders of Class A Common Stock shall be entitled to vote in the affairs of the Cooperative in accordance with the Bylaws.

b. Class B. Class B Common Stock shall be issued to and held by Persons interested in the furtherance of the goals and objectives of this Cooperative. Holders of Class B Common Stock shall not be entitled to vote in the affairs of the Cooperative. Class B Members will not share in any patronage distributions of the Cooperative.

c. Class C. Class C Common Stock shall be issued to and held by the Manager of the Cooperative. Holders of Class C Common Stock shall be entitled to vote in the affairs of the Cooperative in accordance with the Bylaws, and shall be the only class of stock which may nominate candidates for members of the Board of Directors. Class C Members will not share in any patronage distributions of the Cooperative.

All Members of the Cooperative shall be required to own one share of Common Stock. Holders of Common Stock may transfer their shares with the prior approval of the Board of Directors. No dividends shall be paid on Common Stock. The Common Stock may be redeemed as provided in the Bylaws of the Cooperative.

#### ARTICLE V. PATRONAGE REFUNDS

All net income (savings) of the Cooperative in excess of reserves, except as limited in these Articles of Incorporation, shall be distributed to eligible members on the basis of patronage, as more particularly provided for in the Bylaws.

Patronage refunds may be distributed in cash, or in patronage credits or equities, as more particularly provided for in the Bylaws. Any such patronage credits or equities shall be redeemable only at the option of the Board of Directors.

#### ARTICLE VI. FIRST LIEN

The Cooperative shall have a first lien on all Common Stock and patronage credits or equities, for all indebtedness of the respective holders to the Cooperative. The Cooperative shall also have the right, exercisable at the option of the Board of Directors, to set off such indebtedness against the amount of capital stock, patronage credits or equities, or other interests standing on its books; provided, however, that nothing contained herein shall give the owners of capital stock, patronage credits or equities, or other interests any right to have such a set off made.

**ARTICLE VII.**  
**DISSOLUTION**

In the event of any dissolution or liquidation of the Cooperative, whether voluntary or involuntary, and after all debts and liabilities of the Cooperative have first been paid according to their respective priorities, the remaining assets will be distributed in the following manner and order of preference:

a. Holders of all Common Stock shall receive the par value of their shares on a pro rata basis; and

b. The holders of all capital other than Common Stock, furnished through patronage shall receive the balance without priority on a pro rata basis based on the patronage records of the Cooperative.

**ARTICLE VIII.**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the principal office and the registered office of the Cooperative is 111 Main Street, Lewiston, Idaho 83501, and the Registered Agent is R. John Taylor.

**ARTICLE IX.**  
**INCORPORATORS**

The following is the incorporator of the Cooperative:

R. John Taylor	111 Main Street Lewiston, Idaho 83501
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**ARTICLE X.**  
**BOARD OF DIRECTORS**

**Section 1. Board of Directors.** The business and affairs of the Cooperative shall be managed by a Board of Directors consisting of such number of directors as shall be fixed in the manner provided in the Bylaws but in no event less than three (3) nor more than twenty-one (21). At least one of the Board members shall be a Class A member and at least one Board member must be a Class C member at all times.

**Section 2. First Board of Directors.** The names and post office box or street addresses, either residence or business, of the first Board of Directors of the Cooperative are as follows:

<u>Name</u>	<u>Class</u>	<u>Address</u>
JoLee K. Duclos	A	111 Main Street Lewiston, ID 83501

Bryan Freeman

B

111 Main Street  
Lewiston, ID 83501

R. John Taylor

C

111 Main Street  
Lewiston, ID 83501

The term of office of the first Board of Directors of the Cooperative shall be until the first annual meeting of the members of the Cooperative, and until their successors have been elected and have taken office.

ARTICLE XI.  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by Idaho law.

IN WITNESS WHEREOF, the undersigned incorporators of Green Leaf Cooperative Insurance Agency, Inc., an Idaho Nonprofit Corporation, have executed these Articles of Incorporation as of the 9<sup>th</sup> day of August, 2011.

  
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R. John Taylor, Incorporator

The undersigned hereby accepts the appointment as Registered Agent in the State of Idaho for Green Leaf Cooperative Insurance Agency, Inc., at the address set forth in Article VIII above as of the 9<sup>th</sup> day of August, 2011.

  
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R. John Taylor, Registered Agent