



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**CLARK COUNTY FARM BUREAU, INC.**

was filed in the office of the Secretary of State on the **24th** day  
of **January** A. D. One Thousand Nine Hundred **Seventy-nine** and  
*will be*  
/is duly recorded on **Film-No. microfilm** 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

**Dubois, Idaho**

in the County of **Clark**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive 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 **24th** day of **January**  
A.D., 19 **79**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

Clark COUNTY FARM BUREAU, INC.

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KNOW ALL MEN BY THESE PRESENTS:

*Persuant to Chapter 10 Title 30*

That we, the undersigned, being natural persons, U.S. citizens of legal age and citizens and bona fide residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following articles of incorporation, to-wit:

ARTICLE I

The name of this corporation shall be Clark COUNTY FARM BUREAU, INC.

ARTICLE II

The purposes and objects of this corporation shall not be for pecuniary profit, but shall be specified in the general terms, as follows:

Section 1. To strengthen the County Farm Bureau and similar organizations of the County and to coordinate the activities of their respective officers and personnel, within their respective fields of endeavor, to the end, that sound and effective national and state legislation may be adopted and administered, that proper and satisfactory public relations and services may be developed and sustained, that desired cooperative marketing and distribution may be organized and fostered, and that proper publicity in respect to all such activities may be made available to members and others; and to promote, protect, and represent the business, economic, social, and educational interests of the farmers and agriculturists in Idaho, and to develop agriculture.

To promote, improve, and stabilize the agricultural industry in which its members are engaged, by securing greater efficiency in the production, distribution, and marketing of agricultural products; to engage in the study and investigation of taxation, rural conditions, and the betterment and improvement of rural homes and rural life generally, and to study and investigate all social, economic, and other county problems having in view the general improvement of county conditions and the general welfare of all persons engaged in agricultural production and marketing enterprises; and in effecting such objects and purposes, this corporation shall have, and it is hereby given power and authority:

(a) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage, and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities, and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(b) To purchase, or otherwise acquire, to own, mortgage, pledge, lease, sell, assign, transfer, or otherwise dispose of, and trade, invest, and deal in supplies, commodities, goods, wares and merchandise, and all other personal property of every kind and description, wherever located, for any and all purposes convenient or desirable in order to accomplish the objects and purposes of this corporation.

(c) To cause to be organized and to assist in the organization of corporations and other agencies subsidiary hereto, or otherwise, cooperative or otherwise, in the county and to render advice and supervision to such organizations, and otherwise to assist them to the fullest extent consistent with the objects and purposes of this corporation.

(d) To engage with and enter into contracts with the several agricultural cooperative marketing associations sponsored by it, and with other like associations and agencies, for the securing for said organizations of the following services: Accounting, auditing, economic, merchandising, field and organization, educational, legislative, publicity and information, freight and transportation rates, taxation, administrative, legal, and miscellaneous.

(e) To borrow or otherwise, raise money for any and all purposes of the corporation without limit as to amount and, from time to time, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of interest thereon by mortgage or by pledge, conveyance, or assignment in trust of the whole or any part of the real, personal or mixed property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such evidence of its indebtedness.

(f) To receive and accept donations, gifts, and gratuities to be used in carrying out the objects and purposes of this corporation.

(g) To enter into, make and perform contracts of every kind and description, and to cooperate with any person, partnership, association, corporation, municipality, county, state, body politic, or government in carrying out the objects and purposes of this corporation.

(h) To engage in and to assist in any kind of charitable, educational, relief, and health activities whatsoever.

(i) To conduct business and exercise all or any of its powers as above specified or otherwise, in the State of Idaho and/or in any other state, territory and/or colony of the United States, the District of Columbia, any foreign country and/or any other part of the world as fully and to the same extent as natural persons might or could do, either alone, or in company with others and at its option to have one or more offices and/or places of business as it desires within or out of said state, in addition to its registered and principal place of business, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situated out of this state.

Section 2. In general, to carry on any and all business and to do any other act or thing in connection with or necessary or convenient to the attainment of the foregoing objects and purposes or the exercise of the foregoing powers; and to exercise all the powers and privileges delegated to it and conferred upon it by the laws of the State of Idaho for corporations generally; and to do any and all things herein set forth to the same extent as natural persons might or could do, on its own account, or as agent, fiduciary, or trustee.

Section 3. All the foregoing provisions of the article are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation, expressed herein or conferred on this corporation by the laws of Idaho or the United States, all of which powers are hereby expressly claimed; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the laws of Idaho, now or hereafter existing, may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provision of these Articles of Incorporation.

### ARTICLE III

The duration of the existence of this corporation shall be perpetual.

### ARTICLE IV

The location and post-office address of the corporation's registered office in this state shall be Dubois Idaho.

Designated Agent Joanna Shaton  
Secretary -2-

## ARTICLE V

Section 1. The names and post-office addresses of each of the incorporators are as follows:

<u>Names</u>	<u>Post Office Address</u>
<u>Dean Shenton</u>	<u>Dubois - ID</u>
<u>Joe Werthen</u>	<u>Dubois ID</u>
<u>Gerald Holmes</u>	<u>Dubois ID</u>
<u>Milton Thompson</u>	<u>Dubois ID</u>
<u>John A. Larick</u>	<u>Dubois ID</u>

All of which incorporators, are selected to constitute the Board of Directors of this corporation, until a Board of Directors is elected and qualified, in accordance with the Bylaws to be hereafter adopted.

Section 2. The officers of this corporation shall consist of a President, first Vice President, second Vice President, and Secretary-Treasurer, and those selected to act until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
<u>Milton Thompson</u>	President	<u>Dubois ID</u>
<u>Lynn Thomas</u>	First Vice President	<u>Dubois ID</u>
<u>Joe Werthen</u>	Second Vice President	<u>Dubois ID</u>
<u>Bonne Shenton</u>	Secretary-Treasurer	<u>Dubois ID</u>

## ARTICLE VI

This corporation is organized without capital stock, and membership herein shall be evidenced by membership certificates, which shall be issued by the corporation of the Idaho Farm Bureau Federation. Such certificates shall entitle the holder of all the privileges and advantages of membership in this corporation, and may be cancelled at any time by the Board of Directors, for such causes and upon such hearing as shall be provided in the Bylaws. Upon cancellation of such certificate, the membership represented thereby shall forthwith terminate.

## ARTICLE VII

In this corporation the rights and interests of members shall be equal and no member can have or acquire a greater interest therein than any other member. Membership certificates cannot be assigned so the transferee thereof can, by such transfer, become a member of this corporation, except by resolution of the Board of Directors, and under such regulation as the Bylaws may prescribe. Each member shall be entitled to one vote only at any and all regular or special membership meetings and said vote cannot be cast by an agent or proxy. Corporations, associations, and partnerships, as well as persons, may become members of this corporation.

## ARTICLE VIII

Members and incorporators of this corporation shall not be individually or personally liable for any debt or liability of this corporation, in any amount or to any extent whatsoever.

## ARTICLE IX

Subject always to the Bylaws made by the members, the Board of Directors may make bylaws, and, from time to time, may amend or repeal any bylaws made by the board; but any bylaw made by the board, may be amended or repealed by the members at any annual or special meeting, provided, notice of such proposed

amendment or repeal by the members, be included in the notice of the meeting of members. The Board of Directors may appoint an Executive Committee, from its own members, and delegate to it all power and authority necessary to transact the general business of this corporation.

ARTICLE X

This corporation shall succeed to all the rights of the Clark County Farm Bureau, an unincorporated association. The Articles of Incorporation and Bylaws of the Idaho Farm Bureau Federation and the American Farm Bureau Federation are hereby subscribed to. Each Farm Bureau member of Clark County, Idaho, becomes a member of this corporation, which is a member of the Idaho Farm Bureau Federation which is a member of the American Farm Bureau Federation.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of the Clark County Farm Bureau, Inc., have hereunto set our hands and caused these Articles of Incorporation to be executed this 25 day of October 19 78.

Alan Skenton  
Joe Wooten  
Gerald Holmes  
Miller Thompson  
John A. Larick

STATE OF IDAHO)

COUNTY OF Clark ) SS.

On the 25 day of October 19 78, before me, the undersigned Notary Public, in and for said state, personally appeared,

known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, 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.

R. Rhule Leonardson  
Notary Public

(SEAL)

Residing at R. RHULE LEONARDSON, Idaho  
CLERK OF DISTRICT COURT  
CLARK COUNTY, IDAHO  
Commission Expires: BY DEPUTY