

FILED EFFECTIVE

2003 DEC 16 AM 8:42

STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

IDAHO POTATO VARIETY DEVELOPMENT ASSOCIATION INC. 12:58

Pursuant to the Idaho Nonprofit Corporation Act s 30-3-17, to Articles of Incorporation of Idaho Potato Variety Development Association Inc., and Idaho Nonprofit Corporation are as follows:

ARTICLE I.
NAME

The name of the corporation is Idaho Potato Variety Development Association Inc. (The "Cooperative")

ARTICLE II.
DURATION

The duration of the Cooperative is perpetual.

ARTICLE III.
PURPOSES AND POWERS

Section 1. Purposes. The purposes of this Cooperative shall be to manage the Development of Specific Potato Variety and to engage in any other lawful purpose. This Cooperative shall be operated on a cooperative basis for the mutual benefit of its members.

Section 2. Powers. This Cooperative shall have all the powers, privileges and rights conferred on cooperative corporations by the laws of the State of Idaho, including without limitation all powers necessary of convenient to effect any or all of the purposes for witch this Cooperative is organized.

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

IDAHO SECRETARY OF STATE
12/16/2003 05:00
CK: 8208 CT: 70106 BH: 716914
1 @ 30.00 = 30.00 INC NONP # 2
1 @ 20.00 = 20.00 NON EXPIDI # 3

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ARTICLE IV. CAPITAL STOCK

Section 1. Authorized Capital. This Cooperative is authorized to issue the following shares of capital stock:

(a) One hundred (100) shares of Common Stock having a par value of one dollar (\$1.00) per share; and

Section 2. Membership Stock; Common Stock. This Cooperative is organized with membership stock. The Common Stock of this Cooperative shall be the only class of voting stock. Common Stock shall only be issued to and held by certified seed producers that are eligible for membership and have been approved as members of the Cooperative by its Board of Directors. For purposes of the Articles of Incorporation and the Bylaws of this Cooperative, the term "certified seed producers" shall mean and include individuals, partnerships, business corporations, cooperative associations, or other entities that are actually engaged in the production of certified seed, and cooperative associations of such certified seed producers. Individuals or entities that are tenants on land used for the production of certified seed products or lessors of such land who receive as rent part for the produce of such land shall be considered to be actually engaged in the production of certified seed. Holders of Common Stock shall not transfer their shares without the prior approval of the Board of Directors. No dividends shall be paid on Common Stock. The common Stock may be redeemed as provided by the Bylaws of the Cooperative.

ARTICLE V. 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 of equities, or other interest standing on its books; provided, however, that nothing contained herein shall give the owners of capital stock, patronage credits of equities, or other interest any right to have such a set off made.

**ARTICLE VI.
DISSOLUTION**

In the event of any dissolution or liquidation of this Cooperative, whether voluntary or involuntary, and after all debts and liabilities of this 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 per value of their shares of stock on a pro rate basis; and
- (b) The holders of all capital other than Common Stock, furnished through patronage shall receive the balance with out priority on a pro rate basis based on the patronage records of the Cooperative

**ARTICLE VII.
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the principal office and the registered office of this Cooperative is Idaho Potato Variety Development Association
4054 E 1300 North Ashton, Idaho 83420
The name of the registered agent of this Cooperative, whose business office is identical to such register office is Clen Atchley

**ARTICLE VIII.
INCORPORATIONS**

The following are incorporators of the Cooperative:

_____ Clen Atchley 4054 E 1300 N. Ashton Idaho 83420
_____ Jack Hoopes P.O. Box 70, Tetonia Idaho 83452
_____ Mike Telford 1450 W. Hwy 24 Paul Idaho 83347
_____ Jack Steinman 1142 N. 3500 E Ashton Idaho 83420
_____ Dennis Arnold 1042 N. Hwy 32 Felt Idaho 83424

ARTICLE IX BOARD OF DIRECTORS

Section 1. Board of Directors. The business and affairs of this 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. The members of the Board of Directors will hold office until their successors have been elected and have taken office.

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 this Cooperative are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Clen Atchley	4054 E 1300 N Ashton Idaho 83420
Jack Hoopes	P.O. Box 70 Tetonia Idaho 83452
Jack Steinman	1142 N. 3500 E Ashton Idaho 83420
Rex Baum	1408 N. 3600 E Ashton Idaho 83420
Dennis Arnold	1042 N. Hwy 32 Felt Idaho 83424
Emma Atchley	4054 E 1300 N Ashton Idaho 83420
Mike Telford	1450 W Hwy 24 Paul Idaho 83347
_____	_____
_____	_____

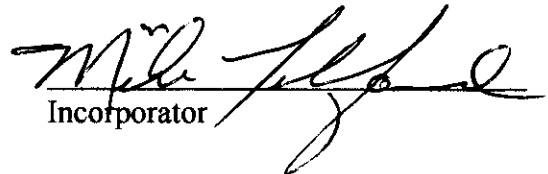
The term of office of the first Board of Directors of this cooperative shall be until the first annual meeting of the Cooperative held after the Cooperative commences operations. Thereafter, the term of office of the Board of Directors will be three (3) years, with the first Board of Directors dividing into three groups, designated by lot: 1/3 for a one(1) year term, 1/3 for a two (2) year term, and 1/3 for a three (3) year term.

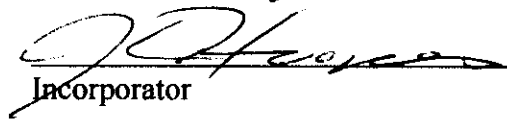
ARTICLE X.
AMENDMENT OF ARTICLES OF INCORPORATION

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

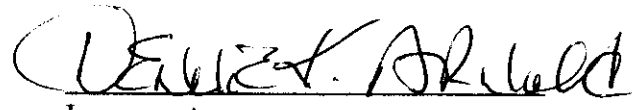
IN WITNESS WHEREOF, the undersigned incorporator of Idaho Potato Development Association Inc., an Idaho Nonprofit Corporation, has executed these Articles of Incorporation as of this 2nd day of Dec, 2003.


Incorporator



Incorporator


Incorporator


Incorporator


Incorporator

On the 2ND day of December 2003, personally appeared before me CLIN
ATCHLEY, MIKE, ERFORD, JACK, HOOPER, JACK, STEINMAN, DENNIE
_____, and _____, Incorporators of Idaho Potato _____


 VAL ARNOLD
 Notary Public
 State of Idaho
 NOTARY PUBLIC

Residing at: Doan Falls, ID

11-18-06