

# State of Idaho



## Department of State.

### Certificate of Incorporation

I, **GEO. H. CURTIS**, 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

**MINI-CASSIA MARKETING CO-OP, INC.**

was filed in the office of the Secretary of State on the **11th** day of **March**

A. D. One Thousand Nine Hundred **Forty-Seven** and is duly recorded in **Book Film # 9** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 22-2008, Idaho Code, Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation by the name stated in the articles, for **50 years'** existence from the date hereof, with its registered office in this State located at **Rupert** in the County of **Winidoka**, Idaho, and as such are entitled to all the rights and privileges granted to, and subject to the limitations and requirements of a Cooperative Marketing Association, as provided in said Chapter 20 of Title 22, Idaho Code, Annotated.

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 **17th** day of **March**, in the year of our Lord one thousand nine hundred **thirty- Forty-Seven** and of the Independence of the United States of America the One Hundred **Seventy-First**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

MINI-CASSIA MARKETING CO-OP, INC.

KNOW ALL MEN BY THESE PRESENTS:

That, we, the undersigned, citizens of the United States and bona fide residents of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming an agricultural producers association under the Cooperative Marketing Act as amended, of the State of Idaho, and make and adopt the following Articles of Incorporation:—

ARTICLE I

The name of the Corporation shall be: Mini-Cassia Marketing Co-op, Inc.

ARTICLE II

The purpose for which the association is formed and the business and pursuit in which it proposes to engage is:

1. To promote and provide a medium for unity of effort in marketing seeds, beans, grain and other agricultural commodities and in buying and distributing feeds and other commodities and to encourage and develop cooperation among both producers and consumers.

2. To engage in any activity in connection with the marketing of seeds, beans, grain and with the buying, transporting, storing, handling, selling and distributing of feeds or any other commodities that may be bought, sold or otherwise handled to the advantage of the association or its members.

3. To act in its own name as principal or agent; to contract with producers, manufacturers, brokers, wholesalers, or other, both in the United States and foreign countries; to establish its own agencies or branches anywhere, at any time; and to act as a joint agency or a representative of other cooperative associations, persons, firms, or corporations, to establish and maintain joint agencies, cooperative, or otherwise; to join other organizations or otherwise cooperate with other groups.

4. To borrow or loan money, either as principal or agent, giving or taking such evidence of indebtedness or security as may be necessary or desirable, for the purpose of making advances to members for the purchase of any property or commodity, or for other purposes.

5. To buy, acquire, hold, own, lease, sell and otherwise dispose of and exercise all privileges of ownership over such real or personal property of any character, either within or without the State, as may be deemed necessary or desirable for the conduct of its business, or incidental thereto.

6. To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of stock, bonds, or other evidences of indebtedness created by other corporations or associations engaged in any related activity, and while the holder of such securities to exercise all the rights and privileges of ownership, including the right to vote thereon.

7. To issue bonds, deeds of trust, debentures, notes or other obligations, and to secure the same by pledge, mortgage, trust deed, or otherwise, on the whole or any part of the property of the Association, real or personal, or to issue such obligations without security.

8. To issue Certificates of Membership as provided by law and the By-Laws of the Association.

9. This association may purchase supplies and equipment for non-members in an amount the value of which does not exceed the value of the supplies and equipment purchased for members, provided that the value of the purchases made for persons who are neither members or producers does not exceed fifteen per centum of the value of all its purchases.

10. To apply for, take out, acquire, own, use and dispose of trademarks, copyrights, and patents necessary, convenient or desirable for furthering any of the corporate purposes of this association.

11. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this association, but said association shall have all the privileges and immunities granted by the Acts of Congress of the United States and laws of the State of Idaho to cooperative

associations and be subject only to such restrictions and limitations as may be contained in said Acts of Congress and Laws of the State of Idaho. And, in addition, to exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which the association is organized, or to the activities in which it is engaged; and in addition, any other rights, powers, and privileges granted by the laws of this State to ordinary corporations, except as such powers may be restricted, or denied by the Acts of Congress of the United States or the Laws of the State of Idaho.

#### ARTICLE III.

The post office address and principal office and place of business of this Association shall be at Rupert, County of Minidoka, State of Idaho, but offices or places of business may be located at any other point within this State or any other place in the United States.

#### ARTICLE IV.

The duration of this Association shall be for a period of fifty (50) years, from and after the filing of these Articles of Incorporation.

#### ARTICLE V.

This corporation is organized as a non-profit cooperative association without capital stock.

#### ARTICLE VI.

The membership of this corporation which has actually been subscribed is as follows:

Name		Value
Edwin W. Ames	"full age"	\$25.00
J.R. Culley	"full age"	\$25.00
Ruland G. Sparks	"full age"	\$25.00
J.W. Woodruff	"full age"	\$25.00
Allen Cook	"full age"	\$25.00
Kenneth Rockford	"full age"	\$25.00
Peter Gnemi	"full age"	\$25.00

#### ARTICLE VII.

Each member of this Association shall subscribe for, or own, at least one Certificate of Membership in this corporation. The membership fee shall be twenty five dollars (\$25.00).

#### ARTICLE VIII.

The conditions under which the Certificates of Membership of this Association may be transferred and the restrictions or privileges attaching the ownership thereof shall be as follows:

1. Under the terms and conditions prescribed in its By-laws, the Association may admit as members, or issue Certificates, only to persons engaged in the production of agricultural products to be handled by or through the Association. or to agricultural producers using supplies handled by or through the Association organized for that purpose, including the lessees and tenants of land used for the production of such products and any lessors and landlords who receive as rent part of the crop raised on the leased premises. They must also be approved as members by a majority of the Board of Directors. If a member may be represented by any individual, associate, officer or member thereof, duly authorized in writing.

2. The stock may be transferred only to the Association or to a party who has been approved as a member by the Board of Directors of the Association. Any attempt to transfer such Certificates of Membership except as described herein, and as further provided by the By-Laws, shall vest no title in the purchaser or receiver and no rights of the original holder to participate in the affairs or savings of the Association.

3. Each Certificate of Membership shall have printed thereon a clear and concise statement of all restrictions and limitations upon ownership, voting, power, transfer, or other conditions affecting the rights and privileges of the holder thereof.

#### ARTICLE IX.

This Association is formed to function on a cooperative basis for the mutual benefit of its patrons. After all operating expenses have been de-

terminated at the end of each fiscal year, the net earnings, or savings, shall be allocated to the patrons in a pro-rata basis. After allocation, reasonable reserves as determined by the Board of Directors, not inconsistent with the By-Laws or the Laws of Idaho, may be set up and the balance of all savings as allocated shall be evidenced by Certificates of Participation as provided in the By-Laws.

#### ARTICLE X.

This association shall be managed by a Board of not less than five (5) or more than thirteen (13) directors as determined by the By-Laws of the association. The Directors shall be elected by and from the members of the association, at such times and for such term of office as the By-Laws may prescribe, and shall hold office during the term of which they are elected and until their successors are elected and qualified; but a majority of the members shall have the power, at any regular or special meeting legally called for that purpose, to remove any director or officer for cause, and fill the vacancy. Each of said directors must be a member of the association. Each member of this association shall have one vote in all elections and each member of the Board of Directors shall have one vote in all meetings of the Board of Directors.

The Articles of Incorporation may be altered or amended in any respect, not inconsistent with the Laws of Idaho, at any regular meeting or at any special meeting called for that purpose. An amendment must first be approved by two-thirds of the directors and then adopted by the affirmative vote of two-thirds of the ~~members of the~~ association present at such meeting, and provided that a quorum as specified in the By-Laws of the association be present. Amendments of the Articles of Incorporation when so adopted shall be filed in accordance with the provisions of the general corporation law of this State.

IN WITNESS WHEREOF, we have hereunto fixed our signature in triplicate  
this 7th day of March 1947

Incorporators

Post Office Address

Edwin W Ames  
J R Culley  
Ruland G Sparks  
J W Woodruff  
Allen Cook  
Kenneth Rockford  
Peter Gnemi

Heyburn Idaho  
Paul Idaho  
Rupert, Idaho  
Rupert Idaho  
Rupert Idaho  
Rupert Idaho  
Rupert Idaho

STATE OF IDAHO, )  
County of Minidoka ) ss.

I DO HEREBY CERTIFY THAT:

On this 7th day of March, in the year, 1947, before me,  
Clara B Colwell  
~~Edwin W Ames~~, a Notary Public in and for said state, per-  
sonally appeared Edwin W Ames, J R Culley,  
Ruland G Sparks, J W Woodruff,  
Allen Cook, Kenneth Rockford, AND  
Peter Gnemi.

known to me to be the persons whose names are subscribed to the within and  
foregoing instrument 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.

Clara B Colwell  
Notary Public for Idaho  
Residing at Rupert.