

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

UNITED PRODUCTS COOPERATIVE ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Sixth** day of **July**, A. D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ 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

fifty years from the date hereof, with its registered office in this State located at

Pocatello in the County of **Bannock**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative 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 **6th** day of **July**, A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
UNITED PRODUCTS COOPERATIVE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS that we the undersigned, being citizens of the United States and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Title 30, Chapter 10 of the Idaho Code.

Article I.

That the name of this corporation shall be UNITED PRODUCTS COOPERATIVE ASSOCIATION, INC.

Article II.

That said corporation shall be organized for a duration of fifty years from the date of incorporation. The principal place of business shall be located at 1056 S. Main, Pocatello, Idaho.

Article III.

That said corporation is organized for the following purposes:

(a) For the mutual benefit, assistance, financial aid, and general welfare of its members, but shall not be organized for profit.

(b) To engage generally in any activity in connection with the purchase and sale of real and personal property of all kinds; to take orders on a group basis for all kinds of foods and merchandise to take advantage of discounts by large purchases for the benefit of the members.

(c) To engage in any activities in connection with the purchase, hiring, or use by its members of supplies, machinery, or equipment or in any one or more of the activities specified herein.

(d) To borrow without limitation as to amount of corporate indebtedness or liability and may make advances to members.

(e) To act as the agent or representative of any member or members for the purpose of purchasing, renting, or acquiring any real or personal property subject to the laws of the State of Idaho.

(f) To purchase or otherwise acquire, hold, own, and exercise all rights of ownership in, sell, transfer, pledge, or guarantee the payment of dividends or interest on, or the retirement or redemption of, fees of the capital stock or bonds of any corporation engaged in any related activity or in the warehousing or handling, or marketing, or packing, or manufacturing or processing or preparing for market of any of the products handled by this corporation.

(g) To establish reserves and invest the funds thereof for the purposes of reducing the cost of the products to the members hereof.

(h) To lease, purchase, hold, have, use, and take possession of any real or personal property necessary for the use or purpose of the corporation and to sell, lease, deed in trust, mortgage, or dispose of the same at the pleasure of the corporation and for the uses and purposes of said corporation and to apply the proceeds of sale, including any and all income to the uses and purposes of the corporation.

(i) To promote and obtain for the members of the association all types of insurance on a group basis such as the officers and directors may be able to negotiate.

(j) To cooperate with and obtain for its members such credit facilities as may be available on a group or association basis.

(k) This corporation is one which is organized expressly with the purpose of not making a pecuniary gain or profit to the members thereof but only for the purposes above mentioned and to take advantage of group discounts on purchases and acquisitions.

Article IV.

Under the terms and conditions provided by its By-Laws this Corporation shall admit as members such persons, firms, corporations, associations, and partnerships, as will desire to

become members. The rates and interest of all members shall be equal and no member can have or acquire a greater interest in this corporation than any other member. The corporation shall not issue any capital stock but shall issue membership certificates to each member thereof at a fee to be fixed in the By-Laws and shall only be subject to change from time to time by the Board of Directors. That said membership certificate shall not be transferable or assignable. That the corporation shall not directly or indirectly engage in price fixing or regulation of the production of any article of commerce or of produce of the soil or of consumption by the people. Each membership shall carry with it equal voting power and the property rights and interests of each member whose fees are fully paid and in good standing shall be equal.

Article V.

It is further provided that new members upon the admission to this corporation shall be entitled to vote and to share in the property of the association equally with all members. When a member has paid his membership in full, he shall receive a certificate of membership.

Article VI.

That the By-Laws of this corporation shall provide the qualifications of members and conditions of admission; the time, mode, condition, and effect of expulsion or withdrawal from or restoration to membership.

Article VII.

The affairs of this corporation shall be managed by a Board of Five (5) Directors who shall be elected by and from the members. The Directors shall annually from their own number elect a President, Vice-President, Secretary and Treasurer. The Board of Directors may combine the office of Secretary and Treasurer and this position may be filled by one person. That the annual election of Directors

for the members shall be held at the principal place of business of the corporation on the fourth Monday of June of each and every year after the organization of the corporation or such other place as may be fixed by the Board of Directors and the annual election of officers by the Board of Directors shall be held immediately after the adjournment of the members' meeting.

Article VIII.

The names and addresses of the Directors who will serve the corporation during the first year and until the 27th day of June, 1966, shall be:

NAME	ADDRESS	POSITION
Keith Robinson	94 Princeton Ave. Pocatello, Idaho	Director
Dow Young	122 Burnside Ave. Pocatello, Idaho	Director
Mildred Ogren	605 Zoner Pocatello, Idaho	Director
Patricia Eiman	178 Maplewood Pocatello, Idaho	Director
Robert Petersen	530 N. Grant Pocatello, Idaho	Director

and the following persons shall be Officers:

Keith Robinson	94 Princeton Ave Pocatello, Idaho	President
Dow Young	122 Burnside Ave Pocatello, Idaho	Vice-President
Mildred Ogren	605 Zener Pocatello, Idaho	Secretary- Treasurer

Article IX.

All officers of this corporation shall hold office for the term of one year or until their successors are elected and have qualified. The Board of Directors shall be empowered to fill all vacancies occurring in its membership between annual elections by the appointment of qualified persons to hold office for the remainder of the term and in the event that there is not at any time a quorum of the Board of Directors available then the remaining

Directors shall be empowered to fill such vacancies even though a Quorum is not available in order to continue the corporation's business and protect the same.

The majority of the members shall have the power at any regular or special meeting called to remove any Director or officer for cause and to fill the vacancy thus created.

Special meetings of the members may be called at any time by the President or any two of the Directors giving Ten (10) Days Notice in writing to the members and must be called by the President if at any time such meeting is demanded by at least Twenty (20) Percent of said members, making such demand in writing and signing the same.

Article X.

At all meetings of the members each member present shall be entitled to one vote. However a member may appoint an attorney-in-fact by proxy to vote in his place and stead at said meeting and that such appointment and proxy shall be in writing.

Article XI.

As soon as the corporation is organized and its license to do business granted the Directors shall adopt By-Laws for the government and management of the corporation and such By-Laws may be amended, altered, modified, and changed at any time by the Board of Directors, so long as such amendment, alteration, modification or change is not repugnant or contrary to these Articles of Incorporation.

WHEREFORE, the undersigned have set their hands as incorporators this 28 day of June 1965.

L. A. Waring
Mildred N. Ogren
J. A. E. Egan
Robert Peterson

STATE OF IDAHO)
County of Bannock) ss. .

On this 3 day of Nov 1968 before me, the undersigned, a Notary Public in and for said County and State, personally appeared KEITH ROBINSON, DOW YOUNG, MILDRED OGREN, PATRICIA EIMAN, and ROBERT PETERSEN, known to me to be the persons whose names are subscribed to the within 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.

(SEAL)

John E. Reed
Notary Public for Idaho
Residing at Pocatello, Idaho
My Commission expires: Nov 27, 1968