

**ARTICLES OF INCORPORATION
OF**

LATAH COUNTY 4-H AND FFA MARKET ANIMAL SALE, INC.

98 JUL -1 AM 8:45
SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned, being natural persons of the age of twenty-one or more and acting as incorporators under the laws of the State of Idaho as they apply to Non-Profit Corporations, do hereby adopt the following Articles of Incorporation. These Articles of Incorporation may be amended in the manner provided the laws of the state of Idaho at the time of the amendment.

ARTICLE I

The name of the corporation shall be Latah County 4-H and FFA Market Animal Sale, Inc., and its duration shall be perpetual.

ARTICLE II

Latah County 4-H and FFA Market Animal Sale, Inc., is a non-profit corporation organized exclusively for charitable, educational and/or scientific purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, and for the specific purpose of assisting the youth participating in FFA and/or 4-H market animal projects in Latah County by operating and managing the Market Animal Sale in conjunction with the Latah County Fair.

It is the purpose of this corporation to provide assistance, consistent with the purposes set forth herein, to individuals and organizations in such a manner as to supplement but not compete with the programs, policies or goals of those individuals or organizations.

ARTICLE III

The corporation shall have all powers enumerated in the Idaho Non-Profit Corporations Act, including such powers as are enumerated in the Idaho Business Corporations Act, so long as the same are not inconsistent with the

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ARTICLE IV

The corporation shall have only one class of members. Management of the corporation's affairs shall be vested in a Board of Directors comprised of twelve (12) members. The names of the directors who shall constitute the initial Board of Directors of Latah County 4-H and FFA Market Animal Sale, Inc., shall be:

	<u>Director</u>	<u>Representing</u>	<u>Initial Term (yr.)</u>
1.	Ron Johnson AdMart 615 W. Main Street Kendrick, ID 83857	4-H Business	1
2.	Mikilann Zenner First Security Bank PO Box 98 Genesee, ID 83832	4-H Business	2
3.	Mike Fredrickson Northwest Insurance Services 127 S. Washington Moscow, ID 83843	FFA Business	1
4.	Scott Meyer BCR Meats 3466 Eid Rd. Moscow, 83843	FFA Business	2
5.	Steve Braum 3270 Lenville Rd. Moscow, ID 83843	FFA Advisors	2
6.	J.W. Buck Wright Rt. 2, Box 50 Genesee, ID 83832	FFA Advisors	1
7.	Leslie Sprouse 5050 Old Pullman Rd Moscow, ID 83843	4-H Leaders Council	2
8.	Roger Falen PO Box 113 Genesee, ID 83832	4-H Livestock Leaders Committee	2
9.	Jan Jacobs 1647 Cedar Ridge Rd. Kendrick, ID 83537	4-H Livestock Leaders Committee	1
10.	Wayne Krasselt Rt. 1, Box 85 Potlatch, ID 83855	4-H Livestock Leaders Committee	1
11.	Darrel Stout (Ex-officio) PO Box 362 Genesee, ID 83832	Latah Co. Fair Board	no term
12.	David Barton (Ex-officio) P.O. Box 8068 Moscow, ID 83843	Latah Co. Extension Office	no term

Said directors shall hold office until replaced as provided in the corporation By-laws.

ARTICLE V

The name of the registered agent and the address of the corporation's principal place of business are:

Registered Agent: J.W. Buck Wright
Rt. 2, Box 50
Genesee, ID 83832

ARTICLE VI

Membership will be limited to the members of the Board of Directors. This organization will not discriminate because of race, creed, color, country of origin, gender, or disability. Anyone else, including 4-H and FFA teen leaders, interested in 4-H and FFA livestock programs may attend meetings, but shall not have the right to vote or hold office. The directors of this corporation shall be individuals who express a desire to assist the youth of Latah County by operating and managing the Market Animal Sale in conjunction with the Latah County Fair. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and the corporation shall not have the authority to authorize assessments to be levied upon members.

ARTICLE VII

Election of the directors and officers, and the annual meeting of the corporation shall be conducted as provided in the By-laws of the corporation. The Board of Directors shall consist of:

- I. four (4) representatives from the business/general public community
 - two (2) appointed by FFA
 - two (2) appointed by the 4-H Livestock Leaders Committee
- II. four (4) representatives from the Latah County 4-H program
 - three (3) leaders from the 4-H Livestock Leaders Committee
 - one (1) leader from the 4-H Leaders Council
- III. two (2) FFA advisors or their representatives
- IV. two (2) non-voting ex-officio members
 - one (1) appointed member from the Latah County Fair Board
 - one (1) University of Idaho Extension Educator or designee

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate or intervene in any political campaign, including publication or distribution of statements on behalf of any candidate for public office, notwithstanding any other provisions of these articles. Further, the corporation shall not conduct any other activities which are not permitted to be conducted by a corporation exempt from Federal Income Tax under Sections 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX

The corporation shall distribute its income for each taxable year at such time and in such a manner that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

ARTICLE X

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent Federal Tax Law.

ARTICLE XI

The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax law.

ARTICLE XII

The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent Federal Tax Law.


ARTICLE XIII

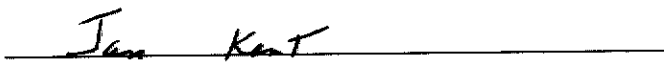
The corporation shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.


ARTICLE XIV

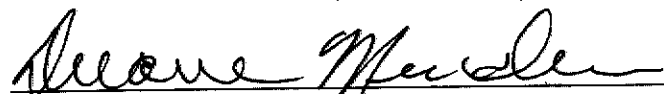
In the event the corporation is dissolved, the Board of Directors, after applying or making provision for payment of all the liabilities of the corporation, shall dispose of all of the assets of the corporation, exclusively for the purposes of the corporation and in such a manner, or to such organization or organizations which are organized and operated exclusively for the educational or training purposes established by this corporation, and which qualify at the time as an exempt organization or organizations under Sections 501(c)(3) of any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets which are not so disposed of shall be subject to distribution by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.


ADOPTED AND EXECUTED this 18 day of JUNE, 1998


Incorporator
J.W. Buck Wright, FFA Advisor
Rt. 2, Box 50
Genesee, ID 83832


Incorporator
Jan Kent, Chair, 4-H Livestock Leaders Committee, Latah Co.
801 Brown Rd.
Pullman, WA 99163


Incorporator
Joy Segota, President 4-H Leaders Council, Latah Co.
823 Kenneth
Moscow, ID 83843


Incorporator
Duane Minden, President, Latah Co. Fair Board
7308 West Cove Rd.
Viola, ID 83872


Incorporator
David Barton, Extension Educator, Latah Co. Extension Office
P.O. Box 8068
Moscow, ID 83843