

**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

U.S.A. DRY PEA AND LENTIL COUNCIL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of U.S.A. DRY PEA AND LENTIL COUNCIL, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated March 7, 19 88.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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Corporation Clerk

**ARTICLES OF INCORPORATION**

**OF**

**U.S.A. DRY PEA AND LENTIL COUNCIL, INC.**

RECEIVED  
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and hereby adopt Articles of Incorporation as follows:

**ARTICLE I**

**Name.** The name of the corporation shall be the U.S.A. DRY PEA AND LENTIL COUNCIL, INC.

**ARTICLE II**

**Purposes.** The purposes for which the corporation is formed are as follows:

a. To establish, increase and encourage the consumption, utilization and sales of dry peas and lentils in domestic and foreign markets; to establish and promote programs of market development, education, sales relations, and utilization relating to the marketing, distribution, and sale of dry peas and lentils, and products made thereof; and to encourage and promote the coordination activities in fields enumerated above among the sponsoring associations;

b. To initiate and carry out without profit, economic and scientific programs designed to achieve the purposes for which this corporation is formed as

set forth herein; and to cooperate with all other individuals, groups, or organizations by furnishing assistance, use of facilities, or otherwise, in completing such programs;

c. To bring together in one organization, pea and lentil growers, producers, and exporters devoted to the solution of problems effecting the industry;

d. To provide a central means of contact with all agencies and groups, both local and foreign, including agencies of state and federal government.

### ARTICLE III

Duration. The duration of this incorporation shall be perpetual.

### ARTICLE IV

Non-Profit Corporation. The corporation is organized for non-profit purposes and does not contemplate pecuniary gain or profit to the members thereof, and no part of any earnings thereof shall inure to the benefit of any member or other individual.

### ARTICLE V

Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 5071 Hwy. 8 West, Moscow, Idaho 83843. The name and address of the corporation's initial registered agent is Don Walker, 5071 Hwy. 8 West, Moscow, Idaho 83843.

## ARTICLE VI

Directors. The number of directors constituting the initial Board of Directors is six, and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Lee McGuire	Rt. 1, Box 55 Thornton, WA 99176
John Driscoll	P. O. Box 128 Troy, ID 83871
William O. Haxton	Rt. 1, Box 100 Genesee, ID 83832
Bruce Nelson	Rt. 1, Box 20 Farmington, WA 99128
Dennis McMillan	P. O. Box 1248 Pendleton, OR 97801
William R. Smith	351 California Street Suite 920 San Francisco, CA 94104

## ARTICLE VII


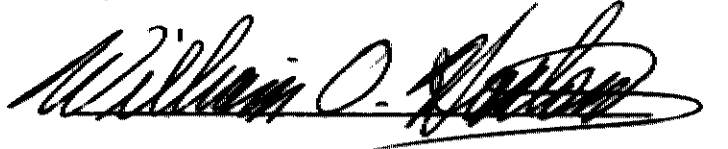

Reserved Rights. The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

ARTICLE VIII

Incorporators. The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
John Driscoll	P. O. Box 128 Troy, ID 83871
William O. Haxton	Rt. 1, Box 100 Genesee, ID 83832
Don Walker	5071 Hwy. 8 West Moscow, ID 83843

IN WITNESS WHEREOF for the purpose of forming a corporation under the laws of the State of Idaho, we the undersigned incorporators have personally executed these Articles of Incorporation this 5<sup>th</sup> day of March, 1988.

STATE OF IDAHO            )  
                                  ) ss  
County of Latah         )

On this 5<sup>th</sup> day of March, 1987, before me, a Notary Public in and for the State of Idaho, personally appeared John Driscoll, William O. Haxton and Don Walker, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

  
Notary Public for Idaho  
Residing in Moscow

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