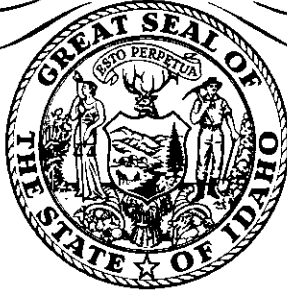


State of Idaho



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

MURTAUGH LABOR CAMP SPONSORING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Thirtieth** day of **April** A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **128** 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 **perpetual existence** from the date hereof, with its registered office in this State located at **Murtaugh** in the County of **Twin Falls** 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 **30th** day of **April**, A.D., 19 **64**.

Secretary of State.

ARTICLE I

ARTICLE II

(e) To borrow money without limitation as to amount or corporate indebtedness or liability; to give a lien on any of its property as security therefor in ~~any~~ manner permitted by law.

1 (f) To lend money without limitation as to amount, taking such
2 evidence of indebtedness or security as may be agreed upon between
3 the association and the borrowers.

4 (g) To draw, make, accept, indorse, guarantee, execute, and
5 issue promissory notes, bills of exchange, drafts, warrants, certifi-
6 cates, and all kinds of obligations and negotiable or transferable
7 instruments for any purpose that is deemed to further the objects
8 and purposes of this association and to give a lien on any of its
9 property, real or personal, as security therefor or to issue such
10 obligations without security.

11 (h) To purchase supplies, machinery, and equipment to be
12 used in connection with housing facilities for farm laborers or their
13 families or incidental thereto.

14 (i) To conduct, maintain, and engage in all necessary activities
15 for carrying on an educational and instructional program for the
16 benefit of the farm laborers and members of their families.

17 (j) To guarantee, purchase or otherwise acquire, hold, sell,
18 assign, transfer, mortgage, pledge, or otherwise dispose of shares
19 of stock bonds, or other evidence of indebtedness, created or issued
20 by other corporations, and to exercise all of the rights and privileges
21 of ownership thereof, including the right to vote thereon.

22 (k) To act as a joint agency or as a representative of other
23 cooperative associations, and to become a member of other
24 cooperative associations; to join other organizations and otherwise
25 cooperate with other groups with similar purposes.

26 (l) To bargain collectively for its members in respect to labor
27 employed and to be employed by members of the association.

28 (m) To have and exercise, in addition to the foregoing, all
29 powers, privileges, and rights conferred on ordinary business
30 corporations and nonprofit cooperative associations by the laws of
31 the State of Idaho, and by the principles of the common law, and
32

1 all powers and rights incidental or conducive to carrying out
2 the objects and purposes for which this association is formed,
3 except such as are inconsistent with the express provisions of
4 the act under which this association is incorporated, and to do
5 any such thing anywhere; and the enumeration of the foregoing
6 powers shall not be held to limit or restrict in any manner the
7 general powers which may by law be possessed by this association,
8 all of which are hereby expressly claimed.

9
10 ARTICLE III.

11 The association shall have its registered office in the Village of
12 Murtaugh, County of Twin Falls, State of Idaho, and the post office
13 address of the registered office of this association in the State of Idaho
14 shall be Murtaugh, Idaho.

15 ARTICLE IV.

16 The term for which this association shall exist is perpetual from
17 the date of its incorporation.

18 ARTICLE V.

19 (1) The rights and interests of all members shall be equal, and
20 no member can have or acquire a greater interest in the association
21 than any other member and no member of the association shall be
22 allowed more than one vote on any question.

23 (2) The association shall not issue any capital stock but shall
24 issue membership certificates to each member.

25 (3) The membership certificates cannot be assigned so that the
26 transferee thereof can by such transfer become a member of the
27 association, except by resolution of the board of directors and under
28 such regulations as the by-laws may prescribe.

29 (4) The presence, in person or by proxy, of fifteen per cent
30 (15%) of the members of this association shall constitute a quorum at
31 any meeting. The members present at a duly organized meeting can
32 continue to do business until adjournment, notwithstanding the withdrawal

1 of enough members to leave less than a quorum. If a meeting cannot be
2 organized because a quorum has not attended, those present may adjourn
3 the meeting to such time and place as they may determine, but in case
4 of any meeting called for the election of directors, those who attend the
5 second meeting at which a quorum as fixed in this subparagraph is not
6 present shall nevertheless constitute a quorum for the purpose of electing
7 directors.

8 ARTICLE VI.

9 The association shall be operated on a nonprofit basis for the mutual
10 benefit of its members. It is not anticipated that there will be a profit or
11 surplus, but if such a profit or surplus does in fact occur, then such profit
12 or surplus shall be used to further the objects and purposes of the associa-
13 tion or for civic, educational, cultural or charitable purposes; provided,
14 however, that in no event shall the profits or surplus of the association be
15 paid to the members of the association.

16 ARTICLE VII.

17 The by-laws of this association may be repealed, amended or new
18 by-laws adopted either:

19 (1) At any annual meeting of the members of the association or
20 any special meeting in which the intention to so repeal, amend or
21 adopt new by-laws is stated in the notice calling said meeting, by a
22 majority vote of those present at the meeting, a quorum being then
23 and there present, or

24 (2) By a two-thirds (2/3) vote of the members of the board of
25 directors at any regular meeting of said board or any special meeting
26 thereof called for said purpose.

27 ARTICLE VIII.

28 For the purpose of effecting this organization, the following persons,
29 all citizens of the United States of America, residents of the State of Idaho, and
30 all over the age of 21 years, have joined together as incorporators:

31 F. Clyde Goodman
32 Howard Conrad
Glen Breeding
Norman Petersen
A. L. Carrier

Murtaugh, Idaho
Murtaugh, Idaho
Murtaugh, Idaho
Murtaugh, Idaho
Murtaugh, Idaho

ARTICLE IX.

The annual meeting of the association shall be held on the second Monday of March of each year for the election of officers and directors and the transaction of such other business as may properly come before it. Notice of said meeting shall be given to each member ten days in advance thereof. Special meetings may be called by the President or Secretary at the request of two Directors.

IN WITNESS WHEREOF, We have hereunto set our hands this 21st day of April, 1964.

F. Clyde Goodman
Howard Conrad
Glen Breeding
Norman Petersen
A. L. Carrier

STATE OF IDAHO)
County of Twin Falls) ss.

On this 21st day of April, 1964, before me, the undersigned, a Notary Public in and for said County and State, personally appeared F. CLYDE GOODMAN, HOWARD CONRAD, GLEN BREEDING, NORMAN PETERSEN, and A. L. CARRIER, 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 in this certificate first above written.

Herbert Thomas
Notary Public
Residing at Twin Falls, Idaho
Mustang