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SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED

**Articles of Incorporation
Of
Salmon Creek Farms Marketing Association, Inc.**

Revised November 7, 2005

In compliance with the requirements of the laws of the State of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residence of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

**Article I
Name**

The name of this corporation is Salmon Creek Farms Marketing Association, Inc., hereinafter called the "Corporation."

**Article II
Not for Profit**

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

**Article III
Address**

The principal office of the Corporation is located at 2072 Orchard Drive East, Twin Falls, Idaho 83301.

**Article IV
Duration**

The duration of the corporation is perpetual.

**Article V
Purpose and Powers of the Corporation**

The purpose of this corporation shall be to assist in the education, development, and promotion of natural pork and natural pork products for the healthy use and consumption by members of the general public. The Corporation will coordinate with natural pork producers, packers, and distribution agents on a farm to market basis. In addition, the Corporation shall:

- (a) Develop industry standards for Certified Natural Pork and Pork products

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- (b) Exercise all of the power and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain By-Laws of the Salmon Creek Farms Marketing Association, Inc.
- (c) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges imposed against the property of the Corporation;
- (d) Acquire (by gift, purchase, or otherwise). Own, hold, improve, build upon, operate, maintain real or personal property in connection with the affairs of the Corporation;
- (e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, subject to those restrictions contained in the By-Laws and any amendments thereto; and
- (f) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Idaho by law may now or hereafter have or exercise.

Article VI Voting Rights

Each member of the Corporation shall be entitled to one vote. Unless otherwise stated all votes must pass by a majority vote of the membership of the Corporation.

Article VIII Board of Directors

The affairs of the Corporation shall be managed by a Board of at least seven (7), who must be members of the Corporation, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors present in person or by proxy. The Board, by majority vote, may remove an officer of the Corporation.

At the regular meeting the members shall elect Directors for a term of two years. (Vacancies during the terms shall be filled by appointment by a majority of the remaining Directors.)

Article IX Dissolution

The Corporation may be dissolved only upon compliance with one of the following conditions:

- (a) One or more public agencies assuming all duties and responsibilities of the Corporation; or,

- (b) Merger or consolidation with a similar non-profit corporation to carry out the duties and responsibilities of the Corporation including the specific financial accounts as required by the By-Laws and/or the Declaration.

Upon compliance with the above requirements, the Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to the appropriate public agency, or agencies, to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes. No part of the assets of such dissolution shall inure to the benefit of any member.

Article X Incorporator

The name and address of the incorporator was Dr. Mark Boggess, 3170 Hwy. 93, Twin Falls, Idaho 83301.

Article XI Registered Agent

Dr. Mark Boggess was the initial registered agent of this corporation. The present registered agent of this Corporation is Laura Elizabeth Patten. The registered agent of the Corporation is the Executive Director and the registered agent will change if and/or when new Executive Directors are appointed.

The registered agent can be contacted at PO Box EE, Twin Falls, ID 83303.

Article XII Director

The names and addresses of the initial directors were:

<u>Name</u>	<u>Address</u>
Dr. Mark Boggess	3170 Hwy. 93 Twin Falls, ID 83301
David Roper	3245 N. 3600 E. Kimberly, ID 83341
Patrick Florence	P.O. Box EE Twin Falls, ID 83303

The names and addresses of the current directors are:

<u>Name</u>	<u>Address</u>
David Roper	3245 N. 3600 E. Kimberly, ID 83341
Patrick Florence	P.O. Box EE Twin Falls, ID 83303
Ted Ogden	P.O. Box EE Twin Falls, ID 83303
Eddie Hofer	Milford Colony, Inc. 9605 High 287 Wolf Creek, MT 59648
David Wipf	New Rockport Colony R.R 2, Box 131 Choteau, MT 59422
Mike Wurz	Hillside Colony P.O. Box 169 Sweetgrass, MT 59484
Ruben Mandel	Shamrock Colony Box 399 Bow Island, Alberta, CN TOKOGO

Article XIII Limitation

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I (Purposes) hereof.

Article XIV Officers

The Officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer and such other Officers and Assistant Officers as may be provided in the By-Laws. Each Officer shall be elected by the General Membership (and be removed by the General Membership) from a slate of candidates proposed by the Board of Directors. These officers shall hold office for a period of one year or until their successors are qualified and duly elected. The names and addresses of each initial Officer of the Corporation were as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Dr. Mark Boggess	3170 Hwy. 93 Twin Falls, ID 83301	President
David Roper	3245 N. 3600 E. Kimberly, ID 83341	Vice President
Dr. Mark Boggess	3170 Hwy. 93 Twin Falls, ID 83301	Secretary/Treasurer

The names and addresses of the current Officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
David Roper	3245 N. 3600 E. Kimberly, ID 83341	President
Eddie Hofer	Milford Colony, Inc. 9605 High 287 Wolf Creek, MT 59648	Vice President
David Wipf	New Rockport Colony R.R 2, Box 131 Choteau, MT 59422	Secretary/Treasurer

Article XV Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendment to these Articles shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation membership at any regular member's meeting called specifically for that purpose.

**Article XVI
Indemnification**

The Corporation shall indemnify each Officer and Director including former Officers and Directors to the full extent permitted by the laws of the State of Idaho.

**Article XVII
By-Laws**

The initial By-Laws of the Corporation were made and adopted by the Board of Directors. They may be altered, amended, or rescinded by the Board of Directors.

The power to adopt, alter, amend, and repeal the By-Laws shall be vested in the Board of Directors, but all alternatives, amendments, and repeals of the By-Laws must be approved by a majority of the Voting Members.

In Witness Whereof the undersigned have signed these Articles of Incorporation on this
17 day of July, 2008.

Dan Roper
President

Ed Hoyer
Vice President

David J. Wipf
Secretary/Treasurer

[Signature]
Director

Ed O'Brien
Director

Mike Wurz
Director

Joe P. Klumpp
Director