

# CERTIFICATE OF INCORPORATION

I, ADNOLD 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

# DISTRICH GRAZING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the

day

of

A. D. One Thousand Nine Hundred Sixty-Eight

and

is duly recorded on Film Nonicrofilm 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

Hazelton, Idaho

in the County of Jerome

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, 4th this day of A.D., 19 68

> > Secretary of State.

### ARTICLES OF INCORPORATION

#### OF

### DIETRICH GRAZING ASSOCIATION, INC.

#### KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, full age citizens of the United States of
America and all of whom are residents of the State of Idaho do hereby voluntarily
associate ourselves together for the purpose of forming a non-profit cooperative
association under the provisions of Chapter 10, Title 30, Idaho Code and
amendments thereto.

### ARTICLE I

The name of this association shall be DIETRICH GRAZING ASSOCIATION, INC.

# ARTICLE II

The purpose or purposes for which this association is formed are:

- (a) To associate its members together for their mutual benefit, and to that end, to engage in the business of producing by purchase, lease or otherwise, lands for grazing and recreational purposes in the State of Idaho, for the use and benefit of its members and not for the purpose of direct gain to the association itself.
- (b) To purchase stock or membership in other grazing or cattle associations.
  - (c) To own, operate and develop recreational facilities.
- (d) To hold, purchase, acquire, lease and convey real and personal property; to borrow for the use and needs of the association and to pledge and/or mortgage real, personal and intangible property of the association as security therefor in any manner permitted by law.
- (e) To do any and all things that may be incident or conducive to the aforesaid objects, or any of them, and exercise

the usual powers of corporate bodies.

- (f) To sue and be sued, complain and defend in any court of law or equity.
- (g) To have a corporate seal, which may be altered at the pleasure of the Board of Directors and to use the same by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.
- (h) To appoint such officers and agents as the business of the association shall require and to allow them suitable compensation.
- (i) To make By-Laws not inconsistent with the Constitution or laws of the United States or of the State of Idaho for the management of its property; the regulation and government of its affairs; and for the certification and transfer of its membership certificates.
- (j) To levy assessments in such manner and in such amounts as may be provided by the By-Laws of this association. Said assessments, as provided by the By-Laws, shall become a lien upon the membership of the members and shall become a lien upon the estate or other personal property of the members situated or located upon the premises of the association.
- (k) The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred upon this association by the laws of the State of Idaho all of which are hereby expressly claimed.

#### ARTICLE III

The principal place of business of the association shall be located in Hazelton, Jerome County, Idaho.

### ARTICLE IV

The affairs of the association shall be under the control of five directors, and those who shall as directors manage the affairs of the association for the first year and until their successors are duly elected and qualified are:

2

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

29

30

31

32

John C. Pool G. D. Williams Alfred House Tom Hohnhorst Tom Dean

At the first meeting following the expiration of the one year period for which the directors designated will serve, and at each annual meeting thereafter, a new Board of Directors will be elected in accordance with the provisions of the By-Laws of the Association and the laws of the State of Idaho.

### ARTICLE V

Membership certificates shall be issued to each of the members of this non-profit cooperative association and the rights and interests of all members shall be equal. Each membership certificate shall bear on its face the number of head of cattle which the member shall be entitled to graze upon the lands of the association. During the time this association owes money to the Farmers Home Administration, no member shall have the right to graze more than one hundred (100) head of cows plus four (4) bulls upon the land of the association whether such land is owned or leased by the association unless authorized by said Administration. This association shall not issue any capital stock, but shall issue membership certificates as referred to above to each member of the association, which certificate cannot be assigned so that the transferee thereof can by such transfer become a member of the association except by resolution of the Board of Directors and under such regulations as the By-Laws may prescribe. Membership in this association shall be limited to operators of family-size farms, with rights as to the length of tenure or proximity of location to the grazing controlled by the association, sufficient in the judgment of the Board of Directors, to enable such operators to make full beneficial use of the grazing and service furnished by the association. A family-size farm shall be construed to mean a farm operated by one family which provides the entire management and more than fifty per cent of the labor for such operation. Each membership certificate issued by this association shall contain a recital that the membership certificate to this association is subject to transfer only in accordance with the provisions of the By-Laws.

5

4

6

7 8

9 10

11

12

13

14 15

16

17

18 19

20

21

**2**2

23 24

25

26

27

28

29

30

31 32

### ARTICLE VI

The By-Laws of the association for the management of its affairs shall be adopted by the members of the association and said members will be empowered to amend or repeal said By-Laws in accordance with provisions thereof.

# ARTICLE VII

Accumulative voting will not be allowed. Each member shall be permitted only one vote per office to be filled in the election of any Director or one vote on any other matter at which the shareholders or members of the association are allowed to vote.

# ARTICLE VIII

This association shall have perpetual existence.

### ARTICLE IX

The address of the initial registered office shall be Box 525, Twin Falls, Idaho.

IN WITNESS WHEREOF, We the undersigned, the incorporators do hereby make, sign, seal and acknowledge this certificate in triplicate.

John C. Route 2 Hazelton, Idaho

G. D. Williams, Route

Twin Falls, Idaho

Alfred House, Route

Jan Hohn

Tom HohnMokst, Ro Hazelton\_Idaho

Tom Dean, Route 2, Hazelton, Idaho

STATE OF IDAHO

County of Twin Falls

Twin talls)

On this 29th day of May, 1968, before me, the undersigned, a Notary Public in and for said County and State, personally

-4-

appeared JOHN C. POOL, G. D. WILLIAMS, ALFRED HOUSE, TOM HOHNHORST, and TOM DEAN, known to me to be the persons who executed the foregoing 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.

Notary Public for Idaho
Residing at Turn Fully Idaho