

# ARTICLES OF INCORPORATION OF SNAKE RIVER SEED COOPERATIVE, INC.

Effective December 1, 2021, the undersigned, being the incorporator of Snake River Seed Cooperative, Inc., and pursuant to the Idaho Business Corporation Act and the Idaho Benefit Corporation Act, hereby duly adopts these Articles of Incorporation, as follows.

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Idaho I-FILED-  
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## Article 1 NAME & STATUS OF THE CORPORATION

The name of the Corporation is Snake River Seed Cooperative, Inc. (the "Corporation"). The Corporation is an Idaho benefit corporation governed by the Idaho Benefit Corporation Act, Title 30, Chapter 20, Idaho Code.

## Article 2 PURPOSE

The purposes of the Corporation are to engage in any legal activity and to create general public benefit as defined under Idaho law, including uniting farmers cooperatively and democratically to create a sustainable, regenerative, bioregional seedshed while being committed to employee welfare and producer-driven economics.

## Article 3 CAPITAL STOCK

### 3.1 Authorized Shares.

The capital stock of this Corporation shall consist of:

- 500 shares of nonassessable Employee Shares, without a par value; and
- 500 shares of nonassessable Farmer Shares, without a par value.

**3.2 Employee Shares.** Employee Members are individuals who own an Employee Share and are currently employed by the Corporation. An Employee Member may only own one Employee Share. Each Employee Member is entitled to one vote on each employment-related matter, voted on at a meeting of the Employee Members and one vote on each matter relating to the Corporation in general, voted on at a meeting of all Members. Employee Members have the right to patronage dividends as further defined in the Bylaws.

**3.3 Farmer Shares.** Farmer Members are individuals or business entities who own a Farmer Share. A Farmer Member may only own one Farmer Share. Each Farmer Member is entitled to 1 vote on each farming-related matter voted on at a meeting of the Farmer Members and 1 vote on each matter relating to the Corporation generally voted on at a meeting of all Members. Farmer Members have the right to patronage dividends as further defined in the Bylaws.

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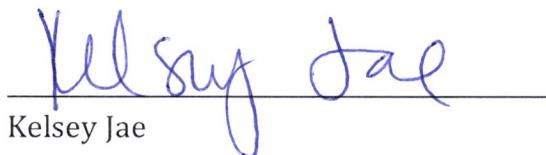
**Article 4**  
**OFFICES AND REGISTERED AGENT**

The address of the registered office of the Corporation is 920 N. Clover Dr., Boise, ID 83703, and the name of the registered agent at such address is Kelsey Jae LLC. The physical address of the Corporation is 410 S. Orchard St, Ste 172 Boise, ID 83705.

**Article 5**  
**INCORPORATOR**

The name and address of the Incorporator is Kelsey Jae, 920 N. Clover Dr., Boise, ID 83703,

Dated: December 1, 2021

  
\_\_\_\_\_  
Kelsey Jae  
Incorporator



December 1, 2021

Idaho Secretary of State - Business Services  
450 N 4th St, Boise, ID 83702

**Re: Consent to indistinguishable name**

Dear Secretary of State Business Services,

Snake River Seed Cooperative LLC is in good standing and will be dissolved in December, 2021.

A new entity desires to incorporate in December 2021 and be named Snake River Seed Cooperative, Inc.

In accordance with Idaho Code Section 30-21-20(a)-(d), an existing entity may consent to a new entity having an indistinguishable name.

This letter serves as the requisite Consent Record: Snake River Seed Cooperative LLC consents to Snake River Seed Cooperative, Inc. forming with an indistinguishable name. Because the LLC will be dissolving the same month that this new entity will form, it makes the most sense to incorporate under the desired name rather than incorporate under a different name and then go through the name change process after the LLC is dissolved.

Thank you,

DocuSigned by:  


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Casey O'Leary Manager

For: Snake River Seed Cooperative LLC

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