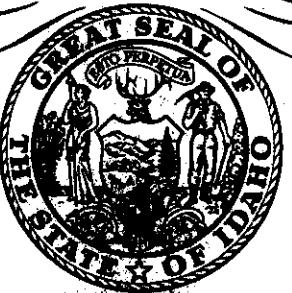


# State of Idaho



## 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

**GRACE GRAZING ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **Seventh** day  
of **February** A. D. One Thousand Nine Hundred **Sixty-six** and  
will be **microfilm** **microfilm** **microfilm**  
immediately recorded on **microfilm**. / 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  
**Grace** in the County of **Caribou**.

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 **7th** day of **February**,  
A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
GRACE GRAZING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, Clifford A. Manhart, Lloyd Burton, John Jr. Thomas, Thomas H. Lloyd and Grant H. Lloyd, all citizens of the United States, of full legal age, and all of Grace, Caribou County, Idaho, have associated ourselves together for the purpose of forming a body corporate in accordance with the provisions of the laws of the State of Idaho and do hereby make, execute, and acknowledge in triplicate, this certificate in writing.

ARTICLE I

The Corporate name of this Association shall be Grace Grazing Association, Inc.

ARTICLE II

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

(a) To engage in the business of providing 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 own, operate and develop picnicking and other recreational facilities.

(c) To hold, purchase, acquire, lease and convey real and personal estate; to borrow money for the use and needs of the Association; and to pledge and/or mortgage real, personal and intangible property of said Association as security therefor.

(d) To levy assessments upon its members for the acquisition by lease, purchase or otherwise of grazing or forage producing lands and for the construction and maintenance of improvements, operation, repair and betterments of grazing lands; for the maintenance of equipment and facilities thereon and for payment of the lawful obligations of the Association.

(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 pleasure 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 this state, 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 wind up and dissolve itself, or to be wound up and dissolved in the manner provided by the statutes of this state.

### ARTICLE III

This Association shall have perpetual existence.

### ARTICLE IV

The principal place of business of the Association shall be located at Grace, Caribou County, Idaho.

### ARTICLE V

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:

Clifford A. Manhart, President and Director  
Lloyd Burton, Vice-President and Director  
John Jr. Thomas, Secretary-Treasurer and Director  
Thomas H. Lloyd, Director  
Grant H. Lloyd, Director

At the first annual meeting following the expiration of the one-year period for which the directors herein 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, in such cases made and provided.

### ARTICLE VI

Section 1. This association shall have no capital stock. Membership in the association shall be evidenced by membership certificates issued to applicants qualifying for membership and paying the membership fee, as provided in these Articles of Incorporation and in the by-laws of the Association. Rights of members shall be equal.

Section 2. Membership in this Association shall represent the right to share with all other members in the use of the lands and facilities of the Association for grazing purposes, proportionately within the limits as shall be established in the by-laws of the Association, subject to the payment of established grazing fees and assessments, and subject to the provisions of the by-laws and regulations adopted by the Board of Directors to prevent overgrazing and other practices detrimental to the lands owned or operated by the Association. No member's individual liability shall extend the consideration paid by each member for his membership certificate.

Section 3. Priority for membership in this Association shall be given to operators of not larger than family-size farms, with rights as to length of tenure and proximity of location to the grazing controlled by the Association, sufficient to the judgment of the Board of Directors, to enable

such operators to make full beneficial use of the grazing and services 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. The operator of a family-size farm together with the members of his immediate family, shall be entitled to and shall hold only one membership in the Association.

Section 4. Membership in this Association shall be transferable and subject to mortgage or pledge only upon the approval of the board of directors. The above provision shall be recited in all certificates of membership issued.

#### ARTICLE VII

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

#### ARTICLE VIII

The address of the initial registered office shall be Grace, Idaho, and the name of the initial registered agent for the services of process is Clifford A. Manhart, President, Grace, Idaho.

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

Clifford Manhart  
Lloyd Burton  
John Jr. Thomas  
Thomas H. Lloyd  
Grant H. Lloyd

STATE OF IDAHO )  
: ss.  
County of Caribou)

On this 25th day of January, 1966, before me, the undersigned, a Notary Public in and for said State personally appeared Clifford A. Manhart, Lloyd Burton, John Jr. Thomas, Thomas H. Lloyd and Grant H. Lloyd, 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.

Leonard O. Fingsford  
NOTARY PUBLIC for Idaho, residing at  
Soda Springs, Idaho.  
My commission expires: August 14, 1969.