



## Department of State.

### CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

#### CLEARWATER HEREFORD ASSOCIATION, INCORPORATED

was filed in the office of the Secretary of State on the **Fourth** day of **March** A. D. One Thousand Nine Hundred **Fifty-five** and is duly recorded on Film No. **89** 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 **Orofino** in the County of **Clearwater** 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

**4th** day of **March,**  
A.D., 19 **55** .

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
CLEARWATER HEREFORD ASSOCIATION, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being citizens of the United States and all being of full legal age, and being desirous of forming a non-profit cooperative association, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the terms and provisions of Chapter 10 of Title 30, Idaho Code; that we do hereby certify, and set forth Articles of Incorporation as follows, to-wit:

ARTICLE I.

That the name of said corporation is and shall be:  
CLEARWATER HEREFORD ASSOCIATION, INCORPORATED.

ARTICLE II.

That the purposes for which the said corporation is organized and formed are as follows, to-wit:

(a) To promote the breeding and raising of registered Hereford cattle; to promote the general welfare of such registered Hereford cattle and the breeders thereof, and to that end to foster mutual help and assistance in the breeding and raising of such cattle; to promote improved herds of Hereford cattle and to improve breeding techniques thereof.

(b) To hold and conduct shows and showings of registered Hereford cattle; to advertise and assist in the selling of Hereford cattle belonging to the members of the corporation; to conduct sales of such Hereford cattle; and generally to promote and advance the interest of the members of the corporation as breeders of such registered Hereford cattle.

(c) To lease, purchase, hold, have, use and take possession of and enjoy any personal or real property necessary for the

uses and purposes of the corporation; and to sell, lease, alien or dispose of the same at the pleasure of the corporation and for the uses and purposes for which the said corporation is formed; and to buy and sell real and personal property, and to apply the proceeds of the sale, including any and all income, to the uses and purposes of the corporation.

(d) In general, to do **all** such other things as are necessary, convenient or expedient to the purposes of said corporation.

(e) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof.

#### ARTICLE III.

That this corporation shall have perpetual existence unless dissolved in the manner provided by law.

#### ARTICLE IV.

That the principal office of and for this corporation, and the place where the business of said corporation shall be transacted, is and shall be at Orofino, County of Clearwater, State of Idaho.

#### ARTICLE V.

That no capital stock shall be issued; but the said corporation shall issue membership certificates to each member thereof, which said certificates shall not 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, under such regulations as may be prescribed by the By-Laws of the corporation. Each certificate of membership shall and does carry one vote at any and all corporate meetings; and the rights and interests of all members of the corporation shall be equal, and no member shall have or acquire a greater interest therein than any other member.

## ARTICLE VI.

That the business of the corporation shall be carried on and conducted by a Board of Directors consisting of five (5) members, and shall include a President, a Vice-President, and three (3) directors.

The officers named, and the three (3) directors, altogether comprising the Board of Directors, shall be elected annually from the membership of the Clearwater Hereford Association, Incorporated, at the annual meeting of the said corporation, as provided in the By-Laws.

That the names and residences of the members of the Board of Directors who shall manage the business of the said corporation until the first regular meeting of the members are as follows, to-wit:

<u>Name</u>	<u>Office</u>	<u>Residence</u>
Russell Lucas	President	Route 2A, Orofino, Idaho
J. W. Brierley	Vice-President	Orofino, Idaho
F. W. Richardson	Director	RFD 1, Orofino, Idaho
Robert Teale	Director	Grangemont, Idaho
Carl Braun	Director	Orofino, Idaho

## ARTICLE VII.

That the names and Post Office addresses of each of the incorporators, each of whom is the owner and holder of one membership certificate in said corporation, are as follows, to-wit:

<u>Name</u>	<u>Address</u>
Russell Lucas	Route 2A, Orofino, Idaho
J. W. Brierley	Orofino, Idaho
F. W. Richardson	RFD 1, Orofino, Idaho
Robert Teale	Grangemont, Idaho
Carl Braun	Orofino, Idaho

IN WITNESS WHEREOF, we, the undersigned, all being of full legal age, and all of whom are citizens of the United States, have hereunto set our hands and seals this 31<sup>st</sup> day of January, 1955.

Russell Lucas SEAL  
Russell Lucas

J. W. Brierley SEAL  
J. W. Brierley

F. W. Richardson SEAL  
F. W. Richardson

Robert Teale SEAL  
Robert Teale

Carl Braun SEAL  
Carl Braun

STATE OF IDAHO )  
County of Clearwater ) ss.

On this 28<sup>th</sup> day of ~~January~~ <sup>February</sup>, 1955, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Russell Lucas, J. W. Brierley, F. W. Richardson, Robert Teale and Carl Braun, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they have 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.

Warren F. Garmon  
Notary Public in and for the  
State of Idaho, residing at  
Orofino, therein.