

**Articles of Incorporation  
Keough Ag, Inc.  
A Non-Profit Corporation**

*For Office Use Only*

**-FILED-**

File #: 0005552629

Date Filed: 1/9/2024 10:15:00 AM

The Members and Directors of Keough Ag, Inc. hereby adopt these Articles of Incorporation to form a nonprofit corporation under the Idaho Nonprofit Corporation Act.

**Article One  
Name**

The name of the nonprofit corporation is Keough Ag, Inc.

**Article Two  
Registered Agent and Office**

The name of the initial registered agent and registered office in the State of Idaho are:

Guardian Registered Agents LLC  
955 Pier View Drive  
Idaho Falls, Idaho 83402

**Article Three  
Name and Address of the Incorporators**

The name and address of the Incorporators is:

Name:	Address:
Jason Harper	1922 S. 2350 E. Malta, ID 83342

**Article Four  
Principal Office Address**

The place in this state where the principal office of the nonprofit corporation is to be located is:

1922 S. 2350 E.  
Malta, ID 83342

## **Article Five Duration**

The nonprofit corporation's duration is perpetual unless dissolved pursuant to law.

## **Article Six Purposes**

The purpose for which the nonprofit corporation is organized is the operation of an agricultural association as defined by as defined in 20 C.F.R. 655.103(b) and organized pursuant to Idaho Code § 22-2604, engaged in the business of providing labor support to fixed-site growers of agricultural commodities, specifically including the acquisition recruiting, soliciting, hiring, employing, furnishing, housing and transporting of workers subject to 8 U.S.C. § 1188 to perform work for its members in the harvesting, processing, packing, storing, handling, and shipping of their agricultural products.

In addition to its primary purpose, the Association may fulfill any and all other lawful roles for which an association of agricultural producers may be organized pursuant to Idaho Code § 22-2604 that will better the conditions of those engaged in agriculture, develop more efficiency in agriculture, and/or improve the agricultural products of its members, provided, however, that the Association may not engage in any business that would compromise its status as a nonprofit corporation.

## **Article Seven Restrictions**

No part of the net earnings of the nonprofit corporation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. But the nonprofit corporation may pay reasonable compensation for services provided and make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

The nonprofit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a nonprofit corporation.

## **Article Eight No Capital Stock**

The nonprofit corporation is organized without capital stock and will not issue stock. Approval by the Board of Directors is sufficient for any action that would otherwise require approval of shareholders. All other rights that would otherwise vest in the shareholders will instead vest in the members and each member shall have an equal interest in the nonprofit corporation. Each member shall have one vote. The nonprofit corporation shall have the power to admit new members; and

upon the admission of a new member, that member shall have an equal interest to that of every other member including the right to one vote.

## **Article Nine Board of Directors**

The nonprofit corporation is organized on a non-stock basis and will be governed by a board of directors. The Board of Directors will have authority for all affairs of the nonprofit corporation and may exercise all powers of the nonprofit corporation as permitted by federal law, state law, and the Articles of Incorporation and By-Laws of the nonprofit corporation as in effect from time to time.

The number of directors to constitute the first Board of Directors is four and shall consist of the following individuals appointed by the nonprofit corporation's initial members:

Name:	Address:
Alan Harper	1978 S. 2350 E. Malta, ID 83342
Beverly Kay Harper	1978 S. 2350 E. Malta, ID 83342
Alan Harper	1922 S. 2350 E. Malta, ID 83342
Natalie Harper	1922 S. 2350 E. Malta, ID 83342

After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the Bylaws and consistent with the laws of the State of Idaho.

## **Article Ten Bylaws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors may adopt, amend, and repeal from time to time, the Bylaws of the nonprofit corporation.


## Article Eleven Amendments

The nonprofit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Idaho. But no amendment may authorize the Board of Directors to conduct the affairs of the nonprofit corporation in any manner or for any purpose that would compromise its status as a nonprofit corporation. Furthermore, no amendment may be made to Article Eight of these Articles except by written consent or the actual vote of the majority of the members.

## Article Twelve Miscellaneous

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future federal revenue law. Similarly, any general or specific references to the laws of the State of Idaho are to the laws of the State of Idaho as now in force or later amended.

**IN WITNESS WHEREOF**, the Articles of Incorporation are signed on January 4, 2024.

DocuSigned by:  
  
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Jason Harper, Incorporator