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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF IDAHO PRECISION AG ASSOCIATION, INC.

We, the undersigned, natural persons of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 10, Title 30, of the Idaho Code, and all other laws of the State of Idaho pertaining thereto, and hereby adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I

The name of the corporation shall be: IDAHO PRECISION AG ASSOCIATION, INC.

ARTICLE II

The purpose for which the corporation is formed is as follows:

a. An association of individuals and entities who are involved in agriculture and improving the technology related to agricultural pursuits and all businesses and activities incidental thereto.

b. To make and adopt such by-laws, rules and regulations for the admission, suspension and expulsion of its members, and for their government; for the collection of fees, dues and assessments; for the election and appointment of directors and other officers, and to define their duties; for the safekeeping and protection of its property and funds; and in general, to regulate, manage and preserve its property and interests.

IDAHO SECRETARY OF STATE

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C. To have power to acquire and hold any property, real or personal, by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, for any of the purposes of the corporation, insofar as the same may be held by a corporation under the laws of the State of Idaho pertaining to non-profit corporations, and to convey, sell, lease, mortgage or dispose of such property, and to invest and reinvest the principal and deal with and expand the income therefrom in such manner as may be permitted by law and as, in the judgment of the directors, will best promote and service the purposes for which the corporation is formed.

D. To have the right to do all and everything convenient and incidental, including the making and carrying out of any contracts, necessary, suitable or proper for the accomplishment of any of the purposes and objects and in furtherance of any of the powers set forth or growing out of or connected with the aforesaid purposes or powers, and generally to have and to exercise all such powers as are by law conferred upon corporations of like character, and to do any and all things and to exercise any and all powers not prohibited by law, but not for pecuniary profit.

ARTICLE III

The corporation hereby formed is not organized and shall not be conducted for the purpose, directly or indirectly, of fixing the proxie or regulating the production of any article of commerce or of produce of the soil, for sale or consumption.

Pecuniary profit to the corporation or to its members is not the object of this corporation, no pecuniary gain or profit is contemplated, and no part of any net earnings of the corporation shall inure to the benefit of any member, director or individual.

ARTICLE IV

Upon dissolution of the corporation or in the winding up of its affairs, the assets of the corporation shall be distributed as their interest appears, exclusively to the charitable, religious, scientific, literary or educational organizations or the federal government, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they exist or as they hereafter may be amended.

ARTICLE V

The period of the duration of the corporation is perpetual.

ARTICLE VI

The location and Post Office address of the registered office of the corporation is:

Idaho Precision Ag Association, P.O. Box 97, Blackfoot, ID 83221

The registered agent of the corporation is Richard Johnson, located at 295 East Idaho Street, Blackfoot, Idaho.

ARTICLE VII

The private property of the members shall not be liable for the debts and obligations of the corporation.

ARTICLE VIII

The corporation hereby formed shall have no capital stock, and shall be composed of members rather than shareholders.

The rights and interests of all members of the corporation shall be equal, and no member shall have, nor acquire a greater interest in the corporation than any other member; a membership list shall be maintained at the corporate address.

The number and qualification of members, the terms and conditions of admission, the fees for admission, the assessment of dues to carry on the business of the corporation, and other provisions for the regulation of the internal affairs of the corporation consonant with the objects of the corporation and not repugnant to the laws of the State of Idaho, shall be provided for in the by-laws of the corporation.

ARTICLE IX

The by-laws of the corporation may be altered, amended or new by-laws adopted at any regular or special meeting of the members of the corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation be present.

ARTICLE X

These ARTICLES OF INCORPORATION may be amended after approval of the proposed amendment by the Board of Directors, at any regular or special meeting of the members of the corporation duly called upon at least ten (10) days' notice of the specific purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the by-laws of the corporation be present.

ARTICLE XI

The number of directors of this corporation shall be seven (7) or more, the exact number and qualifications thereof to be established by the by-laws of the corporation.

The names and addresses of the initial board of directors who shall serve until their successors are elected or appointed and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Richard Johnson	295 East Idaho Street Blackfoot, ID 83221
Shane Jensen	P.O. Box 1144 Burley, ID 83318
Curt Pengelly	2609 McKinney Street Boise, ID 83704-6020
John Taberna, Jr.	252 Monroe Street Blackfoot, ID 83221
Randy Ruger	11 North 600 West Blackfoot, ID 83221
Greg Nickell	650 North 150 West Blackfoot, ID 83221
J.P. Kruckeberg	3250 Hornbacher Road American Falls, ID 83211

ARTICLE XII

The names and post office addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Richard Johnson	295 East Idaho Street Blackfoot, ID 83221

ARTICLE XIII

The corporation will have members who shall elect the Board of Directors.

ARTICLE XIV

In the event of dissolution of the corporation, the assets of the corporation shall be sold, all corporate debts paid, and any balance remaining shall be distributed to registered non-profit corporations or charities.

ARTICLE XV

The corporation will be managed by a Board of Directors who will appoint and designate corporate officers and determine the benefits to be provided to any corporate officers, if any.

ARTICLE XVI

The corporation shall be a non-profit corporation, there shall be no distribution of assets, dividends, property, or otherwise to any member of the corporation other than in the form of wages that shall represent a fair market value for the services provided by any such person or entity to the corporation. The corporation shall do any and all acts necessary to comply with federal, state, and local law applicable to non-profit organizations in regards to taxation and otherwise.

IN WITNESS WHEREOF, I, C. Richard Johnson, being all of the incorporators hereinabove named, set our respective hands and seals this 25 day of ^{September}~~July~~, 1997.


C. RICHARD JOHNSON

STATE OF IDAHO)
) ss.
County of Bingham)

On this 25th day of ~~July~~ ^{September}, 1997, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared C. RICHARD JOHNSON known to me to be the same and identical person whose name is subscribed to the above and foregoing ARTICLES OF INCORPORATION, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal at Blackfoot, Idaho, this 25th day of ~~July~~ ^{September}, 1997.

Heather Larkin
Notary Public for State of Idaho
Residing at Blackfoot, Idaho

My cmn exprs: 9-10-2002