

State of Idaho

Department of State

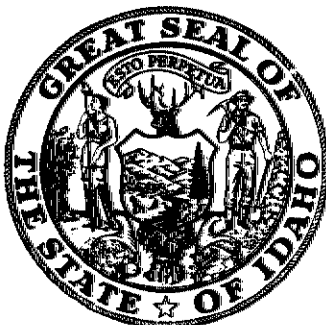
CERTIFICATE OF INCORPORATION OF

IDAHO EMU ASSOCIATION, INC.
File number C 109395

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of IDAHO EMU ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Mrs. Siebel*

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**ARTICLES OF INCORPORATION
OF
Idaho Emu Association, Inc.**

WE, THE UNDERSIGNED, incorporators, desiring to form a corporation under the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is Idaho Emu Association, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

- A. To support, maintain and improve the emu industry.
- B. To advance public knowledge of, and use of, emu products.
- C. To promote high standards of ethical conduct in the business of emu production.
- D. To promote and abide by legislation, regulation and practices which are in the best interests of emu production.
- E. To foster a positive relationship between the public, the Idaho Emu Association, and its members thru civic and community service.
- F. To increase the knowledge of emu raisers in the principals and practices of production.
- G. To engage in any lawful activity for which corporations may be organized under the Idaho Nonprofit Corporation Act.
- H. To conduct activities in Idaho, other states, District of Columbia, Territories and Colonies of the United States and in foreign countries and to have one or more offices and places of business within and without of this State; and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situated within or without the State of Idaho.
- I. To buy, sell, lease or otherwise acquire or dispose of licenses, franchises, patents, corporations and other personal property as is deemed necessary to carry on the purposes of the corporation.
- J. All of the foregoing provisions of this Article are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any activity

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or to exercise any power or to do any act which corporations formed under the laws of Idaho now or hereafter existing, that at the time may not lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these articles of incorporation shall, except as otherwise provided, in no wise be limited to or restricted by reference from the terms of any other clause of paragraph of this article of incorporation; and it is the intention that the purposes, objects and powers specified in these articles of incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE IV

(3) ~~three~~ ~~one (1)~~ The corporate powers shall be vested in and be exercised by a Board of Directors which shall consist of not less than ~~one (1)~~ nor more than ten (10) directors, as may be fixed from time to time by the Bylaws. The directors shall be elected at the annual meeting of the members to be held within or without the State of Idaho at such time and at such places as the Bylaws may provide. Each director shall hold office until his successor shall have been elected and qualified. The Board of Directors shall hold meetings at such times and places as a majority may from time to time appoint by written notice from the Board of Directors or as may be authorized under the Idaho Nonprofit Corporation Act, or by the Bylaws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

Tom Bird	2200 E. Olympic
	Idaho Falls, ID 83404
Evelyn Ockerman	414 S. Park
	Shelley, ID 83274

ARTICLE V

The address of the initial registered office of the corporation is 414 S. Park, Shelley, Idaho, and the name of its initial registered agent is Steve Ockerman.

ARTICLE VI

This corporation shall have members who agree to be bound by prevailing state and federal laws as well as the Bylaws of this corporation and those of the American Emu Association as adopted or amended.

The Bylaws of this corporation shall establish such classes of membership as deemed necessary, including but not limited to Active Members, who upon compliance with the corporation's Bylaws and payment of appropriate dues to the corporation and to the American Emu Association shall be entitled to one vote on each measure or action brought before the members of the corporation regarding the operations of the corporation, its Board of Directors, and its Bylaws.

ARTICLE VII

The initial Bylaws of the corporation shall be adopted by its Board of Directors; and the power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors as well as the members, to be exercised by such vote of such directors or members, as the case may be, not less, however, than a majority thereof as may be fixed by the Bylaws.

ARTICLE VIII

Distributions by the corporation of its assets are prohibited except as authorized by law, including but not limited to Section 30-3-109, Idaho Code, and any subsequent amendments, revisions, or revocations related to said authority.

ARTICLE IX

The names and addresses of the incorporators are as follows:

Tom Bird	2200 E. Olympic
	Idaho Falls, ID 83404
Evelyn Ockerman	414 S. Park
	Shelley, ID 83274

16th IN WITNESS WHEREOF, we have hereunto set our hands this
day of ~~January~~ February, 1995.



Tom Bird



Evelyn Ockerman

STATE OF IDAHO

County of BONNEVILLE

On this 6th day of ^{February}~~January~~, 1995, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Tom Bird, known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that he had read the same, understood the contents thereof; the legal effect thereof; and that he had executed the same of his own free will and choice.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO

Residing at: IDAHO FALLS

My commission expires: NOV 21, 2000

STATE OF IDAHO

County of BONNEVILLE

On this 6th day of ^{February}~~January~~, 1995, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Evelyn Ockerman, known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that she had read the same, understood the contents thereof; the legal effect thereof; and that she had executed the same of her own free will and choice.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO

Residing at: IDAHO FALLS

My commission expires: NOV 21, 2000

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