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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SOUTHEAST IDAHO FARMERS' MARKET, INC.

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 _____

SOUTHEAST IDAHO FARMERS' MARKET, 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 October 22, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

ARTICLES OF INCORPORATION

SOUTHEAST IDAHO FARMERS' MARKET INC.

RECEIVED
SEC. OF STATE

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The undersigned, all of whom are engaged in the production of agricultural products, do hereby voluntarily associate ourselves together to form a nonprofit cooperative association, without capital stock, under the provisions of Idaho Code 22-2601 to 22-2628, and for such purposes do hereby adopt the following articles of incorporation, to-wit:

Article I, NAME

The name of the Association shall be Southeast Idaho Farmers' Market. Inc.

Article II, DURATION

The term of existence of the Association shall be perpetual after the filing of these articles of incorporation in the office of the Secretary of State of the State of Idaho.

Article III, PURPOSES

The purposes for which the Association is organized are to engage in any activity in connection with the marketing or selling of the agricultural (add other product types) products of its members. The Association intends to:

- A. Provide a location for agricultural producers (and others) to sell their products.
- B. Help improve the local agricultural economy while providing a needed service for the community.
- C. Promote the sale of agricultural products grown in the state of Idaho.
- D. Use any profits, above and beyond what is needed to ensure the existence of the market, for grants or other types of assistance to nonprofit organizations engaged in the field of agriculture. Such organizations may be working to solve the problems of the family farmer and the rural community.
- E. Upon the dissolution of the Association, the Board of Directors shall, after paying all of the liabilities of the Association, dispose of all the assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a state or local government, for a public purpose.

Article IV, POWERS & LIMITATIONS

The Association shall have the following powers:

A. To act as the agent or representative of any member or members in any of the activities mentioned in article III hereof.

B. To buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association, or incidental thereto.

C. To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Association is formed and to give a lien on any of its property as security therefore.

D. To cooperate with other similar Associations in creating central, regional, or national Cooperative agencies, for any of the purposes for which this Association is formed, and to become a member or Stockholder of such agencies as now are or hereinafter may be in existence.

E. To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary Corporations and Cooperative Marketing Associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the act under which this Association is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Association, all of which are hereby expressly claimed.

The Association shall be subject to the following limitations:

A. This Association shall not market the products of non-members in an amount the value of which exceeds the value of the products marketed for members.

B. It shall not purchase supplies and equipment for persons who are neither members nor producers of agricultural products.

C. This Association is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall accrue to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations after the payment in full of all debts and obligations of the Association of whatever kind or nature shall be used and distributed exclusively for purposes set forth in Section D above. Nothing shall prohibit the Association from retaining net earnings for the purpose of ensuring the market's existence for future years and this decision shall be at the

Board of Director's discretion.

D. The Association shall not devote a substantial part of its assets to influencing legislation and shall not participate in a political campaign for or against any candidate for political office.

Article V, REGISTERED AGENT

The name and address of the initial registered agent of the Association in the State of Idaho is Rick Phillips at _____, in the City or Town of Pocatello, _____ County.
c/o J.R. Simplot Co. Bannock
151 N. 3rd
Pocatello, Idaho

Article VI, PRINCIPAL PLACE OF BUSINESS

The place where the principal business of the Association will be transacted is the City or Town of Pocatello County of Bannock, State of Idaho.

Article VII, BOARD OF DIRECTORS

The number of directors constituting the Board of Directors is 5, and the term of office of each of such directors is one year or until his successor is elected and has qualified. The names and addresses of those directors who are to serve as Incorporating Directors until the first annual meeting of the members of the Association or until their successors are elected and qualified are:

Name	Address
<u>George Gardner</u>	<u>c/o U. of I. Extension Office, Bannock</u>
<u>George Gardner</u>	<u>County, Pocatello, Idaho</u>
<u>Rick Phillips</u>	<u>c/o J.R. Simplot Co., 151 N. 3rd,</u>
<u>Rick Phillips</u>	<u>Pocatello, Idaho</u>
<u>Val Arvas</u>	<u>c/o Bannock County Commission, P.O. Box</u>
<u>Val Arvas</u>	<u>4016, Pocatello, Idaho</u>
<u>Gary Fuhrman</u>	<u>c/o P.O. Box 4228, Pocatello, Idaho</u>
<u>Guy Brice</u>	<u>P.O. Box 4971, Pocatello, Idaho</u>