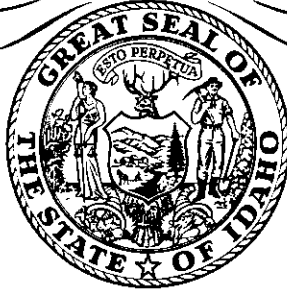


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

HAZELTON LABOR CAMP SPONSORING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Sixteenth** day of **April**, A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **128** 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 **Hazelton** in the County of **Jerome** 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 **16th** day of **April**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
HAZELTON LABOR CAMP SPONSORING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being natural persons and 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 corporation pursuant to the provisions of Chapter 10, Title 30, of the Idaho Code;

And we hereby certify:

ARTICLE I

The name of this corporation shall be:
HAZELTON LABOR CAMP SPONSORING ASSOCIATION, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The location and post office address of the registered office of this corporation, and the place where the principal place of business of this corporation is to be transacted is Hazelton, County of Jerome, State of Idaho.

ARTICLE IV

The purposes for which this corporation is formed and is to be conducted and operated are as follows:

Section 1. To secure labor for the members of the corporation and for the general community in which it operates.

Section 2. To provide facilities for the housing of such labor.

Section 3. To purchase, have, hold, lease, use, and take possession of, and enjoy, any real or personal property necessary

or incident to, or connected with, the purposes of this corporation; and to sell, lease, alienate and dispose of the same at the pleasure of the corporation.

Section 4. To borrow or raise money for any of the purposes of this corporation and to execute and deliver proper written evidence of indebtedness and security for repayment of the same.

Section 5. The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and every thing suitable or proper for the accomplishment or attainment thereof, and conducive to or expedient for the interest or benefit of the corporation. In addition thereto, the corporation shall have and may exercise any other or further powers or privileges granted by law to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein.

Section 6. The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

ARTICLE V

Section 1. This corporation shall not have any capital stock but shall admit members into the corporation upon the payment of a membership fee to be provided for in the by-laws of this corporation.

Section 2. Voting power of the members of this corporation shall be equal and each member shall have one vote only.

Section 3. This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized, and will not be conducted for the purpose, directly or indirectly, of fixing the price, or regulating the production of any article of commerce, or of produce of the soil, or of consumption by the people.

Section 4. Membership in this corporation shall not be assignable and cannot be terminated or canceled so long as the member complies with these Articles of Incorporation, the by-laws, and the rules and regulations adopted by the Board of Directors for the government of the members of this corporation.

Section 5. Dues and assessments may be levied against the members of this association by the Board of Directors, as provided in the By-laws.

Section 6. The rights and interests of all members in this corporation shall be equal, and no member can have or acquire a greater interest than any other member.

Section 7. Membership in this corporation shall not be limited, except that they shall be residents of what is known as the First Segregation and farmers or agricultural processors. The signers of these Articles of Incorporation shall be members of this corporation immediately upon adoption thereof. New members may be admitted upon compliance with the provisions provided therefor in the by-laws.

Section 8. Any person meeting the above qualifications and of good moral character and over the age of twenty-one (21) years, professing a belief in the objectives and purposes of this corporation, may be admitted to membership as provided for in the by-laws.

Section 9. The members of this association shall never be or become liable for the payment of any of the debts or liabilities of the association, and the private property of the stockholders shall not be subject to or liable for the payment of association debts to any extent whatever.

ARTICLE VI

Section 1. The government of this corporation, and the management of its affairs, shall be vested in a Board of Directors consisting of not less than five (5) nor more than eleven (11) members, and within such limits, the number, qualifications, term of office, manner of election, and powers and duties of Directors shall be fixed and may be altered from time to time, as may be provided for in the by-laws. Such Board shall elect from their own number a President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined and held by one person. The persons named as incorporators herein shall act in the capacity of directors of this corporation until their successors are elected and qualified.

ARTICLE VII

Section 1. The names and addresses of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
James Martin	Hazelton, Idaho
Pete Shawver	Eden, Idaho
Walter Shouse	Hazelton, Idaho
Robert Grant, Sr.	Eden, Idaho
Werner Krohn	Eden, Idaho
Dean Weatherwax	Rt. 4, Jerome, Idaho
Blaine Hall	Hazelton, Idaho
Jack Smith	Hazelton, Idaho

Section 2. The corporation shall have the right to prescribe through its by-laws for any matters and things pertaining to the directors, including the right to change the number

thereof from time to time.

ARTICLE VIII

Section 1. The annual meeting of this corporation shall be held at such time and place as may be provided for in the by-laws. Such other meetings of the members and of the Board of Directors shall be held as may be provided for in the by-laws.

ARTICLE IX

Section 1. These Articles of Incorporation may be altered or amended by a two-thirds vote of all members of the corporation present at any regular meeting thereof, or any special meeting, called for that purpose, provided that a quorum, as specified in the by-laws of this association, or the laws of the State of Idaho, be present.

IN WITNESS WHEREOF, we have hereunto set our hands
this 30th day of March, 1964.

James H. Pappert

John J. Kanner

Walter Shouse

Robert Grant

Warner A. Brown

Dean M. Katterman

Steve Hull

Jack Smith

STATE OF IDAHO)
) ss.
County of Jerome)

On this _____ day of March, 1964, before me, the undersigned, a Notary Public in and for said State and County, personally appeared James Martin, Pete Shawver, Walter Shouse, Robert Grant, Sr., Werner Krohn, Dean Weatherwax, Elaine Hall, and Jack Smith, known to me to be the persons whose names are subscribed as incorporators to the foregoing Articles of Incorporation, and acknowledged to me that they severally 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 written.

Richard S. Deery
Notary Public