

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS. H. YOUNG, 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

CLEARWATER CO-OPERATIVE SUPPLY, INCORPORATED

was filed in the office of the Secretary of State on the 21st day of August, A.D. One Thousand Nine Hundred Fifty-eight and is duly recorded on Film No. 103 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 22-2608, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation by the name stated in the articles for 50 years from the date hereof, with its registered office in this State located at Lewiston in the County of Nez Perce, Idaho, and as such are entitled to all the rights and privileges granted to, and subject to the limitations and requirements of a Cooperative Marketing Association, as provided in said Chapter 26 of Title 22, 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 21st day of August, A. D., 19 58 .

Secretary of State.

ARTICLES OF INCORPORATION OF THE
CLEARWATER CO-OPERATIVE SUPPLY, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are residents and citizens of the State of Idaho, engaged in the production of agricultural products, have this day voluntarily associated ourselves together for the purpose of forming an association under and pursuant to the provisions of Idaho Code, Title 22, Chapter 20, known as the Co-operative Marketing Act, and all acts amendatory thereof or supplemental thereto, and to that end do hereby adopt the following articles of incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of the association shall be the Clearwater Co-operative Supply, Incorporated.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of transacting the business of this corporation shall be in Lewiston, County of Nez Perce, State of Idaho.

ARTICLE III

PURPOSES OF CORPORATION

Section 1. This association is organized not for profit, but for the purpose of engaging in any activity in connection with the production, marketing or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, storing, handling, shipping or utilization thereof, or the manufacture or market-

ing of the by-products thereof, or in connection with the purchasing, manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in the financing of the above enumerated activities; or in any one or more of the activities specified herein.

Section 2. The general nature of its business shall be to buy for its members and patrons, gasoline, oils, tractors, farm machinery, automobile supplies and accessories, tires, batteries, twine, flour, feed and other merchandise used on the farm and in the homes of members and patrons, and to market, manufacture or process any and all of the products of the farm.

Section 3. This association shall not purchase supplies, equipment, etc. for nonmembers in an amount greater than the value of the supplies and machinery purchased for its members.

ARTICLE IV

TERM

The term for which this association shall exist is fifty (50) years from and after the date of its incorporation.

ARTICLE V.

CAPITAL STOCK

Section 1.

The amount of the authorized capital stock of the corporation shall be five hundred thousand dollars (\$500,000) which shall consist of six thousand (6,000) shares of common stock at the par value of fifty dollars (\$50.00) each; four thousand (4,000) shares of preferred stock at the par value of

twenty-five dollars (\$25.00) each; and one thousand (1,000) shares of preferred stock A of the par value of one hundred dollars (\$100.00) each.

Section 2. Common stock not to exceed one (1) share shall be issued to and held only by agricultural producers or co-operative associations composed of agricultural producers. Common stockholders shall be the only members of the association, and they only shall be entitled to vote in the affairs of the association. A common stockholder shall not be entitled to more than one vote, which shall be in person or by mail as provided by law, and not by proxy, except that any co-operative association which is a common stockholder shall have the power, by its board of directors or its stockholders, to elect or appoint any person to represent it at any meeting of the stockholders. No dividends (interest) shall be paid on the common stock.

Section 3. Preferred stock and preferred stock A may be issued to any person, association or corporation, but neither class of preferred stock shall have any voting power or rights, nor participate in the management of the affairs of the association. No interest or dividends shall be paid on the preferred stock of the corporation, except that dividends (interest) at the rate of five per cent (5%) per annum shall be paid upon preferred stock A. In case of dissolution or liquidation of the association the owners of the preferred stock A shall be entitled and limited to receive the par value of their stock, plus any accrued and unpaid dividends thereon, before any payment or distribution is

made to the holders of other classes of stock.

Section 4. The outstanding preferred stock A of the association may be retired in whole or in part by the association at any time as determined by the board of directors upon paying to its holders the par value thereof and any accrued and unpaid dividends thereon upon surrender of the certificates evidencing such shares and the association may elect which particular shares of preferred stock A it will so retire. The outstanding common stock and preferred stock of the association may be retired in whole or in part at any time, as determined by the board of directors in accordance with the provisions of the by-laws.

Section 5. No stockholder shall be liable upon capital stock owned by him except for the amount remaining unpaid on his subscription therefor.

Section 6. Transfers of stock shall only be made with the approval of the board of directors and shall only be made upon the books of the corporation by the stockholders in person or by power of attorney duly executed and acknowledged and filed with the secretary of the association, and on surrender of the certificate of such share; and no transfer of stock shall be made unless and until any and all indebtedness arising to the corporation by the stockholder has been paid in full. The association shall have a first lien on the capital stock of the association for any debt due it by the holder thereof.

Section 7. The net savings of this association in excess of the dividends on the outstanding preferred stock A and additions to the statutory capital reserves shall be distributed annually to the patrons on the basis of their patronage and shall be applied toward the purchase of common and preferred stock, but not preferred stock A, in the manner provided by the by-laws, said statutory capital reserves shall be allocated to the patrons annually on the basis of their patronage. Notice shall be given annually to the patrons of their annual patronage refunds and their interest in the allocated statutory capital reserve.

Section 8. Upon dissolution of the assets of the association they shall be distributed as follows:

1. To pay the cost of dissolution.
2. To any liabilities.
3. To pay the par value of the outstanding preferred stock A.
4. To pay the par value of the outstanding preferred stock.
5. To pay the par value of the outstanding common stock.
6. To pay the allocated statutory capital reserve.
7. Any amount remaining shall be distributed to patrons and members of the association on the patronage basis.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The management of this corporation shall be vested in a board of five (5) directors who shall be elected by and from the common stockholders at the annual meeting to be held at the principal place of business of the company on the first Monday of March of each year. All vacancies in the board of directors shall be filled by the board until the next annual meeting.

Section 2. The board of directors shall, at their first meeting following the annual meeting of the stockholders each year, elect from among its members, a president, vice president, a secretary and treasurer of the corporation to hold office for the period of one (1) year or until their successors are elected and qualified. The board of directors may employ a general manager with executive powers and provide for other help under such contract of employment as they may deem advisable.

Section 3.

The names and places of residence of those who compose the first board of directors are as follows:

Karl B. Duffy	Pierce, Idaho
Francis Nuxoll	Greencreek, Idaho
Carl Braun	Orofino, Idaho
Sherman D. Merry	Ahsahka, Idaho
Lester Clemm	Troy, Idaho

ARTICLE VII

INCORPORATORS

The names and places of residence of the incorporators who are acting for themselves as individuals are as follows:

Karl B. Duffy	Pierce, Idaho
Francis Nuxoll	Greencreek, Idaho
Carl Braun	Orofino, Idaho
Sherman D. Merry	Ahsahka, Idaho
Lester Clemm	Troy, Idaho

ARTICLE VIII

AMENDMENTS

The articles of incorporation may be altered and amended

in any respect, including increases or decreases of capital stock, at any regular meeting, or at any special meeting called for that purpose. An amendment must first be approved by two-thirds of the directors and then adopted by the affirmative vote of a majority of the members or stockholders of the association present at such meeting, and provided that a quorum as specified in the by-laws of the association be present.

IN WITNESS WHEREOF, the incorporators, including the persons named hereinabove as the first directors have hereunto set their hands this 29th day of July, 1958.

Karl B. Duffy
Karl B. Duffy

Francis Nuxoll
Francis Nuxoll

Carl Braun
Carl Braun

Sherman D. Merry
Sherman D. Merry

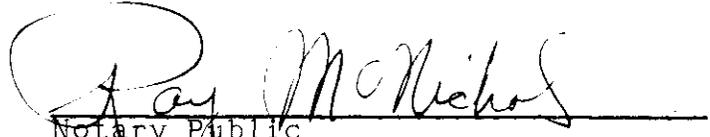
Lester Clemm
Lester Clemm

STATE OF IDAHO)
County of Clearwater) ss.

On this 29th day of July, 1958, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Karl B. Duffy, Francis Nuxoll, Carl Braun, Sherman D. Merry and Lester Clemm, known to me to be the

persons whose names are subscribed to the foregoing articles of incorporation, and acknowledged to me that they executed the same.

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


Notary Public
In and for the State of Idaho.
Residing at Orofino, Idaho.