

# 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

**IDAHO ASSOCIATION OF PEA AND LENTIL PRODUCERS, INC.**

was filed in the office of the Secretary of State on the **Twelfth** day of **January**, A. D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **114** 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 **Moscow** in the County of **Latah** 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 **12th** day of **January**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO ASSOCIATION OF PEA AND LENTIL PRODUCERS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America, over and above the age of twenty-one years, have and do hereby voluntarily associate ourselves together for the purpose of forming, and do hereby form, a non-profit corporation under Chapter 10 of Title 30 of the Idaho Code, and we do hereby set forth, declare and certify:

FIRST: That the name of this corporation is: IDAHO ASSOCIATION OF PEA AND LENTIL PRODUCERS, INC.

SECOND: The purpose of this corporation shall be to provide growers of peas and lentils a representative non-profit association dedicated to the improvement of the pea and lentil industry in the interest of the growers by the following means:

1. To study the basic needs and resources of the pea and lentil industry with the aim of improving the financial return to the Grower.
2. To improve the quality and grade standard requirements for peas and lentils.
3. To study the research needs for the improvement of varietal strains of peas and lentils and other related production and marketing problems, develop a program to meet the needs and marketing problems, develop a program to meet the needs and instigate the needed research with the University of Idaho and other appropriate research bodies.

4. To study the marketing needs of the pea and lentil industry and take action to improve both domestic and foreign markets.

5. To study the possibility of new uses of peas and lentils and take action to develop new products and markets.

6. To take concerted action by the growers of peas and lentils to insure top quality products for our domestic and foreign markets.

7. To bring together in one organization, all Idaho State pea and lentil growers in order to coordinate their interests and provide a means by which its members may benefit by the exchange of experience and views and obtain concerted action in matters affecting their common interests.

In furtherance of the purposes of the corporation hereinabove set forth this corporation shall have the following powers, in addition to the general powers granted, afforded and recognized to non-profit cooperative associations under the laws and statutes of the State of Idaho, to-wit:

To lease, purchase or otherwise secure, acquire, own, hold, manage, operate, sell, transfer and convey such property of every kind, type and description as may be suitable, appropriate, proper, expedient or necessary for the carrying out of any one or more of the purposes or objects of the corporation.

To solicit, accept and receive donations of moneys and other properties of every kind, type and description by gift, grant, devise, bequest, or otherwise, and to hold, own, manage, use, operate, sell, transfer and convey such moneys and properties, for the use and benefit of the corporation.

To sponsor, promote, engage in and conduct, fairs, exhibitions, entertainments, amusements, shows and projects of every type and kind for the benefit of the corporation and its members and to provide capital and to help defray the costs and expenses of the corporation and its undertakings.

To enter into, perform and carry out projects, undertakings, contracts and agreements of every kind and nature necessary to and in connection with or incidental to the accomplishment of any one or more of the objects and purposes of the corporation.

To borrow money without limitation as to amount for any purpose or purposes of the corporation, whether secured or unsecured, and to make, execute, assign and deliver therefor notes, debentures, trust deeds, or other evidences of indebtedness of any kind or kinds whatever, and to secure the payment of the same by mortgages, trust deeds, pledges, or otherwise, upon any or all of the property of the corporation at the time of giving such securities or to be acquired by it subsequent thereto.

And, in general, to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers of the corporation, either along or in association with other corporations, firms, agencies and individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary, suitable or proper to or connected with any or all of the objects or purposes of the corporation, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho.

The enumeration of purposes and objects herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho.

THIRD: That the duration of this corporation and the term for which it is to exist is perpetual.

FOURTH: That the location and post-office address of the principal and registered office of the corporation shall be Moscow, Idaho.

FIFTH: That this is a non-profit corporation. That pecuniary profit is not one of its objects or purposes. That no pecuniary dividends shall be declared. That in no event shall any of the assets or property of this corporation or the proceeds of any of said assets or property or any of the earnings, if any, of the corporation be distributed to members or any of them. That none of the private property of the members, or any of them, shall be liable for any debt or obligation, contractual or otherwise, of the corporation. The corporation shall issue membership certificates to each member, which certificates cannot be assigned so that the transferee can by such transfer become a member of the corporation. That the rights and interests of each of the members of the corporation shall be equal, and no member shall acquire a greater interest in the corporation than any other member.

SIXTH: There are no authorized shares of stock in this corporation, and there is no capital stock and no shares of stock.

SEVENTH: That the members of the corporation shall consist of the undersigned incorporators and such other persons as from

time to time hereafter may become members in the manner provided by the by-laws of the corporation. That upon the issuance of the Certificate of Incorporation each and all of the undersigned incorporators shall ipso facto become members of this corporation.

EIGHTH: That unless and until changed by the by-laws of this corporation, those members of the corporation present at any regular or special meeting of the members shall constitute a quorum at any regular or special meeting of the members of the corporation provided such meeting is duly called upon due and regular notice in accordance with the by-laws of the corporation. That unless and until changed by the by-laws of this corporation, a majority of the members of the board of directors shall constitute a quorum at any regular or special meeting of the board of directors, provided such meeting is duly called upon due and regular notice in accordance with the by-laws of the corporation.

NINTH: That unless and until changed by the by-laws of this corporation the number of directors of the corporation shall be twelve, each of whom shall be a member of the corporation, and no other qualifications shall be required.

TENTH: That the by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the members of the corporation, duly and regularly called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting and entitled to vote thereat; that a quorum be present; and provided written notice of the proposition to amend the by-laws shall be served on each and all members entitled to vote at such meeting not less than seven days prior to such meeting.

ELEVENTH: That the Articles of Incorporation of this corporation may be altered or amended at any regular meeting of the members or at any special meeting of the members, duly and regularly called for that purpose, by an affirmative vote of two-thirds of the members present and entitled to vote at such meeting, provided written notice of the proposition to amend the Articles of Incorporation shall be served on each and all of the members entitled to vote at such meeting not less than seven days prior to such meeting.

TWELFTH: Notices of the meeting of members at which it is intended to vote on a proposition or propositions to amend the Articles of Incorporation or By-Laws as the case may be, shall state in general terms the manner in which it is intended to amend the Articles of Incorporation or By-Laws as the case may be. The mailing of such notice to a member at his last known post office address shall be deemed a service thereof, and such notice shall be deemed to have been served on the date of the mailing thereof.

THIRTEENTH: That the names and post-office addresses of the incorporators are: Eugene Thompson, Moscow, Idaho; A. E. Koster, Moscow, Idaho; Douglas Howe, Plummer, Idaho; Claude C. Williams, Nezperce, Idaho; Kenneth T. Nelson, Plummer, Idaho and Kenneth Wilken, Kendrick, Idaho.

IN WITNESS WHEREOF, we, the undersigned, whose post office addresses are set opposite our names, have hereunto set our hands this 10 day of January, 1962.

|                           |                           |
|---------------------------|---------------------------|
| <u>Eugene Thompson</u>    | <u>Moscow, Idaho</u>      |
| <u>A. E. Koster</u>       | <u>Moscow, Idaho</u>      |
| <u>Douglas Howe</u>       | <u>Blummer, Idaho</u>     |
| <u>Claude C. Williams</u> | <u>Reynolds, Idaho</u>    |
| <u>Kenneth T. Nelson</u>  | <u>Pt. Blummer, Idaho</u> |
| <u>Kenneth Wilken</u>     | <u>Mendocino, Idaho</u>   |

STATE OF IDAHO     )  
  : ss.  
County of Latah    )

On this 10 day of January, 1962, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared EUGENE THOMPSON, A. E. KOSTER, DOUGLAS HOWE, CLAUDE C. WILLIAMS, KENNETH T. NELSON and KENNETH WILKEN,

known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

[Signature]  
Notary Public in and for the State of Idaho, residing at Moscow, Idaho