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CLERK OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
IDAHO ALFALFA & CLOVER SEED GROWERS ASSOCIATION, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned, incorporators hereby associate ourselves together for the purpose of forming a non-profit corporation in accordance with the provisions of Chapter 3, Title 30, Idaho Code, and we do hereby make, execute and acknowledge in duplicate these Articles of Incorporation.

**ARTICLE I.  
NAME**

The name of this corporation is Idaho Alfalfa & Clover Seed Growers Association, Inc.

**ARTICLE II.  
NON-PROFIT**

The corporation is not organized for pecuniary profit and shall have no power to declare dividends. The corporation shall be non-profit. No part of its net earnings shall inure to the benefit of any member, director, or individual; PROVIDED, HOWEVER, that members, directors and officers may be reimbursed for actual expenses and may receive compensation for duties actually performed on behalf of this corporation.

**ARTICLE III.  
PURPOSE**

The corporation shall have the following purposes:

1. To protect, stimulate and aid in projects of interest to and for the benefit of alfalfa and clover seed growers.
2. To provide for the correlation and dissemination of useful and helpful information to alfalfa and clover seed growers.
3. To engage in any lawful activity.

**ARTICLE IV.  
GENERAL POWERS**

The corporation shall have all powers authorized by Idaho law, including but not limited to, those set forth in Idaho Code Section 30-3-24.

**ARTICLE V.  
REGISTERED OFFICE**

The address of the corporation's initial registered office is 55 Southwest 5<sup>th</sup> Avenue, Suite 100, Meridian, Idaho 83642.

IDAHO SECRETARY OF STATE  
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**ARTICLE VI.  
REGISTERED AGENT**

The corporation's initial registered agent is Benjamin Kelly, whose address is 55 Southwest 5<sup>th</sup> Avenue, Suite 100, Meridian, Idaho 83642.

**ARTICLE VII.  
PERPETUAL EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE VIII.  
NO CAPITAL STOCK; MEMBERS; VOTING; QUORUM FOR MEMBERS' MEETINGS**

The corporation shall have no capital stock. It shall have members rather than shareholders. The classes of members are as follows:

- (a) Regular Members: Shall include alfalfa and clover seed growers in the State of Idaho.
- (b) Honorary Members: Shall include individuals, partnerships and/or associations, who are not actual grower producers, but who have provided outstanding service to the alfalfa and clover seed industry and have been so recognized by official action of the Board of Directors of the corporation.
- (c) Ex-Officio Members: Shall include county extension educators or university personnel working with the alfalfa and clover seed industry and the Idaho Alfalfa and Clover Seed Commission Chair who have been recognized by the Board of Directors as ex-officio members.

No person shall be admitted as a member without his or her consent.

Only regular members shall be entitled to vote on matters presented and requiring a vote. Regular members shall be entitled to one vote on each matter presented for a vote.

Those regular members present and voting at the meeting called for a vote, even if less than ten percent (10%) shall constitute a quorum.

Proxy voting shall not be permitted.

**ARTICLE IX.  
LIABILITY TO THIRD PERSONS**

A member of the corporation shall not, as such, be personally liable for the acts, debts, liabilities or obligations of the corporation.

**ARTICLE X.  
DUES, ASSESSMENTS AND FEES**

A member becomes liable to the corporation for dues, assessments or fees determined by the Board of Directors.

**ARTICLE XI.  
BOARD OF DIRECTORS**

The Board of Directors shall not be less than three (3) nor more than twelve (12) members. The initial Board of Directors shall consist of eight (8) members. The number of directors may be increased or decreased within the limits of the above designated range by the then acting Board of Directors. Members qualified to vote may be nominated as a candidate for the Board of Directors.

A quorum of the Board of Directors shall be the greater of one-third (1/3) of the number of directors in office or two (2) directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board.

**ARTICLE XII.  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors and their respective corresponding term expiration dates are indicated as follows:

<u>Name</u>	<u>Address</u>
Blaine Ashcraft	3021 N 5000 E, Sugar City, Idaho 83448
Ray Gross	19161 Travis Rd, Wilder, Idaho 83676
Alan Newbill	10550 Hwy 20-26, Caldwell, Idaho 83605
Dave Pywell	6246 Lynwood Rd, Nampa, Idaho 83686
Paul Rasgorshek	12770 W Roosevelt Ave, Nampa, Idaho 83686
Dave Reynolds	4649 W King Rd, Kuna, Idaho 83634
Dan Silveria	19850 Ustick Rd, Caldwell, Idaho 83607
Joe Weitz	16909 Marsing Rd, Caldwell, Idaho 83607

Upon expiration of a director's term, the next elected director shall serve for a term of three (3) years. The intent is to provide for staggered terms for directors.

**ARTICLE XIII.  
OFFICERS**

The corporation shall have a president, a secretary, a treasurer and such other officers as are appointed by the Board. Any two or more offices may be held by the same person. Officers shall serve for a term of one year and shall be elected at the annual organizational meeting. Provided, the secretary and/or treasurer may be an ex-officio member of the corporation and may be elected or appointed by the Board of Directors on a continuing basis. Idaho Code 30-3-83.

The Board shall delegate to one of the officers responsibility for preparing minutes of the directors and members meetings and for authenticating records of the corporation.

**ARTICLE XIV.  
INDEMNIFICATION AND LIMITED LIABILITY**

1. Director Liability. No director of this corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability:

- (a) for a breach of the director's duty of loyalty to this corporation or its members;
- (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) for a transaction from which the director derived an improper personal benefit; or
- (d) other conduct for which Idaho law prohibits indemnification.

It is the intention of the members of this corporation to eliminate or limit the personal liability of the directors of this corporation to the greatest extent permitted under applicable law. If amendments to applicable statutes are passed which authorize corporations to act to further eliminate or limit the personal liability of directors, then the liability of the directors of this corporation shall be eliminated or limited to the greatest extent permitted by the applicable statutes, as so amended or added.

Any repeal or modification of the Section 1 of this Article XIV by the members of this corporation shall not adversely affect any right of or any protection available to a director of this corporation which is in existence at the time of such repeal or modification.

2. Indemnification of officers, directors, employees and agents. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the extent permitted by Idaho Law, or other applicable law, except that the association reserves the right, at its sole discretion, to determine whether and how much, if any, insurance it may purchase on behalf of directors, officers, employees or agents.

Any repeal or modification of this Section 2 of Article XIV by the members of this corporation shall not adversely affect any right of or any protection available to a director, officer, employee or agent of this corporation by reason of any threatened, pending or completed action, suit or proceeding in existence at the time of such repeal or modification.

3. Insurance. If permitted by Idaho law, the corporation shall have the power, in the discretion of the Board of Directors, to purchase director, officer and key employee liability coverage.

**ARTICLE XV.  
DISSOLUTION**

In the event of dissolution and the winding up of the affairs of the corporation, the assets of the corporation shall be applied and paid in the following order of priority:

First, to payment of all indebtedness of the corporation.

Second, to its regular voting members.

**ARTICLE XVI.  
AMENDMENT OF ARTICLES**

The complexity of the Idaho statutes makes difficult the recital of a simple amendment paragraph. Therefore, Idaho Code Sections 30-3-90, 30-3-91, 30-3-92, and other applicable Idaho statutes, as amended from time to time, are incorporated herein by reference, and specific reference shall be made thereto if and when an amendment is proposed.

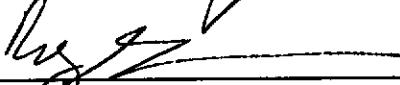
**ARTICLE XVII.  
INCORPORATORS**

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Blaine Ashcraft	3021 N 5000 E Sugar City, Idaho 83448
Ray Gross	19161 Travis Rd Wilder, Idaho 83676
Alan Newbill	10550 Hwy 20-26 Caldwell, Idaho 83605
David Pywell	6246 Lynwood Rd Nampa, Idaho 83686
Paul Rasgorshek	12770 W Roosevelt Ave Nampa, Idaho 83686
Dave Reynolds	4649 W King Rd Kuna, Idaho 83634
Dan Silveria	19850 Ustick Rd Caldwell, Idaho 83607
Joe Weitz	16909 Marsing Rd Caldwell, Idaho 83607

IN WITNESS WHEREOF, we, the incorporators do hereby make, sign, seal and acknowledge these Articles of Incorporation in duplicate this 4<sup>th</sup> day of November, 2010.

  
\_\_\_\_\_  
BLAINE ASHCRAFT

  
\_\_\_\_\_  
RAY GROSS

  
\_\_\_\_\_  
ALAN NEWBILL

David Pywell  
DAVID PYWELL

Paul A. Rasgorshek  
PAUL RASGORSHEK

Dave Reynolds  
DAVE REYNOLDS

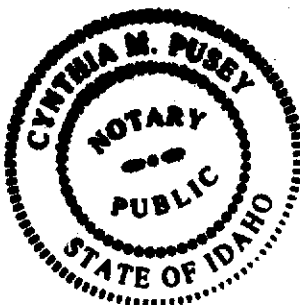
Dan Silveria  
DAN SILVERIA

Joe Weitz  
JOE WEITZ

STATE OF IDAHO                     )  
  ) §:  
County of Ada                     )

On this 7<sup>th</sup> day of November, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared BLAINE ASHCRAFT, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 above written.



Cynthia M. Pusey  
Notary Public for Idaho

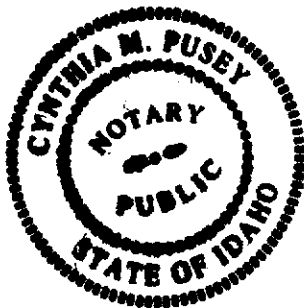
Residing at: Mendota, ID, Ada County

My commission expires: 7-8-2015

STATE OF IDAHO                     )  
  ) §:  
County of Ada                     )

On this 10 day of November, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared RAY GROSS, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 above written.

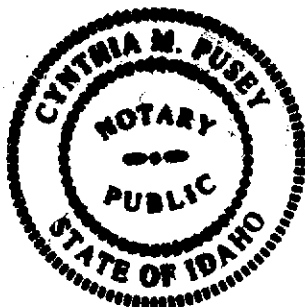


Cynthia M. Pusey  
Notary Public for Idaho  
Residing at: Meridian, ID - Ada County  
My commission expires: 7-8-15

STATE OF IDAHO                     )  
  ) §:  
County of Ada                     )

On this 4<sup>th</sup> day of November, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared ALAN NEWBILL, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 above written.

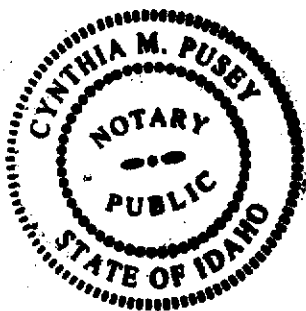


Cynthia M. Pusey  
Notary Public for Idaho  
Residing at: Meridian, ID - Ada County  
My commission expires: 7-8-2015

STATE OF IDAHO                     )  
  ) §:  
County of Ada                     )

On this 4<sup>th</sup> day of November, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID PYWELL, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 above written.



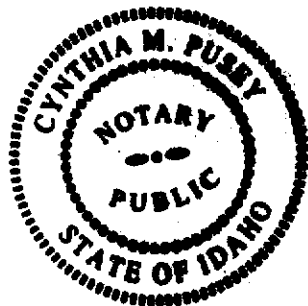
Cynthia M. Pusey  
Notary Public for Idaho

Residing at: Meridian, ID - Ada County  
My commission expires: 7-8-2015

STATE OF IDAHO                     )  
  ) §:  
County of Ada                     )

On this 4<sup>th</sup> day of November, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared PAUL RASGORSHEK, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 above written.



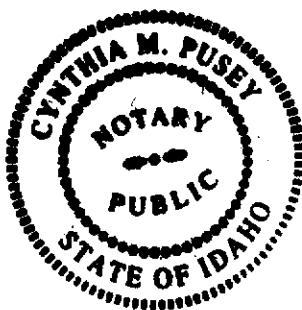
Cynthia M. Pusey  
Notary Public for Idaho

Residing at: Meridian, ID - Ada County  
My commission expires: 7-8-2015

STATE OF IDAHO                     )  
  ) §:  
County of Ada                     )

On this 16<sup>th</sup> day of November, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVE REYNOLDS, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 above written.

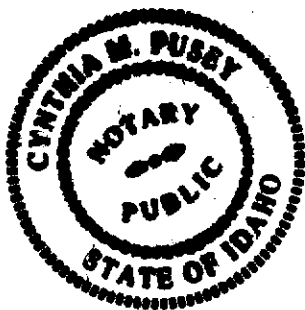


Cynthia M Pusey  
Notary Public for Idaho  
Residing at: Meridian, ID, Ada County  
My commission expires: July 8, 2015

STATE OF IDAHO                     )  
  ) §:  
County of Ada                     )

On this 10 day of November, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared DAN SILVERIA, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 above written.

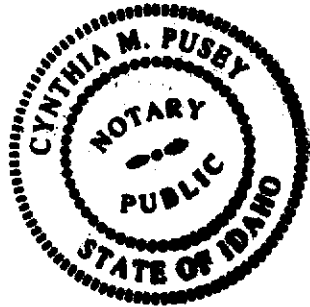


Cynthia M Pusey  
Notary Public for Idaho  
Residing at: Meridian, ID - Ada County  
My commission expires: 7-8-2015

STATE OF IDAHO                     )  
  ) §:  
County of Ada                     )

On this 4<sup>th</sup> day of November, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared JOE WEITZ, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 above written.



Cynthia M. Pusey  
Notary Public for Idaho  
Residing at: Meridian, ID - Ada County  
My commission expires: 7-8-2015

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