



CERTIFICATE OF INCORPORATION  
OF

THE COOPWORTH SHEEP SOCIETY OF NORTH AMERICA, 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 THE COOPWORTH SHEEP SOCIETY OF NORTH AMERICA, 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 April 28, 19 86.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED  
SEC. OF STATE  
86 APR 23 PM 8 03

ARTICLES OF INCORPORATION  
OF  
THE COOPWORTH SHEEP SOCIETY OF NORTH AMERICA, INC.

Pursuant to the provision of Idaho Code Sec. 30-301 of the Idaho Non-Profit Corporation Act:

ARTICLE I

The name of the corporation shall be The Coopworth Sheep Society of North America, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which this corporation is organized is to register, keep pedigrees of, promote and improve the Coopworth breed of sheep, including all activities associated therewith. This corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure 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 corporation of whatever kind or nature, shall be used and distributed exclusively for promotion of The Coopworth Sheep Society of North America, Inc. or for benevolent, charitable, scientific and/or educational purposes. The private property of the members of the corporation shall not be liable for its corporate debts.

#### ARTICLE IV

Membership certificates shall be issued to each member of the corporation, as provided in the By-Laws, and said certificates cannot be assigned except by resolution of the Board of Directors under such regulations as the By-Laws may prescribe.

#### ARTICLE V

The business of the corporation shall be managed and conducted by a Board of Directors of not less than three (3) and not more than five (5) Directors. The Board of Directors shall be elected in the manner set forth in the By-Laws.

In addition to the powers and authority granted to the Directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the Corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the By-Laws.

#### ARTICLE VI

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the By-Laws.

#### ARTICLE VII

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho and these Articles of Incorporation. Any By-Laws so adopted by the Board of Directors may be amended or repealed by

vote of holders of record of a majority of the membership certificates at any regular membership meeting or at any special membership meeting called for that purpose.

#### ARTICLE VIII

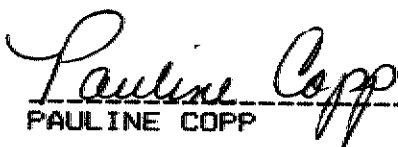
The address of the initial registered office of the corporation is HCR 85, Box 336, Bonners Ferry, Idaho 83805, and the name of its initial registered agent at such address is Pauline Copp.

#### ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and address of the persons who are to serve as directors until the first annual meeting of the membership or until their successors are elected and shall qualify are:

NAME	ADDRESS
Pauline Copp	HCR 85, Box 336, Bonners Ferry, ID 83805
Ron Neblung	RR#1, Box 207, Clinton, Iowa 52732
Mary Ann Neblung	RR#1, Box 207, Clinton, Iowa 52732

EXECUTED in duplicate this \_\_\_ day of \_\_\_\_\_, 1986.

  
PAULINE COPP


STATE OF IDAHO:

SS

County of Boundary:

On this 25<sup>th</sup> day of Nov, 1986, before me, the undersigned Notary Public for the State of Idaho, personally appeared PAULINE COPP, known to me to be the person whose name is subscribed to

the within instrument and acknowledged to me that she executed the same.

  
Notary Public for Idaho  
Residing in Bonners Ferry, ID  
My Comm. Exp.: 7-12-87