



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

MEDICINE LODGE GRAZING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **sixth** day of **June** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ ~~fully~~ recorded on ~~Film No.~~ ~~microfilm~~ 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, 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 **Dubois, Idaho** in the County of **Clark**

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 **sixth** day of **June**, A.D., 19 **73**

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

MEDICINE LODGE GRAZING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the United States of America of the age of twenty-one (21) years or more, by these presents voluntarily associate ourselves together for the purpose of forming a Non-profit Corporation, and we do hereby certify:

ARTICLE I

The name of the Corporation is: MEDICINE LODGE GRAZING ASSOCIATION, INC.

ARTICLE II

The object or objects and purpose or purposes for which the Corporation is formed are:

- (a) To own, acquire, lease, hold, manage, control, operate, and maintain a livestock grazing association;
- (b) To purchase, receive, lease or lessee, or in any other manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, give security instruments on, pledge, or otherwise dispose of and encumber any and all real and personal property or any interest therein necessary, useful or appropriate to enable the Corporation to accomplish any or all of its purposes;
- (c) To borrow money, to make and issue notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the corporation; to secure the payment of such notes or other evidences of indebtedness by mortgage or mortgages, security instruments, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or permits of the Corporation, wheresoever situated, acquired or to be acquired;
- (d) To do and perform, either for itself and its shareholders any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes or as may be permitted by the Act under which the Corporation is formed.

ARTICLE III

Section 1. The Corporation is formed without any purpose of pecuniary profit to itself,

Section 2. The total number of shares which may be issued by the Corporation is three, and all shares are of no nominal or par value, Each shareholder shall be entitled to only one vote, regardless of shares owned, on every issue voted upon by the shareholders. All shares shall be fully assessable, and may be sold or cancelled for non-payment of assessments or grazing fees as may be provided in the By-Laws. The ownership and transfer of shares shall be limited and restricted and may only be held, sold and transferred as provided for in the By-Laws. Each shareholder may vote by written proxy, but no cumulative voting shall be allowed.

ARTICLE IV

The existence of this Corporation is to be perpetual.

ARTICLE V

The place where the principal business of this Corporation is to be transacted shall be at Dubois, Clark County, Idaho.

ARTICLE VI

The total number of shares of this Corporation which have actually been subscribed and paid for is the sum of three, and following are the names of the persons, their mailing addresses and the number of shares each has subscribed for, to-wit:

<u>Name of Subscriber</u>	<u>Mailing Address</u>	<u>No. of Shares</u>
H. Dean Shenton	Dubois, Idaho 83423	1
Gerald Holmes	Dubois, Idaho 83423	1
G. W. "Bill" Thomas	Dubois, Idaho 83423	1
TOTAL-----		3

ARTICLE VII

The management of this Corporation shall be vested in a board of three directors, The directors shall be elected at the annual meeting of the shareholders, to be held at the office of this Corporation in Dubois, Clark County, Idaho, at a time each year designated by the By-Laws, and until the first election of directors to be held within three months of the filing of these Articles, the directors of said Corporation shall be G. W. "Bill" Thomas, President and Director; Gerald Holmes, Vice-President and Director; and H. Dean Shenton, Secretary-Treasurer and Director.

ARTICLE VIII

Section 1. Shares in the Corporation shall be evidenced by a certificate of stock which shall be in such form and shall contain such provisions as shall be determined by the Board of Directors not contrary to, or inconsistent with, these Articles of Incorporation or the By-Laws of the Corporation. Such certificates shall be signed by the President and the Secretary of the Corporation and the corporate seal shall be affixed thereto.

Section 2. No stock certificates shall be issued until such stock has been fully paid for in cash, and such payment has been deposited with the Treasurer.

Section 3. In case of a lost, destroyed or mutilated certificate, a new certificate may be issued therefor upon such terms and such indemnity to the Corporation as the board of directors may prescribe.

Section 4. The first set of by-laws of the Corporation shall be adopted by the board of directors, but thereafter the by-laws of the Corporation may be altered, amended or repealed by the stockholders only at any regular or special meeting, provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

Section 5. The by-laws of the Corporation may define and fix other duties and responsibilities of the stockholders and prescribe other terms and conditions upon which stockholders shall be admitted to and retain stock in the Corporation, make provisions for annual and special meetings of stockholders, directors and notices thereof, provide for methods of voting, quorum requirements, transfer and termination of stock shares and any other matters relating to the internal organization and management of the Corporation, provided that such provisions shall not be inconsistent with these Articles of Incorporation or the laws of the State of Idaho.

ARTICLE IX

The Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, we as incorporators, and each of us having filed an application for stock shares have hereunto set our hands and affixed our seals this 4th day of June, 1973.

Name
H. Dean Shenton
H. Dean Shenton

Dubois, Idaho 83423

Gerald Holmes
Gerald Holmes
G. W. "Bill" Thomas
G. W. "Bill" Thomas

Dubois, Idaho 83423

Dubois, Idaho 83423

STATE OF IDAHO,

County of Clark,

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On this 4th day of June, 1973, before me, the undersigned, a Notary Public in and for said State, personally appeared H. DEAN SHENTON, GERALD HOLMES, and G.W. "Bill" THOMAS, known to me to be the persons whose names are subscribed to the within instrument, 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.

John A. Danner
Notary Public for Idaho

Residing at: Dubois, Idaho

My Commission Expires: 1977