

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

MINIDOKA COUNTY LAMB & WOOL POOL, INC.

was filed in the office of the Secretary of State on the **Thirtieth** day of **January**, A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **122** 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

50 years from the date hereof, with its registered office in this State located at

Rupert in the County of **Minidoka**

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 **30th** day of **January**, A.D., 1963 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
MINIDOKA COUNTY LAMB & WOOL POOL, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are citizens of the United States of America and bona fide residents of Minidoka County, State of Idaho, and who are engaged in the production and marketing of livestock and products thereby, have this day voluntarily associated ourselves together for the purpose of forming a non-profit cooperative association as provided by Chapter 10 of the Idaho Code; and we do hereby certify:

ARTICLE I.

That the name of the corporation shall be MINIDOKA COUNTY LAMB & WOOL POOL, INC.

ARTICLE II.

That the purposes for which this association is formed are:

(a) To engage in all activities in connection with marketing, selling and grading of lambs and wool and all matters related thereto.

(b) For the purpose of purchasing breeding ewes and selling to or buying for members of the association and any other matters relating to the growing, selling, handling and marketing of lambs and wool, and the processing or grading and any and all matters relating to the handling of said lambs and wool, and for the buying, pooling and warehousing or any other requirements that may be for the best interest of said association in the marketing of both wool and lambs for members of the association.

(c) To act as agent or representative of any member or members in any of the above activities.

(d) To purchase or otherwise acquire, hold, own and exercise all rights of ownership in, sell, transfer, pledge or guarantee the payment of dividends or interest on, or the retirement or redemption

of any membership certificates, and for any related activities in the marketing of lambs and wool and their related products.

(e) To establish reserves, invest the funds thereof in bonds or in such other property as may be provided in the By-Laws of this association.

(f) To buy, hold and exercise all privileges of ownership, over such real or personal property as may be necessary for the conduct and operation of any of the business of the association, or incidental thereto.

(g) To levy assessments in the manner and in the amount as may be provided in the By-Laws of this association.

(h) To do each and everything necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated, or conducive to or expedient for the interest or benefit of the association, and contract accordingly; and in addition exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which this association is organized or to the activities in which it is engaged; and, in addition, any other rights, powers and privileges granted by the laws of the State of Idaho to cooperative associations.

(i) To use or employ any of its facilities for any purpose, provided the proceeds arising from such use and employment shall go to reduce the cost of operation for its members; and provided further, that the products of nonmembers shall not be dealt in to an amount greater in value than such as are handled by it for its members.

(j) That the rights and interest of all members of the association shall be equal, and no member can have or acquire a greater interest therein than any other member.

(k) That the association shall issue its membership certificate to each member thereof, and such certificate shall not be assigned or transferred except by resolution of the board of directors, and under such regulations as shall be provided in the by-laws.

ARTICLE III.

That Rupert, in the County of Minidoka, State of Idaho, be and is hereby designated as the principal office for the transaction of the business of the association.

ARTICLE IV.

That under the terms and conditions prescribed by its by-laws, this association shall admit as members only such persons as are engaged in the production of livestock, consisting of sheep, and in the production of wool, lambs and the by-products thereof to be handled by or through this association, including the lessees and tenants of land used for the production of such products and any lessors and landlords who receive as rent all or part of the said lambs or wool crops, or related thereto from the leased premises or otherwise. The membership fee in this association shall be fixed and determined by its by-laws. The voting power and the property rights and interest of each member whose fees are fully paid, and who is in good standing, shall be equal. New members upon their admission in this association shall be entitled to vote and to share in the property of the association equally with old members. When a member has paid his membership fee in full, he shall receive a certificate of membership. The by-laws of this association shall prohibit the transfer of membership certificates to persons not engaged in the production of the products handled by this association, and such restrictions shall be printed upon every certificate issued.

ARTICLE V.

The existence of this association shall be for fifty years.

ARTICLE VI.

That the number of directors of said association shall be five, who must be members of this association. The term of office of such directors shall be for a period of three years. Provided, however, that the term of office of the directors who are to serve first shall expire upon the date of the first annual meeting of the members. The names and residences of those who are to serve as directors for the first year, or until the election and qualification of their successors, are as follows:

<u>Names</u>	<u>Residences</u>
James T. Horner	Rt. 2, Paul, Idaho
Joe M. Avelar	Paul, Idaho
Carl Hansen	Heyburn, Idaho
Guy Bailes	Rt. 2, Rupert, Idaho
Edw. W. Miller	Rt. 1, Rupert, Idaho

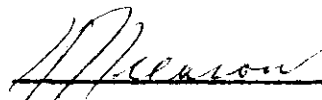
IN WITNESS WHEREOF, The Incorporators, including the persons named hereinabove as the first directors, have hereunto set their hands this 27th day of January, 1963.

James T. Horner
Joe M. Avelar
Carl Hansen
Guy Bailes
Edward W. Miller

STATE OF IDAHO,)
)
County of Minidoka) ss.

Before me, the undersigned, a Notary Public in and for said county and state, personally appeared James T. Horner, Joe M. Avelar, Carl Hansen, Guy Bailes and Edw. W. Miller, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same; and further certified to me that each and every one is a citizen of the United States of America, and a bona fide resident of the State of Idaho, and is over the age of twenty-one years.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this *21st* day of January, 1963.



Notary Public in and for Idaho
Residing: Rupert, Idaho