

**FILED EFFECTIVE**

ARTICLES OF INCORPORATION

OF

ELMORE COUNTY AGRI-BUSINESS COALITION, INC

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I  
NAME OF THE CORPORATION

The name of the Corporation is Elmore County Agri-Business Coalition, Inc.

ARTICLE II  
STATUS

The Corporation is a nonprofit corporation.

ARTICLE III  
PERIOD OF DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the County of Elmore, State of Idaho. The address of the initial registered office is 2645 East 18<sup>th</sup> South, Mountain Home, Idaho 83647, and the name of the initial registered agent at this address is Mike Grimmatt.

ARTICLE V  
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To protect and promote agriculture and agricultural rights in Elmore County in a proactive, positive and professional manner.

B. To educate the public about the importance of agriculture within Elmore County and insure that agriculture is properly represented at the county government level.

IDAHO SECRETARY OF STATE  
07/01/2005 05:00  
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C. To generally promote agriculture in Elmore County within the meaning of Section 501(c)(5) and 501(c)(6) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(5) and 501(c)(6).

D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) or 501(c)(6) of the Internal Revenue Code, as amended from time to time.

## ARTICLE VII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors and as provided in the Corporation's Bylaws.

## ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than seven. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in by Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John Feenstra	11000 South 18 <sup>th</sup> East Mountain Home, ID 83647
Scott McNeley	1301 Highway 67 Grandview, ID 83624
Sid Wing	P.O. Box 186 Mountain Home, ID 83647
Doug Mayne	1520 West 42 <sup>nd</sup> South Mountain Home, ID 83647
Doug King	6761 King Land King Hill, ID 83623
Carleen Braithwaite	1260 West Long Gulch Prairie, ID 83647
Jay Brown	8445 West 54 <sup>th</sup> Street Mountain Home, ID 83647
Jesse Rodriguez	495 Samarra Drive Mountain Home, ID 83647

#### ARTICLE IX MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### ARTICLE X DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under

Section 501(c)(3), 501(c)(5) or 501(c)(6) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### ARTICLE XI INCORPORATOR

The name and street address of the incorporator is Dave Bergh, 6025 Highway 30, Mountain Home, Idaho 83647.

#### ARTICLE XII BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated this 30<sup>TH</sup> day of JUNE, 2005.

Dave Bergh  
Dave Bergh

STATE OF IDAHO, )  
 ) ss.  
COUNTY OF ELMORE, )

On this 30<sup>th</sup> day of June, 2005, before me, the undersigned, a Notary Public in and for said state, personally appeared Dave Bergh, known 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.



Jay R. Friedly  
Notary Public for Idaho,  
Residing at Mountain Home, Idaho  
My commission expires: 5-29-09