



## 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

**BIG FOOT BAR GRADING ASSOCIATION, INC.,**

was filed in the office of the Secretary of State on the **Ninth** day of **March**,  
A.D. One Thousand Nine Hundred **sixty-six** **will be**  
~~and is~~ duly recorded on  
Film No. ~~one~~ of Record of Domestic Corporations, of the State of Idaho, and that the  
said articles contain the statement of facts required by Section 22-2608, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation by the name stated in the articles for

**Forty Years** from the date hereof, with its registered office in this State located at  
**P.O. Address**, **Grandview, Idaho**, in the County of **Elmore**, Idaho, and as such are entitled  
to all the rights and privileges granted to, and subject to the limitations and requirements of  
a Cooperative Marketing Association, as provided in said Chapter 26 of Title 22, 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 **Ninth** day of **March**,  
A. D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BIG FOOT BAR GRAZING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENT, That we, LE ROY DAVIS, GARY A. LAWSON, JACK L. LAWSON, TOM COLLETT, HAROLD COLLETT, and TOM BATES, have associated ourselves together for the purpose of forming a body corporate in accordance with the provisions of the State of Idaho and do hereby certify they are citizens of Idaho, U.S.A., over 21 years of age and do hereby make, execute, and acknowledge in triplicate, this certificate in writing.

ARTICLE I

The Corporate name of this Association shall be:

BIG FOOT BAR GRAZING ASSOCIATION, INC.

ARTICLE II

The purpose or purposes for which said association is formed are:

- (a) To engage in the business of providing by purchase, lease or otherwise, lands for grazing and recreational purposes in the State of Idaho, for the use and benefit of its members and not for the purpose of direct gain or pecuniary profit to the Association itself.
- (b) To own, operate and develop picnicking and other recreational facilities.
- (c) To hold, purchase, acquire, lease and convey real and personal estate; to borrow money for the use and needs of the Association; and to pledge and/or mortgage real, personal and intangible property of said Association as security therefor.
- (d) To levy assessments upon its members for the acquisition by lease, purchase or otherwise of grazing or forage producing lands and for the construction and maintenance of improvements, operation, repair and betterments of grazing lands; for the maintenance of equipment and facilities thereon and for payment of the lawful obligations of the Association.
- (e) To do any and all things that may be incident or conducive to the aforesaid objects, or any of them, and exercise the usual powers of corporate bodies.

- (f) To sue and be sued, complain and defend in any court of law or equity.
- (g) To have a corporate seal, which may be altered at pleasure and to use the same by causing it or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.
- (h) To appoint such officers and agents as the business of the Association shall require and to allow them suitable compensation.
- (i) To make bylaws not inconsistent with the constitution or laws of the United States, or of this state, for the management of its property; the regulation and government of its affairs; and for the certification and transfer of its membership certificates.
- (j) To wind up and dissolve itself, or to be wound up and dissolved in the manner provided by the statutes of this state.

### ARTICLE III

The principal place of business of the Association shall be located at Big Foot Bar Ranch, Elmore County, Idaho, P. O. address: Grandview, Idaho.

### ARTICLE IV

The term for which this Association shall exist is fifty years, unless sooner terminated by dissolution or otherwise.

### ARTICLE V

The affairs of the Association shall be under the control of five (5) directors, and those who shall as directors manage the affairs of the Association for the first year and until their successors are duly elected and qualified are:

LE ROY DAVIS  
GARY A. LAWSON  
JACK L. LAWSON  
TOM COLLETT  
TOM BATES

At the first annual meeting following the expiration of the one- year period for which the directors herein designated will serve, and at each annual meeting thereafter, a new Board of Directors will be elected in accordance with the provisions of the bylaws of the Association and the laws of the State of Idaho, in such cases made and provided.

## ARTICLE VI

Section 1. The authorized capital stock of the Association shall be 1,000 shares of assessable common stock without par value, which may be issued by the Association to the incorporators and to eligible and approved natural persons for such consideration as may be fixed from time to time by the Board of Directors. No dividends of any kind shall ever be declared or paid to the shareholders, except upon liquidation of the Association. This shall be a ~~cooperative~~ corporation organized under Chapter 26, Title 30, Idaho Code.

The ownership of each share of stock shall represent the right to share equally with every other share of stock outstanding in the use of the land, grazing and facilities of the association, subject to the payment of assessments and provisions contained in the bylaws to prevent overgrazing and other practices detrimental to the lands owned or controlled by the Association. All outstanding shares of stock shall be subject to assessment and to provisions to enforce the collection thereof, as provided in the bylaws of the Association.

Section 2. Membership in this Association shall represent the right to share with all other members in the use of the lands and facilities of the Association for grazing purposes, proportionately within the limits as shall be established in the bylaws of the Association, subject to the payment of established grazing fees and assessments, and subject to the provisions of the bylaws and regulations adopted by the Board of Directors to prevent overgrazing and other practices detrimental to the lands owned or operated by the Association. No member's individual liability shall extend beyond the consideration paid by each member for his membership certificate.

Section 3. Priority for membership in this Association shall be given to operators of not larger than family-size farms, with rights as to length of tenure and proximity of location to the grazing controlled by the Association, sufficient in the judgment of the Board of Directors, to enable such operators to make full beneficial use of the grazing and services furnished by the Association. A family-size farm shall be construed to mean a farm operated by one family which provides the entire management and more than fifty percent of the labor for such operation. The operator of a family-size farm together with the

members of his immediate family, shall be entitled to and shall hold only one membership in the Association.

Section 4. Stock in this Association shall be transferable and subject to mortgage or pledge only upon the approval of the Board of Directors. The above provision shall be recited in all certificates of membership issued.

#### ARTICLE VII

The bylaws of the Association for the management of its affairs shall be adopted by the members of said Association, and said members will be empowered to amend or repeal said bylaws in accordance with the provisions thereof.

#### ARTICLE VIII

Cumulative voting shall not be allowed. Each member shall be permitted only one vote regardless of the number of shares of stock held.

#### ARTICLE IX

~~XXXXX Association shall be expressly existent XXXXX~~

#### ARTICLE X

The address of the initial registered office shall be Grandview, Idaho, and the name of the initial registered agent for the service of process is Tom Bates, of Grandview, Idaho.

IN WITNESS WHEREOF, We, the incorporators, do hereby make, sign, seal and acknowledge this certificate in triplicate, certifying our subscription to the following number of shares each:

Signature

Post Office Address

Number of Shares

LeRoy Davis  
LeRoy Davis

Bruneau, Idaho

100

Gary A. Lawson  
Gary A. Lawson

Grandview, Idaho

100

Jack L. Lawson  
Jack L. Lawson

Grandview, Idaho

100

Thomas A. Collett  
Thomas A. Collett

Grandview, Idaho

100

Harold Collett  
Harold Collett

Grandview, Idaho

100

Tommy L. Bates  
Tommy L. Bates

Grandview, Idaho

100

STATE OF IDAHO )  
                  ss.  
County of Canyon )

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that LeRoy Davis, Gary A. Lawson, Jack L. Lawson, Tom Collett, Harold Collett and Tom Bates, who are known to me to be the persons whose names are subscribed to the foregoing Certificate of Incorporation, appeared before me this day in person and each acknowledged that he signed, sealed and delivered said instrument in writing as his free and voluntary act, for the uses and purposes therein set forth.

WITNESS my hand and notarial seal this 5<sup>th</sup> day of March, 1966.

*Wayne P. Fuller*

Notary Public for Idaho  
Residing at Caldwell, Idaho  
My commission expires: 1-17-69