



CERTIFICATE OF INCORPORATION

ARNOLD WILLIAMS,

~~XXXXXXXXXXXX~~ I, **JAS. H. YOUNG**, 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

CUSTER COUNTY LIVESTOCK MARKETING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **23rd** day of **February**,
A.D. One Thousand Nine Hundred **Fifty-Nine**, and is duly recorded on
Film No. **106** 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
fifty (50) years from the date hereof, with its registered office in this State located at
Challis, in the County of **Custer**, 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 **23rd** day of **February**,
A. D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

CUSTER COUNTY LIVESTOCK MARKETING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are residents, of full age, citizens of the United States of America and the State of Idaho, engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming and incorporating a non-profit, cooperative, marketing association, under the provisions of the "Cooperative Marketing Act" of the State of Idaho, and hereby make, subscribe, and execute the following Articles of Incorporation of said association:

ARTICLE I NAME

That the name of this association is the Custer County Livestock Marketing Association, Inc.

ARTICLE II PURPOSE AND POWERS

That the objects and purposes of which this association is formed are:

(a) To receive, handle, feed, purchase, grade, process, pack, market, ship and/or sell, livestock and livestock products of all kinds belonging, particularly to the members of this association, but also to non-members not to exceed the amount of that handled for members, and to do all things necessary and convenient in connection with any of said operations. To cooperate or contract with other associations or individuals engaged in similar purposes and to exercise and have all the power necessary and proper to carry into effect the purpose for which such association is formed, and to do any and all things incident to the above purposes.

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

(c) To act and serve as agent, with power and authority irrevocable, in all, or any, of the purposes enumerated or included within the scope of the activities of this association.

(d) To purchase, or otherwise acquire, and to hold, own, and exercise, all rights of ownership in, and to sell, transfer, or pledge shares of the capital stock, certificates of membership, or bonds of any corporation, or association engaged in any related activity, or in the handling, or marketing of any of the products handled by this association or to become a member of any other association, or corporation, organized under the provisions of said "Cooperative Marketing Act."

(e) To borrow money without limitation; to make advances to its members and non-members, to incur indebtedness and to pledge any of its property as security in any manner permitted by law.

(f) To purchase, handle, and sell supplies and equipment used in connection with the production and marketing of livestock and livestock products, to members and non-members to the extent provided for under the Cooperative Marketing Act of the State of Idaho and acts amendatory, thereto.

(g) To do each and everything necessary, suitable, or proper, for the accomplishment of any 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 to contract accordingly; and in addition, to exercise and possess all powers, rights, and privileges necessary, or incidental to, the purposes for which the 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 ordinary corporations, except such as are inconsistent with the express provisions of the Idaho Cooperative Marketing Act under which this association is incorporated; and to do any such thing anywhere, both within and without the State of Idaho used in connection with the production and marketing of livestock and livestock products.

ARTICLE III PLACE OF BUSINESS

This Association shall have its principal place of business in the City of Challis, County of Custer, State of Idaho.

ARTICLE IV TERM OF EXISTENCE

That the term for which said association is to exist shall be fifty (50) years from and after date of its incorporation.

ARTICLE V DIRECTORS

That the number of Directors thereof shall not be less than 7 provided that the authorized number of directors may be changed by a By-Law duly adopted by the members of said association, subject to any restrictions of law as to the minimum number of directors applicable thereto; that the term of their office shall be 3 years or until the election and qualification of their successors.

The Directors shall be elected by the members of this corporation at their annual meeting, and each member shall have one vote for each Director to be elected. No one shall be eligible to be a director unless he is a member to this Corporation.

ARTICLE VI MEMBERSHIP VOTING PROPERTY RIGHTS

This association shall not have any capital stock, but shall admit applicants to membership in the association upon such uniform conditions as may be prescribed by the By-Laws. This association shall be operated on a cooperative basis for the mutual benefits of its members as producers, and membership in the association shall be restricted to producers of livestock and livestock products who shall patronize the association.

The voting rights of the members of the association shall be equal and no member shall have more than one vote. The property rights and interests of each member in the association shall be unequal; and shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all the members with the association. New members admitted to membership shall be entitled to share in the property of the association in accordance with the foregoing general rule.

ARTICLE VII MEMBERSHIP LIABILITIES

The private property of a member of this corporation shall not be subject to the payment of corporate debts; and, except for debts lawfully contracted between him and the association, no member shall be liable for the debts of the association to an amount exceeding the sum unpaid on his membership fee.

ARTICLE VIII

This association is formed to function without profit, on a cooperative basis, for the mutual benefit of its members, as their agent, with power and authority irrevocable. After payment of all annual operating costs, the balance of the deductions made for the handling of products or savings from operations of the association, or surplus arising from any source, shall be prorated and distributed, on the books of the association, on a patronage basis. Such amounts accumulated from business done in any one year shall be allocated on the books of/and records of the Association, shall afford a means for doing so at any time, so that in the event of dissolution, or earlier distribution, such amounts, or any part thereof, may be prorated and returned, exclusively, however, within the discretion of the Board of Directors. These credits allocated on a patronage basis may serve as the basis for the issuance of certification of equity or the creation of reserves for any necessary purpose.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be altered or amended in any request, at any regular meeting or at any special meeting called for that purpose. An amendment must first be approved by a majority of the directors and then adopted by the affirmative vote of a majority of the members of the entire association.

IN TESTIMONY THEREOF, We have hereunto set our hands as incorporators,
this 15th day of January, 1959.

<u>NAME</u>	<u>ADDRESS</u>
<u>Frank Leavitt</u>	<u>Markey Idaho</u>
<u>Otto L. Johnson</u>	<u>Markey Idaho</u>
<u>Lynn Johnson</u>	<u>Challis, Idaho</u>
<u>Buell H. Burns</u>	<u>Ellis, Idaho</u>
<u>Allen Getty</u>	<u>Clayton Idaho</u>
<u>Dan Woolley</u>	<u>Stanley, Idaho</u>
<u>Lester D. Ziegler</u>	<u>Challis Idaho</u>

State of Idaho)

County of Custer)

Before me, the Notary Public, with and for said County and State, on
this 15th day of January, 1959, Personally appeared
Frank Leavitt, Otto L. Johnson, Lynn Johnson, Buell H. Burns, Allen Getty,
Dan Woolley, and Lester D. Ziegler,

known to me to be the persons whose names are subscribed to the within instrument
and acknowledged that they have executed the same as their free and voluntary act
for the uses and purposes therein set forth and that all of the other persons
subscribing to said instrument did likewise so do.

Witness my hand and official seal the day and year above set forth.

J. Lessil Sharp
Notary Public for Idaho
Residing at Challis, therein.

My commission expires:

March 17, 1959.