



Department of State.

CERTIFICATE OF INCORPORATION

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

SHOSHONE UNIT CATTLEMEN INCORPORATED

was filed in the office of the Secretary of State on the **31st** day
of **July** A. D. One Thousand Nine Hundred **Fifty-eight** and
is duly recorded on Film No. **103** 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
perpetual existence from the date hereof, with its registered office in this State located at

Shoshone in the County of **Lincoln**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooper-
ative 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 **31st** day of **July**,
A.D., **1958**.

Secretary of State.

SHOSHONE UNIT CATTLEMEN INCORPORATED

ARTICLE -I- Name, Place of Business

This Corporation is organized pursuant to Chapter Ten (10) of Title 30, Idaho Code for the purpose of forming a non-profit corporation for which purpose the undersigned hereby associate themselves.

The name of this corporation shall be the Shoshone Unit Cattlemen Incorporated. The office and principal place of business of this association shall be at Shoshone, Idaho.

ARTICLE -II- Purpose and Powers

This Association shall be organized under the afore said law to promote and encourage a spirit of fairness, one with the other, to cooperate in effecting an orderly and proper use of the Federal Range and of the lands controlled by the Association, to recommend to and advise local officers of the Bureau of Land Management in matters pertaining to the best interest of this association and its members, and to employ such help and assistance as the Board of Directors deems necessary to carry out said purpose and to pay for the same from funds of the Association.

ARTICLE -III- Membership

Any grower of livestock granted a license or permit by the Bureau of Land Management to graze livestock upon the range now known as the cattle allotment of the Shoshone Unit of the Idaho Grazing District No. 5 upon the payment of a twenty-five cent fee (25¢) and upon acceptance by the Board of Directors may become a member of the Association, providing however that any member seeking membership in the Association after its original organization shall pay such fee as the majority of the Board of Directors shall at that time determine.

ARTICLE -IV- Powers

1. To lease or buy land, or to otherwise acquire in the name of this corporation the control of State, County, privately owned, tax-default, or other lands within or near a grazing district, and to sell, lease or otherwise dispose of the same.

2. Make contributions in cash, property, material or labor, toward the administration, protection and improvement of the Federal Range lying within the Grazing District.

3. To construct and maintain fences, wells, reservoirs and other improvements necessary to the care and management of the livestock grazed in the Grazing District, if and when authorized by the Secretary of Interior.

4. To act in an advisory capacity to the Bureau of Land Management in the administration of Federal Range lying within the Grazing District. All recommendations made by the Association to the Bureau of Land Management shall be subject to the provisions of the Federal Range Code and shall include the right of a hearing before an examiner of the Bureau of Land Management on necessity and propriety of any action recommended and an appeal to the Secretary from the Examiner's findings of fact and decision.

5. To recommend the amount, manner of apportionment, time and method of collection of assessments for strictly association purposes, as well as for the public purposes contemplated by the act.

6. To enter into cooperative agreement with the Bureau of Land Management for any of the foregoing purposes or for any other purpose authorized by the act.

7. To determine in cooperation with the Bureau of Land Management, the range management practices to be followed by the Association and its members such as salting, riding, sanitation, etc.

ARTICLE -V- (Officers) Notice Annual Meeting

1. The officers of this Association shall consist of a Board of Directors of five members.

2. The President, Vice-President and Secretary-Treasurer and two Directors shall be elected by the Association members and upon election will be the Board of Directors.

3. The Board of Directors shall be chosen at the annual meeting of the Association to be held the second full week in January. The normal term of office for all Directors will be for a period of three years.

4. Notice of this annual meeting shall be published at least two weeks prior to the date of said meeting which notice shall appear at weekly intervals, one following the other in a legal publication in Lincoln County, Idaho. Said notice shall give the date, time and place of meeting, or the Secretary-Treasurer may mail cards giving this information to each member ten days prior to the date of said meeting.

5. Each board member and officer must be a member of this association.

ARTICLE -VI- Voting

1. Each member of this Association having a license or permit for cattle on the Federal Range in what is known as the Shoshone Unit of the Idaho Grazing District No. 5, shall be entitled to one vote.

2. Any member may become a candidate for the Board of Directors, by having his name placed in nomination by any member and seconded by any other member of this Association.

3. Any candidate to be elected to the Board of Directors must have received a majority of the votes cast at the regular annual meeting.

4. No election shall be valid unless fifty-one percent (51%) of the voting units are represented at the election.

5. All votes must be cast by the member holding the license or permit.

ARTICLE -VII- Duties

The duties of the respective officers shall be as set forth in the By-Laws of the Association and the general business of the Association shall be managed by said officers.

ARTICLE -VIII- Business

The Board of Directors shall consider all matters concerning the Association and its interest, shall transact such business as may come before them; and the decisions of the Board shall be final.

ARTICLE -IX- Dues

Annual dues of this Association shall be sufficient to cover all expenses incurred annually in exercising the powers of this Association as defined in Article Four and shall be set from time to time by the Board of Directors.

ARTICLE -X- Remuneration

No officer of the Association shall receive any remuneration for his services, but shall be paid his actual expenses while engaged in the performance of his duties, except the Secretary-Treasurer, who shall be paid a reasonable sum for services rendered, the amount thereof to be fixed by the Board of Directors. Those officers or members delegated by the Board of Directors to

represent this Association in matters of common interest to the members of this Association shall in no event receive more than the actual expenses necessarily incurred by them in the performance of such duties, provided however that said Board of Directors shall employ and pay on behalf of the Association such employees and personnel as in the opinion of said Board is necessary to carry out the purpose of this Corporation.

ARTICLE -XI- Special Meetings

The President, or Vice-President in the absence of the President, may call a special meeting of the Association, upon giving members five days' notice thereof in writing of the place and time of such meeting which shall be designated by the President or Vice-President.

ARTICLE -XII- Amendments

Amendments to the Constitution and By-Laws of the Association may be made at regular or special meetings called for the purpose upon a sixty percent (60%) majority vote of the voting units represented by the members of the Association.

ARTICLE -XIII- Distribution of Surplus Funds

The Association shall be operated on a non-profit basis for the mutual benefit of its members. It is not anticipated that it will have a surplus fund but if its income should exceed its expenditures, the surplus, at the end of each operating season, shall be returned on a pro-rated basis as the same was received from the respective members; in the event of the dissolution of the Association any unused money shall be distributed to the members in good standing in proportion to each as said member or his successor in interest shall have contributed to the fund to be distributed. At the time of dissolution or at the end of any fiscal year the distribution shall be made only to those members in good standing and any member having forfeited his membership in said Association shall not share in said distribution. The owner of any interest transferred to a member shall be entitled to share in said distribution on the same basis. Only such surpluses as are determined by the Board of Directors shall be distributed.

ARTICLE -XIV- Term

The term for which this corporation shall exist shall be perpetual.

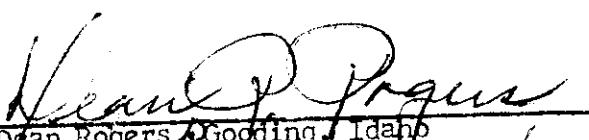
ARTICLE -XV- Transfer of Membership

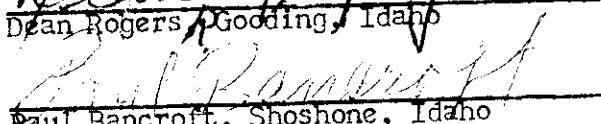
No member of good standing shall sell or transfer his interest in this Association until he shall first offer the same for sale to the Association or a member thereof at no greater amount than that for which he shall have a bonafide offer, provided however that any member may sell his grazing right when selling the land to which same is appurtenant.

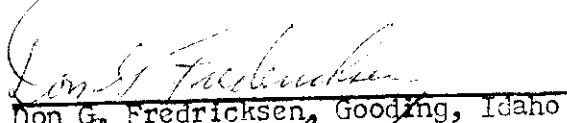
ARTICLE -XVI- Termination of Membership

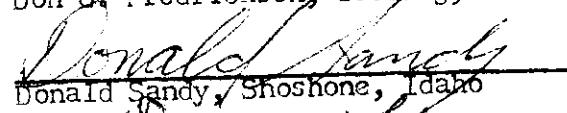
The membership of any member may by a vote of the majority of the Board of Directors be terminated for the violation of any of the provisions of these Articles of Incorporation or the non-payment of any assessment made by the Association and such termination of membership shall cause all interest of said member in said Association to cease.

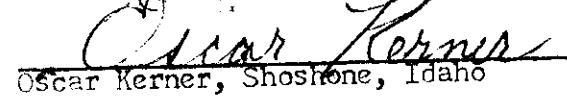
WITNESS Our hands July 24th, 1958.


Dean Rogers, Gooding, Idaho


Paul Bancroft, Shoshone, Idaho


Don G. Fredricksen, Gooding, Idaho


Donald Sandy, Shoshone, Idaho


Oscar Kerner, Shoshone, Idaho

INCORPORATORS

STATE OF IDAHO)
(
(SS.
COUNTY OF LINCOLN)

On this 24th day of July, 1958, before me the undersigned, a Notary public in and for the State of Idaho, personally appeared Don G. Fredericksen, ^{all full-age citizens of the United States,} Donald Sandy, Oscar Kerner, Dean Rogers, and Paul Bancroft, known to me to be the persons whose names are subscribed as incorporators to the foregoing articles of incorporation and acknowledged to me that they severally and jointly executed the same.

WITNESS My Hand and Notarial Seal July 24th, 1958.

Donald J. Atkins
Notary Public, residing at Shoshone, Ida.