

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, FRED E. LEWERS, 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

LEWISTON GRAIN GROWERS, INC.

was filed in the office of the Secretary of State on the tenth day of March, A. D. One Thousand Nine Hundred thirty and is duly recorded in Book A-24 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 8 of Chapter 246 of the 1929 Session Laws of the State of Idaho, and Chapter 124 of the Session Laws of 1921, as amended by Chapter 179 of the Session Laws of 1923.

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 a term of fifty years from the date hereof, with its registered office in this State located at Lewiston, in the County of Nez Perce, Idaho, and as such are entitled to all the rights and privileges granted to, and subject to the limitations and requirements of a Co-operative Marketing Association, as provided in said Chapter 124 of the Session Laws of 1921 and subsequent amendments.

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 tenth day of March, in the year of our Lord one thousand nine hundred and thirty and of the Independence of the United States of America the One Hundred and Fifty-fourth.

Secretary of State.

ARTICLES OF INCORPORATION

OF

Lewiston

GRAIN GROWERS, INC.

We, the undersigned, whose names are hereunto subscribed do hereby associate ourselves together for the purpose of forming a corporation under the laws of the state of Idaho.

I.

The name of this corporation is Lewiston GRAIN GROWERS, INC.,
and its duration shall be fifty (50) years, with its principal place of business at Lewiston, Idaho,
County of Nez Perce, State of Idaho.

II.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are:

Section 1. To be a non-profit, cooperative agricultural organization instituted to promote and provide a medium for unity of effort by farmers and their associations in the handling and marketing of the products; to conduct its operations agreeable to the Act of Congress of the United States, commonly known and referred to as "Agricultural Marketing Act," approved June 15th, 1929, and to carry out the policy of Congress as stated in that Act; to take advantage of the laws of the State of Idaho relating to agricultural non-profit cooperative associations; to serve as a marketing association for the handling of the farm products belonging to its members or stockholders on the cooperative plan; to reduce waste and effect economies with reference thereto; and to do anything that is conducive to said purposes.

Section 2. To establish, maintain, and provide facilities for efficiently and economically storing, handling and marketing, in any capacity and on any basis that may be agreed upon, wheat and other products; to prepare, grade, test and mix the same for market; to buy, sell and distribute the same; and to engage in any activity in connection therewith.

Section 3. To buy grain from its stockholders and others and to sell the same, but it shall not deal in grain of non-stockholders to an amount greater in value than such as is handled by it for its stockholders.

Section 4. To enter into contracts if deemed advisable, with stockholders requiring them to market their grain for a specified period to or through this corporation; and to act as agent, representative, owner, factor or broker with reference to wheat or other grains in the handling, preparing for market, and marketing the same.

Section 5. To loan money to individual members to assist them in financing and marketing their grain, but no such loan shall be made to any member unless he patronizes and uses the marketing facilities of this corporation.

Section 6. To buy, acquire, own, hold, handle, deal in, sell and otherwise dispose of and exercise all the privileges of ownership in all kinds of real or personal property.

Section 7. To acquire the rights and property and to undertake the whole or any part of the assets and liabilities, of any person, firm, association, or corporation, for any purpose; to pay for the same in cash or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

Section 8. To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, or other evidences of indebtedness created by other corporations for any purpose and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon.

Section 9. To borrow money for any of the purposes of this corporation without limitation; and to issue deeds of trust, notes and other obligations therefor, and to secure the same by pledge, mortgage, or deeds of trust on the whole or any part of the property of this corporation either real or personal, or to issue notes, or other obligations without any such security.

Section 10. To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose.

Section 11. To purchase, hold, or re-issue the shares of its capital stock, as provided by law.

Section 12. The objects herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference to the terms of any other clause or paragraph of these articles of incorporation.

The foregoing enumeration of the specific powers shall not be held to limit or restrict in any manner the powers of this corporation but said corporation shall have all the privileges and immunities granted by the acts of Congress of the United States and the laws of the State of Idaho to non-profit cooperative agricultural organizations and be subject only to such restrictions and limitations as may be contained in said acts of Congress and the laws of said state. It is further expressly provided that this corporation shall have full, complete and ample power to engage in and transact any lawful business whatever, and do any and all things necessary therefor to the same extent as any corporation or natural person might or could do, as principal, agent, contractor, trustee, or otherwise, alone or in company with others.

III.

The capital stock of this corporation shall be \$ 48,000.00 which shall be represented by 1600 shares of common stock at the par value of \$ 30.00 per share.

Provided said corporation may issue in addition to its common stock non-voting preferred stock to an equal amount of the same par value, bearing interest at not to exceed eight per cent per annum, which preferred stock may be issued, redeemed and reissued from time to time as determined by the Board of Directors, or as prescribed by the by-laws, all in accordance with the statutes of this state.

IV.

Section 1. Any person, firm, partnership, corporation or association, including both landlords and tenants in share tenancies, who may be a producer of any of the farm products handled by the Association may become a member of this Association upon application accepted by the Board of Directors, by agreeing to comply with the requirements of the by-laws, by purchasing the required number of shares of its capital stock and by meeting any other requirements of the Board of Directors.

Section 2. In order to further the purposes for which this Association is formed by preventing those who are ineligible to subscribe for stock hereof from acquiring the same, no stock or certificate of stock of this Association may be transferred by the holder thereof except with the approval and consent of the Board of Directors thereof and then only to such persons as are eligible to subscribe for the same; and any attempt to transfer such stock or certificate of stock hereof except as described above shall vest no title thereto in the purchaser or receiver and no right to participate in the affairs of this Association by reason thereof.

Section 3. In the event a stockholder is expelled or is found ineligible by the Board of Directors to own or hold stock in the Association, the stockholder may sell his stock to any person approved by the Board. If there be no such purchaser the Grower hereby designates the Secretary of the Association as his agent to effect the sale and transfer of his shares and the Board shall pay for said stock at its reasonable value, as conclusively determined by the Board, and the Association may thereafter re-issue said shares to a qualified person to the same effect as if said stock had been offered for transfer in the usual manner.

Section 4. By subscribing or applying for, or accepting stock of this Association, each subscriber, applicant or acceptor expressly warrants that he is, or will at once become, and continue to be, eligible to hold stock in this Association and expressly agrees that if and when the Board of Directors of this Association finds him to be ineligible to hold such stock, that during the period of such ineligibility, he shall have no voice or right as a stockholder in the management of the affairs of this Association and all such management shall be determined and conducted as though such subscription or application for, or issuance of, such stock had never been made.

V. or more number
Section 1. The number of directors of this Association shall be 5. The term of office and manner of election shall be as provided in the by-laws. Until the first election the following shall be directors, to-wit:

Henry Crozier. George N. Ausman. Ira K. McIntosh
W. E. Woods. W. D. Sangster.

Section 2. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho the Board of Directors is expressly authorized:

(a) To enter into such agreements, stipulations, or arrangements with the Federal Farm Board, the Farmers National Grain oration, and the North Pacific Grain Growers, Inc., and any other association or organization which may establish eligibility under the Agricultural Marketing Act, as may be deemed advisable for obtaining, securing, protecting, safeguarding and insuring the payment of loans made to its members by any of said agencies.

(b) To set apart out of the funds of the Association available for dividends a reserve or reserves for any proper purpose and to abolish such reserves; and to authorize and cause to be executed mortgages and liens upon the property and franchises of this Association.

VI.

Section 1. This Association is formed to function on a cooperative basis for the mutual benefit of its stockholders and no dividends shall be paid on the stock thereof in any year in excess of eight per cent of its par value. Reasonable reserves, as determined by the Board of Directors, may be set aside from year to year. After setting aside such reserves and after the payment of a fair rate of interest or dividend in any year, the balance of the net earnings or savings of the Association shall be distributed on a patronage basis.

Section 2. Without regard to the foregoing, until the sum of paid up capital and surplus of this Association equals \$ 48,000.00 every stockholder, on becoming such, thereby authorizes and directs that all net earnings made or savings of every character effected by this Association, which are distributable to the stockholder as aforesaid, shall be first applied to the payment of any stock subscription or indebtedness owed by him to the Association and the balance shall be paid in cash.

VII.

Section 1. If this organization enters into an agreement with the North Pacific Grain Growers, Inc., then the general manager and business policies of this Association shall at all times be such as are satisfactory to said North Pacific Grain Growers, Inc., the Board of Directors of which may at any time make such changes in the management and/or business policies of this Association as it deems advisable.

Section 2. Private property of the stockholder shall not be subject to the payment of corporate debts.

Section 3. This Association reserves the right to amend, alter, change, or repeal any of the provisions contained in this certificate of incorporation, in the manner now and hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 5th day of March, A. D. 1930.

In the presence of:

Henry Crozier (SEAL)
Geo. N. Ausman (SEAL)
Ira K. McIntosh (SEAL)
W. E. Woods (SEAL)
W. D. Sangster (SEAL)

STATE OF IDAHO, }
COUNTY OF Nez Perce } ss.

BE IT REMEMBERED, that on this 5th day of March, 1930, personally appeared before me, a notary Public in and for the State and County aforesaid, Henry Crozier, Geo. N. Ausman, Ira K. McIntosh, W. E. Woods, W. D. Sangster.

all the parties to the foregoing Articles of Incorporation, known to me personally to be such, and severally acknowledged the said Articles of Incorporation to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Edward C. Butler
Notary Public for the State of Idaho,

residing at Lewiston, Idaho

My term expires 9-14-33