



Department of State.

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

FARM BUREAU MARKETING ASSOCIATION OF IDAHO, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **January**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **126** 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, 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

Pocatello

in the County of

Bannock.

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 **24th** day of **January**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
FARM BUREAU MARKETING ASSOCIATION OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being all bona fide residents of the State of Idaho, do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify:

I

That the name of this corporation shall be:

FARM BUREAU MARKETING ASSOCIATION OF IDAHO, INC.

II

The purposes for which this corporation is formed are as follows:

- (a) To engage in any activity in connection with the production, growing, marketing, selling, preserving, harvesting, drying, procuring, manufacturing, canning, packaging, warehousing, grading, handling, shipping, processing, weighing, testing, transporting, promoting, utilizing, and advertising of farm or agricultural products or by-products;
- (b) To encourage the efficient production and distribution of agricultural and other products derived from the natural resources and labor resources of this state; to stabilize marketing conditions;
- (c) To provide producers with an agency and organization and machinery for the disposition of their products on a pool basis or otherwise;
- (d) To conduct generally an agricultural marketing and purchasing business in any form and in any or all of its phases;
- (e) To adopt, enforce or suggest standards of quality by providing for inspection and grading services, enforcing rules and regulations for receiving, handling, grading, processing, testing, holding, transporting, shipping, or otherwise distributing or marketing agricultural products or by-products;
- (f) To function to assist in expanding markets and promoting sale of farm commodities, both domestic and foreign; to facilitate orderly marketing and develop favorable buyer relations for marketing of agricultural products;
- (g) To act in its own name as principal or to act as agent for others in bargaining, negotiating or contracting marketing or labor agreements;

(h) To contract with individuals, groups, associations, corporations, or other organizations in furtherance of the objects of this corporation;

(i) To act in its own name as principal or agent in performing any function or rendering any service authorized by these Articles; to enter into marketing contracts; to contract with any individual, association, cooperative or other organization or agency for performing or facilitating any of the activities herein authorized or incidental thereto and to establish and maintain joint agencies or representatives in connection with other associations, individuals, agencies, or organizations, and to organize and to join and maintain any federated cooperative association or otherwise to cooperate with the associations of others in carrying out the purposes of this corporation;

(j) To buy, sell, lease, own, operate, maintain, alter, repair, and generally deal in and with, any and all supplies, materials, machinery, tools, parts, and accessories, whether new or used, which may be useful, convenient, or incident to any power or purpose herein set forth;

(k) To purchase, hold, own, lease, take in exchange, or otherwise acquire, real property, and interests therein, and all water and other rights appurtenant thereto, together with any buildings or structures that may be on said real property, or any of them, and to sell, mortgage, hypothecate, lease, exchange, or otherwise alienate or dispose of, the whole or any portion, of said real properties, interests, and rights, or any thereof, all, or any of, buildings or structures that now are, or hereafter may be, erected thereon, or in connection therewith, and to take such security therefor as may be deemed necessary; to erect buildings and to deal in building material; to take or hold mortgages for any unpaid balance of the purchase price of any of said real properties, buildings, or structures so sold, and to sell or otherwise dispose of said mortgages; to improve, alter, and manage such real properties and buildings; to guarantee and otherwise assist in the performance of contracts and mortgages of persons, firms, or corporations with whom this corporation may have dealings; and to assume and take over such mortgages or contracts on default;

(l) To borrow or lend money, either as principal or agent, to give or take such evidence of indebtedness or such security as may be necessary or desirable, for the purchase of any personal property or commodity, for working capital, for making advances to members and other patrons as such, or for any other lawful purpose.

(m) To purchase, hold, cancel, re-issue, sell, and transfer, or any thereof, its own shares of stock, bonds, debentures, and other evidences of indebtedness, insofar as the same may be permitted under the by-laws of this corporation and the laws of the State of Idaho;

(n) To distribute in kind, or in specie, or otherwise, as may be resolved, any assets of this corporation among its stockholders, and particularly the shares, bonds, debentures, and other securities of any other company, or companies, that may take over the whole or any part of the assets and liabilities of this corporation.

III

That the period of existence of this corporation shall be perpetual.

IV

That the location and postoffice address, and the registered office of this corporation shall be Pocatello, Bannock County, Idaho.

V

The business and prudential affairs of this corporation shall be managed by a Board of Directors, consisting of not less than nine (9) nor more than fifteen (15) Directors, the number and qualifications thereof to be determined in the form and manner and pursuant to the provisions set forth in the By-Laws of this corporation; the said Directors need not be Stockholders of said corporation.

VI

The amount of total authorized capital stock of this corporation is to be Sixteen Thousand Dollars (\$16,000.00), divided into two classes as follows:

(a) 4,000 shares of the par value of \$1.00 each, to be designated as COMMON STOCK, to be issued to and owned by only bona fide members of the Idaho Farm Bureau Federation, in good standing;

(b) 6,000 shares of the par value of \$2.00 each, to be designated as PREFERRED STOCK, to be issued to and owned only by the Idaho Farm Bureau Federation, a corporation.

The holders of the preferred stock are entitled in each year to receive dividends at the rate of 5% per annum, payable out of the net profits of the company, before any dividend shall be declared or paid on the common stock for such year. If, in any year, dividends amounting to 5% per annum shall not be declared payable on the preferred ~~stock~~ for lack of net profits, the holder of said preferred stock shall not receive any further dividends for said year, the dividends on such preferred ~~stock~~ not being cumulative.

In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the distribution to the holders of the preferred stock and the common stock shall be pro rated consistent with the par value of said stocks but otherwise shall be treated as though they constitute shares of the same class.

Each class of stock of the corporation shall have equal and full voting powers and rights.

VII

The amount of stock which has been actually subscribed by the following named persons and the amount subscribed by each is as follows, to-wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>PAR VALUE</u>	<u>CLASS</u>
Nyal Rydalch	Route #2 St. Anthony, Idaho	One	\$1.00	Common
O. Thayne Thompson	Downey, Idaho P. O. Box 910	One	\$1.00	Common
Lloyd D. Browning	Pocatello, Idaho	One	\$1.00	Common

IN WITNESS WHEREOF, we, the undersigned, being of lawful age and citizens of the United States, have hereunto set our hands and seals this 17th day of January, 1964.

Nyal Rydalch
O. Thayne Thompson
Lloyd D. Browning

STATE OF IDAHO)
COUNTY OF BANNOCK) SS:

On this 17th day of January, 1964, before me, a Notary Public, in and for said County and State, personally appeared Nyal Rydalch, O. Thayne Thompson and Lloyd D. Browning, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Joseph E. Emerson
NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho

(S E A L)