# State of Idaho

GREAT SEAL OF THE STATE OF IDAHO — ESTO PERPETUA

## 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

**GLENNS FERRY GRAZING ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **Fifteenth** day of **September** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~Film No.~~ **microfilm** 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 **Glenns Ferry** in the County of **Elmore.**

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 **15th** day of **September**, A.D., 19**65**.

Secretary of State.

Domestic

ARTICLES OF INCORPORATION

OF

GLENNS FERRY GRAZING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, EACH BEING A NATURAL PERSON OF FULL AGE AND A CITIZEN OF THE UNITED STATES OF AMERICA, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

I.

The name of this corporation shall be:

GLENNS FERRY GRAZING ASSOCIATION, INC.

II.

The term of existence of this corporation shall be perpetual.

III.

The registered office of this corporation in the State of Idaho shall be located in the City of Glenns Ferry, County of Elmore, State of Idaho, and the Post Office Address of such registered office shall be ~~BOX~~ Drawer T, Glenns Ferry, Idaho.

IV.

Section 1. The authorized capital stock of the Association shall be 400 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.

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 lands, 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.

V.

The Board of Directors of this corporation shall consist of five members all of whom shall be stockholders and all of the powers of this corporation are hereby conferred upon such Directors insofar as such powers may lawfully be vested in and exercised by such a Board.

VI.

This corporation hereby reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner now provided or which may hereafter be provided by the statutes of the State of Idaho, and all rights, privileges and powers by these Articles conferred are subject to this reservation.

VII.

The purpose for which this corporation 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 to the Association itself, and to make possible the acquisition, control, conservation and the shift in use of lands recreational purposes, only, to the end that the members of said Association may stabilize their farming and ranching operations and to

the further end, that lands that are now producing crops will be planted to grass, and thereafter used for grazing and recreational purposes and to do other things not forbidden by law.

(b) 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.

(c) 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.

(d) 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.

(e) To sue and be sued, complain and defend in any court of law or equity.

(f) 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.

(g) To appoint such officers and agents as the business of the Association shall require and to allow them suitable compensation.

(h) To make by-laws 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 stock.

(i) To wind up and dissolve itself, or to be wound up and dissolved in the manner provided by the statutes of this state.

(j) Provided, however, that this corporation is not organized for profit and shall not be operated for profit and shall be without the power to declare or disburse dividends.

VIII.

The By-Laws of the corporation for the management of its affairs shall be adopted by the stockholders of the corporation and said stockholders are empowered to amend or repeal said By-Laws in accordance with the provisions thereof.

IX.

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

X.

The amount of capital stock actually subscribed is 165 shares of no par value and the following are the names and places of residences of each of the incorporators who have subscribed to the said stock.

| Name | Address | No. Of Shares |
|---|---|---|
| Wes Lee Hoalst | Hammett, Idaho | 10 |
| Donald R. Carnahan | King Hill, Idaho | 10 |
| William H. Walker | Glenns Ferry, Idaho | 15 |
| W. H. Trail | King Hill, Idaho | 10 |

| Name | Address | No. Of Shares |
|---|---|---|
| Carl W. Trail | King Hill, Idaho | 15 |
| Daryl M. Keck | Hammett, Idaho | 10 |
| Stanley O. Jones | Glenns Ferry, Idaho | 15 |
| Ray F. Blair | Glenns Ferry, Idaho | 10 |
| Lee T. Trail | King Hill, Idaho | 10 |
| Daniel E. Wicher | Glenns Ferry, Idaho | 10 |
| Henry Leydet | Mt. Home, Idaho | 10 |
| Marvin Wootan | Glenns Ferry, Idaho | 10 |
| Eugene H. Gabert | King Hill, Idaho | 10 |
| George V. Withers | Hammett, Idaho | 10 |
| Leslie F. Beam | Glenns Ferry, Idaho | 10 |
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IN WITNESS WHEREOF, We the above named incorporators have hereunto set our respective hands and seals this 30th day of July, 1965.

Thos. Lee Harold

Donald R. Carnahan

Marvin H. Stevens

H. H. Trail

Carl W. Trail

Raymond M Keck
Stanley Davies
Ray F. Blair
Lieut. Trail
Daniel C. Fischer
Henry Freyer
Marvin Wooten
Eugene H. Gebert
Joseph Matthews
Leslie J. Beam

STATE OF IDAHO )
) ss.
County of Elmore )

On this 30th day of July, in the year 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared WES LEE HOALST, DONALD R. CARNAHAN, WILLIAM H. WALKER, W. H. TRAIL, CARL W. TRAIL, DARYL M. KECK, STANLEY O. JONES, RAY F. BLAIR, LEE T. TRAIL, DANIEL E. WICHER, HENRY LEYDET, and MARVIN WOOTAN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Idaho
Residing at Mtn. Home, Idaho
My comm. expires: 4/19/69