

CERTIFICATE OF INCORPORATION  
OF

**IDAHO SALERS ASSOCIATION, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**IDAHO SALERS ASSOCIATION, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated \_\_\_\_\_ **September 5**, 19 **84**.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Lee J. Clark*

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
IDAHO SALERS ASSOCIATION, INC.

We, the undersigned, desiring to form a non-profit corporation under the statutes of the State of Idaho, do hereby make, subscribe and acknowledge as follows:

ARTICLE ONE

NAME

The name of the corporation is IDAHO SALERS ASSOCIATION, INC.

ARTICLE TWO

NON-PROFIT PURPOSE

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. No part of the corporate assets, income or profit shall be distributable to, or inure to the benefit of its officers, directors or members, except to the extent permitted for a non-profit corporation under the non-profit corporation laws of the State of Idaho and under Section 501(c)(3) of the Internal Revenue Code. The corporation shall not take steps which serve to facilitate the transaction of specific business by its officers, directors or members; or promotes the private interest of any officer, director or member; or engage in any activity which would constitute a regular business of a kind ordinarily carried on for profit.

### ARTICLE THREE

#### PURPOSE

The purpose of the corporation is the development and promotion of the Salers breed of cattle in Idaho. The Salers breed is defined as those cattle developed for centuries in Central France with the Salers Herd Book established in 1906.

### ARTICLE FOUR

#### DURATION

The period of duration of this corporation is perpetual.

### ARTICLE FIVE

#### MEMBERS

There shall be one (1) class of members. The conditions and regulations for membership and the rights and other privileges of membership shall be determined and fixed by the Bylaws.

### ARTICLE SIX

#### REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered office is Route 6 Box 225, Caldwell, Idaho 83605. The initial registered agent at such address is Melva Allen.

### ARTICLE SEVEN

#### DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
George Allen	Route 6 Box 225 Caldwell, Idaho 83605
Fineas Hughbanks	Spring Creek Ranch HC 62 Box 2250 May, Idaho 83253
LaMar Roche	Route 2 Box 565 Caldwell, Idaho 83605
Roy Moore, Jr.	P. O. Box 29 Weiser, Idaho 83672
Glenn Green	3070 Franklin Road Meridian, Idaho 83642
Melva Allen	Route 6 Box 225 Caldwell, Idaho 83605
Dan Barrett	Route 8 Box 267 Caldwell, Idaho 83605

The number of Directors may be increased from time to time by amendment to the Bylaws.

#### ARTICLE EIGHT

##### DISTRIBUTION ON DISSOLUTION OR LIQUIDATION

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no officer, director or member shall be entitled to any distribution or division of its remaining property or its proceeds; and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for the purposes set forth in Article Three; and further upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established

its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE NINE

AMENDMENTS

These Articles of Incorporation may be amended from time to time in any manner lawful under the Non-Profit Corporation Act of the State of Idaho.

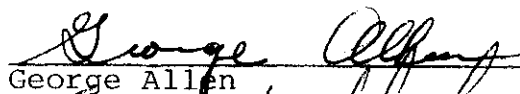
ARTICLE TEN

INCORPORATORS

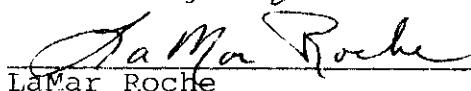
The name and address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
George Allen	Route 6 Box 225 Caldwell, Idaho 83605
Fineas Hughbanks	Spring Creek Ranch HC 62 Box 2250 May, Idaho 83253
LaMar Roche	Route 2 Box 565 Caldwell, Idaho 83605
Roy Moore, Jr.	P. O. Box 29 Weiser, Idaho 83672
Glenn Green	3070 Franklin Road Meridian, Idaho 83642
Melva Allen	Route 6 Box 225 Caldwell, Idaho 83605
Dan Barrett	Route 8 Box 267 Caldwell, Idaho 83605

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 25<sup>th</sup> day of July, 1984.

  
George Allen

  
Fineas Hughbanks

  
LaMar Roche

Roy Moore Jr.  
Roy Moore, Jr.

Glenn Green  
Glenn Green

Melva Allen  
Melva Allen

Dan Barrett  
Dan Barrett

STATE OF IDAHO       )  
                                  ss.  
County of Canyon    )

On this 25<sup>th</sup> day of July, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE ALLEN, LAMAR ROCHE, MELVA ALLEN and DAN BARRETT, known to me to be the persons who executed the foregoing Articles of Incorporation, 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.

Robert L. Alexander  
Notary Public for Idaho  
Residing at Caldwell, Idaho

STATE OF IDAHO       )  
                                  ss.  
County of CUSTER    )

On this 29 day of AUGUST, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared FINEAS HUGHBANKS, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged to me that he 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.

Robert L. Alexander  
Notary Public for Idaho  
Residing at Challis, Idaho

STATE OF IDAHO )

ss.

County of Washington)

On this 21<sup>st</sup> day of August, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared ROY MOORE, JR., known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged to me that he 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.

Glenn L. Lohman  
Notary Public for Idaho  
Residing at Weiser, Idaho

STATE OF IDAHO )

ss.

County of Canyon)

On this 25<sup>th</sup> day of July, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared GLENN GREEN, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged to me that he 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.

Robert L. Alexander  
Notary Public for Idaho  
Residing at Caldwell, Idaho