

# State of Idaho



## 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

**PACIFIC ORE PRODUCERS COOPERATIVE, INC.**

was filed in the office of the Secretary of State on the **7th** day of **March**,  
A.D. One Thousand Nine Hundred **Sixty-six** and ~~is~~ <sup>will be</sup> duly recorded on  
~~microfilm~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the  
said articles contain the statement of facts required by Section 22-2608, Idaho Code.

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  
**Fifty years** from the date hereof, with its registered office in this State located at  
**Porthill** in the County of **Boundary**, Idaho, and as such are entitled  
to all the rights and privileges granted to, and subject to the limitations and requirements of  
a Cooperative Marketing Association, as provided in said Chapter 26 of Title 22, 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 **7th** day of **March**,  
A. D., 19 **66**.

Secretary of State.

ARTICLES OF ASSOCIATION  
OF  
PACIFIC ORE PRODUCERS COOPERATIVE, INC.,

We, the undersigned, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative marketing association in accordance with the provisions of Chapter 26, Title 22, Idaho compiled Laws of 1959, as amended, relating to cooperative associations, and do hereby make, execute and acknowledge in triplicate the following articles of association:

I

The name of this Association shall be Pacific Ore Producers Cooperative, Inc. its duration shall be fifty years.

II

The purpose for which this Association is formed, and the enterprise, business and pursuit in which it proposes to engage are:

(1) To promote, explore, produce and provide a medium for unity of effort in all phases of mining, milling, hauling, handling and marketing of Ore; to serve as a marketing association for the handling of the mining products belonging to its' patrons on the cooperative plan; to reduce waste and effect economies with reference thereto and to do anything which is conducive to said purposes.

(2) To establish, maintain and provide facilities for efficiently and economically storing machinery and equipment, handling and marketing in any capacity and on any basis that might be agreed upon. Ore, building stone, sand and gravel, timber and lumber and other products; to mill and grade the same for market; to buy, sell and distribute the same; and to engage in any activity in connection therewith.

(3) To purchase and sell any mining properties on its own account or as agent or otherwise; and to buy and sell any commodities whatever that may be needed by the association or its patrons, or that may be advantageously handled as a part of the

association business; to perform mining services for its patrons.

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

(5) 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.

(6) 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.

(7) To borrow money for any of the purposes of this Association without limitation; and to issue bonds, debentures, notes, certificates 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 Association, either real or personal, or to issue its obligations without any such security.

(8) 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.

(9) To purchase or otherwise acquire and to reissue Membership certificates.

(10) To make application for and to acquire, own, hold, use and administer all manner of letters patent, patent rights, copyrights, claims, trademarks and trade names, and any in-

terest therein, and any discovery, process or invention, and to sell, assign, license or otherwise dispose of the same.

(11) The objects herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles of association.

In addition to the foregoing enumeration of specific powers of this Association, this Association 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 Mining 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 Association 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 association or natural person might or could do, as principal, agent, contractor, or otherwise, alone or in company with others, except as such powers may be restricted or denied by the acts of Congress of the United States or by the laws of the State of Idaho hereinabove mentioned in this paragraph.

### III

The principal place of business of this Association shall be at the town of Porthill, State of Idaho, but offices and the place of business may be located at any other point within this state or within any other state of the United States, or anywhere throughout the world.

### IV

The total amount of authorized capital of this Association shall be \$500,000 consisting of 500,000 shares of membership certificates of the par value of \$1.00 per share.

### V

This Association is organized to operate and shall operate on a cooperative, non-profit bases for the mutual benefit of

its patrons as producers of Mining products. Any excess of receipts over operating expenses belongs to patrons in proportion to their respective patronage. The portion of such excess not retained pursuant to the By-laws as an addition to the facilities reserve of the Association shall be allocated to patrons in cash, credits, or certificates as provided in the By-laws.

The Association, at its option, may withhold any and all such excess which would otherwise be apportioned or allocated to a patron, and apply the same to the indebtedness of such patron to the Association.

IN WITNESS WHEREOF, we have executed the foregoing Articles of Association this 5 day of March, 1968.

Arthur E. Stephens

608 S. Vancouver St, Kennewick, Wn.

Robert W. Thompson

P.O. Box 175, Milton-Freewater, Oreg.

Delbert D. Nelder

1017 W. Yakima, Pasco, Washington

Howard J. Cameron

1035 E. Clinton, Walla Walla, Wn.,

Miss Lee L. Benson

Box 524, Waiatsburg, Washington

Subscribed and sworn to before me this 5 day of March, 1968

[Signature]

Notary Public

County of Franklin, State of WASH.  
Residing at Pasco

Notary Seal