

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, **ARNOLD WILLIAMS,**

~~ARNOLD WILLIAMS~~

I, **JAS. H. FOONG,** 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

IDAHO CONTRACT GROWERS ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **3rd** day of **February**, A.D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **113** 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 existence** from the date hereof, with its registered office in this State located at **Kampa** in the County of **Canyon**, 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 **3rd** day of **February**, A. D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO CONTRACT GROWERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America and of the State of Idaho, and each over the age of twenty-one years, do by these presents voluntarily associate ourselves together for the purpose of forming a non-profit cooperative marketing association, without capital stock and under the provisions of Chapter 26 of Title 22 of the Idaho Code, and all laws amendatory thereof and supplemental thereto, and do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose, as follows:

ARTICLE I

NAME OF COOPERATIVE ASSOCIATION

The name of this cooperative association shall be and is IDAHO CONTRACT GROWERS ASSOCIATION, INC.

ARTICLE II

PURPOSE

The Purposes of the association are as follows:

1. The better coordination of producers, growers and processors for the purpose of better understanding the problems of each group and to bring about more efficient and profitable marketing of all kinds of seed corn and beans, and other contract crops.
2. To conduct educational programs in order to apprise the producers, growers and processors with all the phases of the growing, harvesting, processing and marketing of contract corn and bean crops and other crops as they develop from year to year.
3. To have all of those powers set forth in Section 22-2606 of the Idaho Code, which are enumerated as follows, to wit:

a. To engage in any activity in connection with the production, marketing, selling, harvesting, preserving, drying, processing, canning, packing, storing, handling or utilization of any agricultural products produced or delivered to it by its members; or the manufacturing or marketing of the by-products thereof; or in connection with the purchasing, hiring, manufacturing, selling, or use to, by, or for its members of supplies, machinery or equipment; or in the financing of any such activities; or in any one or more of the activities specified in this section. An association may do business with non-members in an amount not to exceed that done with members.

b. To borrow money and to make advances to members.

c. To act as the agent or representative of any member or members in any of the above-mentioned activities.

d. To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer, or pledge shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the handling or marketing of any of the products handled by the association.

e. To establish reserves and to invest the funds thereof in bonds or such other property as may be provided in the By-Laws.

f. To buy, hold and exercise all rights of ownership over such real or personal property as may be necessary or convenient for the conducting and operation of any of the business of the association or incidental thereto.

g. To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to or expedient for the interest or benefit of the association; and to contract accordingly; and in addition to

exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the laws of this state to ordinary corporations, except such as are inconsistent with the express provisions of this chapter; and to do any such thing anywhere.

4. Under the provisions of Chapter 26 of Title 22 of the Idaho Code, as enacted or hereinafter amended, to generally do any and all things and to exercise any and all powers conferred upon non-profit cooperative associations.

ARTICLE III

CORPORATE EXISTENCE

The term of this existence of this cooperative shall be for a term of fifty (50) years from and after the date of filing the Articles of Incorporation.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the cooperative's registered office in this state is Nampa, Canyon County, Idaho. The cooperative may also maintain offices at such other place or places in the State of Idaho and the United States as the board of directors may, from time to time, decide. The post office address of the registered office shall be Nampa, Idaho.

Section 2. The principal place of business shall be at Nampa, County of Canyon, Idaho, and in such other counties in the State of Idaho and in other states of the United States as the board of directors may from time to time decide.

ARTICLE V

MEMBERSHIP

The cooperative shall be organized on a membership basis, without capital stock, and shall at all times be operated on a

mutual cooperative non-profit basis, and the voting power, property rights and interests of each member shall be equal. All questions shall be decided by a vote of a majority of members voting thereon as provided by law, the Articles of Incorporation or the By-Laws. Any partnership, corporation or association shall be considered a single member and shall possess no greater voting rights or interest than a single member. New members shall be admitted who conform to the general rule or rules of membership and such new membership shall be entitled to share in the property of the association in the same manner and proportion as the old members. Management of this cooperative shall be vested in a board of directors.

ARTICLE VI

DIRECTORS

The management of this cooperative shall be vested in a board of directors of not less than five and the number shall be as determined in the By-Laws. The directors shall be elected at the annual meeting of the members, as provided in the By-Laws and in the manner and the method therein provided.

ARTICLE VII

MEMBERSHIP CONDITIONS

Due provisions shall be made in the By-Laws of the association for the admission of members, the terms, conditions and further limitations of membership, if any, and all matters incidental thereto, including the membership fee to be paid upon admission to membership, if any, and the amount to be paid by a member as a membership fee or dues, or the manner and means by which the same is to be fixed and determined.

ARTICLE VIII

INDIVIDUAL LIABILITY

The members shall not be individually liable for the debts of the cooperative.

ARTICLE IX

AMENDMENTS

The cooperative may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

ARTICLE X

INCORPORATORS

The name and post office address of each of the incorporators is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Norman R. Cole	Route 1, Kuna, Idaho
Earl Lyons	Route 4, Caldwell, Idaho
Duane Jacobson	Route 2, Nampa, Idaho
Alvin York	Route 1, Melba, Idaho
Lewis Cassidy	Route 4, Nampa, Idaho

IN WITNESS WHEREOF, we, as incorporators, and each of us having filed an application of membership, have hereunto set our hands and seals this 10th day of January, 1961.

Norman R. Cole
Norman R. Cole

Earl Lyons
Earl Lyons

Duane Jacobson
Duane Jacobson

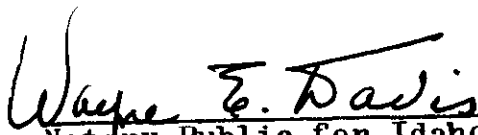
Alvin York
Alvin York

Lewis Cassidy
Lewis Cassidy

STATE OF IDAHO)
County of Canyon) ss.

On this 10th day of January, 1961, before me, WAYNE E. DAVIS, a Notary Public in and for said State, personally appeared NORMAN R. COLE, EARL LYONS, DUANE JACOBSON, ALVIN YORK and LEWIS CASSIDY, known to me to be the persons whose names are subscribed to the within and foregoing certificate and Articles of Incorporation, and acknowledged to me that they executed the same, as their free act and deed.

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 Caldwell, Idaho