

B0914-2472 06/24/2024 1:57 PM Received by Office of the Idaho Secretary of State

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File #: 0005813720

Date Filed: 6/24/2024 1:57:00 PM

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GROWING TOGETHER COMPANY**

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The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), adopts the following First Amended and Restated Articles of Incorporation ("Articles").

**ARTICLE I  
NAME**

The name of the corporation shall be GROWING TOGETHER COMPANY.

**ARTICLE II  
HISTORICAL**

This corporation's original Articles of Incorporation were errantly filed on line with the Idaho Secretary of State's office on May 23, 2024. The errant filing generated the Idaho Secretary of State's office form Articles of Incorporation and Filing Acknowledgement. It was and is the intent of the Organizers that the form and content of the Articles of Incorporation be stated, as herein these First Amended and Restated Articles of Incorporation which amend, restate and supersede the original Articles of Incorporation of Growing Together Company.

**ARTICLE III  
NON-PROFIT CORPORATION**

This corporation is a nonprofit corporation under the laws of the state of Idaho. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its officers or directors.

**ARTICLE IV  
PURPOSES, POWERS & LIMITATION**

**Article IV Part I - Purposes:** This corporation is organized, and shall operate exclusively, subject to the limitation of those powers stated in Article IV Part III, and exercise the following operational purposes:

- (a) To preserve farmland in the Treasure Valley region of the state of Idaho in order to maintain its agricultural land availability and business viability;

- (b) To enhance public awareness and comprehension of local land use planning and regulation in order to foster informed and economically beneficial decisions regarding land use;
- (c) To significantly enhance public knowledge about the functions and initiatives of the local government, promoting greater community engagement transparency and acceptance;
- (d) To exercise such other nonprofit purposes as it is authorized pursuant to the "Idaho Nonprofit Corporation Act", as may be designated by the Board of Directors from time to time; and
- (e) To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**Article IV Part II - Powers:** The corporation shall have the following powers subject to the limitation of these powers stated herein Article IV Part III:

- (a) All powers granted nonprofit corporations under the laws of state of Idaho, and to do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement or furtherance of the above-stated purposes.
- (b) Without limitation, the power to acquire by bequest, devise, gift, purchase, lease, or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein.

**Article IV Part III - Limitation of Purposes and Powers:** The purposes and powers of this corporation shall be limited as follows:

- (a) This corporation shall never be operated for the primary purpose of carrying on trade or business for profit.
- (b) No part of the net earnings of the corporation shall inure to the benefit or be distributable to its officers or directors, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- (c) No solicitation of contributions to this corporation shall be made, and no gift, bequest or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause

the corporation to lose its exemption from payment of Federal Income Taxes.

- (d) 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 nonprofit fund, foundation, or corporation which is organized and operated exclusively for nonprofit purposes which are consistent with the purposes of this corporation.

#### **ARTICLE V DURATION**

The duration of the corporation is perpetual.

#### **ARTICLE VI DIRECTORS**

The names and addresses of the individuals who are to serve as the initial directors are:

*George W. Crookham*

Office and Mailing Address:

301 Warehouse Street  
Caldwell, Idaho 83605

*John Hoadley*

4701 Middlesboro Way  
Caldwell, Idaho 83607

*Ron Amarel*

26105 Amarel Way  
Middleton, Idaho 83644

#### **ARTICLE VII REGISTERED OFFICE AND AGENT**

The registered office shall have the same address as the registered agent as appointed by the Board of Directors. The registered agent is:

*George W. Crookham*

Office and Mailing Address:

301 Warehouse Street

Caldwell, Idaho 83605

## **ARTICLE VIII INCORPORATORS**

The names and addresses of the Incorporators are:

*George W. Crookham*

Office and Mailing Address:

301 Warehouse Street  
Caldwell, Idaho 83605

Mailing Address:

P.O. Box 520  
Caldwell, Idaho 83606

*John Hoadley*  
4701 Middlesboro Way  
Caldwell, Idaho 83607

*Ron Amarel*  
26105 Amarel Way  
Middleton, Idaho 83644

## **ARTICLE IX NO MEMBERS**

This Corporation has no members, but may have affiliate members with no voting rights as established by the Board of Directors in the Bylaws.

## **ARTICLE X BOARD OF DIRECTORS**

The number of Directors may be increased from time to time in accordance with the Bylaws but shall never be less than three (3). The directors shall elect the directors at the annual meeting, shall have the authority to establish in the Bylaws staggered terms for Directors, and shall have the authority to establish a term greater than one (1) year.

## **ARTICLE XI OFFICERS**

The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer and such other officers as may be provided in the Bylaws in accordance with the laws of the state of Idaho. Each officer shall be appointed by the Board of Directors at such time and

in such manner as prescribed by the Bylaws.

## **ARTICLE XII BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Directors of the Corporation are authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

## **ARTICLE XIII AMENDMENT**

The Amended and Restated Articles of Corporation may be amended in accordance with the provisions of the Idaho Non-Profit Corporation Act and the laws of the state of Idaho.

## **ARTICLE XIV INDEMNIFICATION**

The corporation may indemnify each officer and directors, including former officers and directors, to the full extent permitted by the laws of the state of Idaho.

## **ARTICLE XV DISSOLUTION PROVISION**

In the event of the wind-up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more nonprofit fund, foundation, or corporation which is organized and operated exclusively for nonprofit purposes which are consistent with the purposes of this corporation. Any such assets not so disposed of shall be disposed of by the District Court of the County of Canyon, State of Idaho, in accordance with this Article.

The undersigned, acting as incorporators of this nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), adopts the foregoing Articles of Incorporation.

**CERTIFICATION**  
[I.C. § 30-30-706 (8)]

IN WITNESS WHEREOF, we the undersigned incorporators do hereby certify to the Secretary of State of the state of Idaho that:

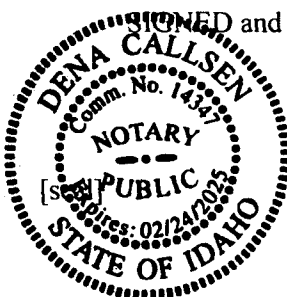
- We the Directors have executed these First Amended and Restated Articles of Incorporation this 18 day of June, 2024; and
  - This Corporation does not have Members; and there were no other person or persons required to vote pursuant to Idaho Code § 30-30-801].
- The approval of the Directors, was made pursuant to Idaho Code § 30-30-702 (2) and being natural persons of full age and citizens of the United States, and approval was in order to amend and restate the Articles of Incorporation and to continue the form of the corporation for purposes hereinafter stated.

Dated this 18 day of June, 2024.

George W Crookham  
George W Crookham, Director

John Hoadley  
John Hoadley, Director

Ron Amarel  
Ron Amarel, Director



SIGNED and SWORN to before me this 18<sup>th</sup> day of June, 2024.

Dena Callsen  
Notary Public for Idaho  
My commission expires: 2/24/2025

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