

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that

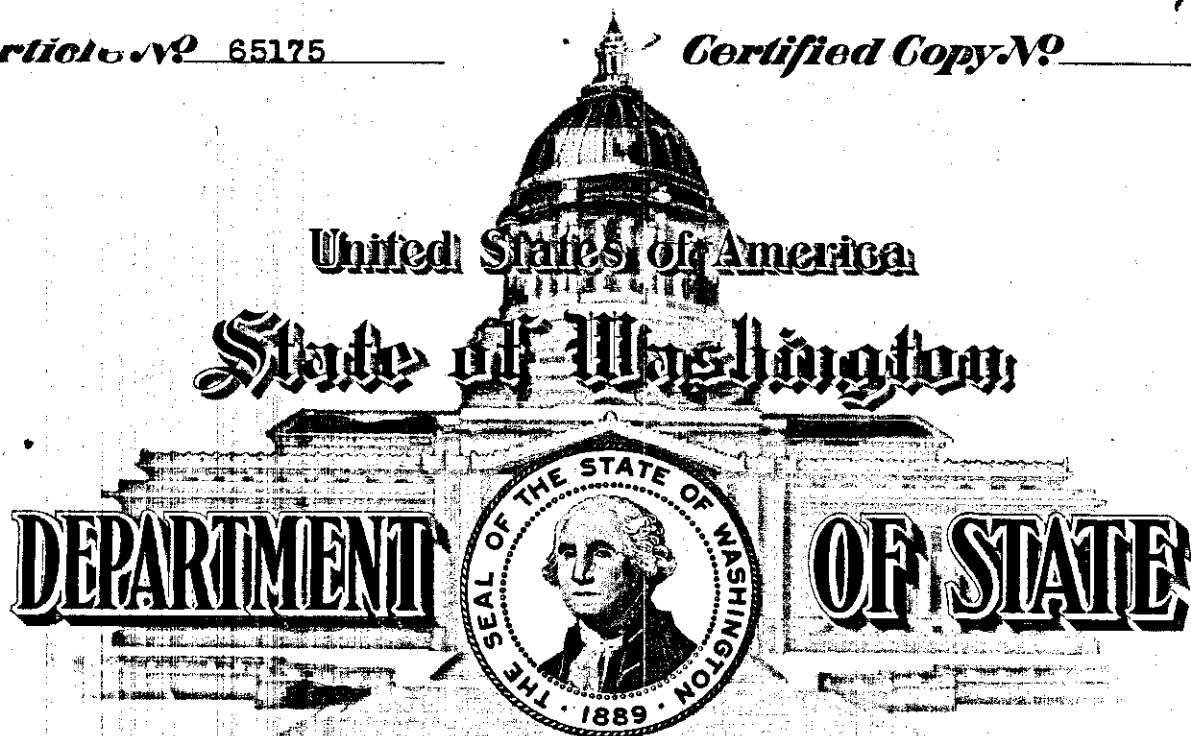
#### TWIN CITY FRUIT GROWERS ASSOCIATION OF WASHINGTON

a corporation duly organized and existing under the laws of the State of Washington has fully complied with Section 10 of Article XI of the Constitution, and with Sections 4772 and 4775 of the Idaho Compiled Statutes, as amended by Chapter 282 of the 1929 Session Laws of Idaho, by filing in this office on the Thirtieth day of July, 1928, a properly authenticated copy of its articles of incorporation, and on the Third day of September, 1929, a designation of E. D. Leeper, in the County of Nez Perce as statutory agent for said corporation within the State of Idaho, upon whose process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho relating to corporations not created under the laws of this State, as contained in Chapter 187 of the Idaho Compiled Statutes and amendments thereto, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise, the Capital of Idaho, this 3rd day of September, in the year of our Lord One thousand nine hundred and twenty-nine and of the Independence of the United States of America the One hundred and Fifty-fourth.

Secretary of State



TO ALL TO WHOM THESE PRESENTS SHALL COME

I, J. GRANT HINKLE, Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify that I have carefully compared the annexed copy of the

ARTICLES OF INCORPORATION  
OF THE

TWIN CITY FRUIT GROWERS ASSOCIATION OF WASHINGTON

with the original copy of said ~~XXXXXXXXXXXXXXXXXXXX~~ Articles of Incorporation now on file in this office, and find the same to be a full, true and correct copy thereof, and of the whole of said original, together with all official endorsements thereon. And I further certify that the said ~~XXXXXXXXXXXXXXXXXXXX~~ Articles appear to have been duly and regularly filed in this office, according to law, and that the same are of a genuine, valid and subsisting character, and that this certificate is in due form and by the proper officer having the legal custody of said original and the requisite official knowledge relative thereto. I further certify that the above mentioned corporation is in good standing with all fees paid at the date of this certificate.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol at Olympia,

this 25th day of June A.D. 1928

J. Grant Hinkle

Secretary of State

By

Assistant Secretary of State

COMPARED NCH. 0; to UC. 0.

#65175; 6/21-28: A.

ARTICLES OF INCORPORATION OF TWIN CITY FRUIT GROWING  
ASSOCIATION OF WASHINGTON

\* \* \*

KNOW ALL MEN BY THESE PRESENTS:

That, we, the undersigned, citizens of the United States and residents of the State of Washington, do hereby associate ourselves together for the purpose of forming a corporation under the provisions of Chapter 13 of Title 16 of Remington's Compiled Statutes of the State of Washington, 1922 Edition, and to that end hereby made and subscribe, and do hereby adopt the following articles of incorporation:

ARTICLE I.

NAME

The name of this corporation and by which it shall be known is the TWIN CITY FRUIT GROWERS ASSOCIATION OF WASHINGTON.

ARTICLE II.

OBJECTS OF CORPORATION

The objects and purposes for which this corporation is formed are, to establish an organization for the marketing, selling, harvesting, preserving, drying, processing, canning, packing, storing, handling and utilization of any and all agricultural products produced or delivered to it by its members, and the manufacturing and marketing of the by-products thereof; also to engage in any activity in connection with the purchasing, hiring or use by its members of supplies, machinery or equipment, or in the financing of any such activities; or to engage in any one or more of the activities specified in this section. In this connection the words "agricultural products" shall be considered as defined in Section 2878 Remington's Compiled Statutes, and any amendments thereto.

Approved Mar 12-1928  
G. W. Karney  
Asst Dir-Agric.

To enable this corporation to carry out the purposes for which it is organized, it shall have power;

(1) To act as agent or representative of any member in securing a market for his products, and marketing, selling, warehousing, storing and handling all kinds of agricultural products; to establish grade and packing rules, and assist the members whose products it handles in packing, grading, picking and preparing the same for market, and to exercise general supervision thereover.

(2) To furnish the members material and supplies, and to supply them with labor and help necessary to raise, harvest and market their products.

(3) To buy, rent, lease, acquire and improve all kinds of property, real, personal or mixed, as may be necessary or required in the business of the corporation, or may be deemed advantageous for it to own or use, and to sell, lease, mortgage, manage and control the same.

(4) To construct, acquire, own, lease and operate packing houses, warehouses, pre-cooling plants, ice factories, cold storage plants, dryers, by-products factories, offices and all other kinds of plants and buildings that may be necessary for carrying on the business of the corporation, or which its directors may deem advantageous for it to own or operate, and to sell, lease, mortgage, release and dispose of the same; also to acquire, construct, own and operate such means of transportation as may be necessary in connection with the business of the corporation to enable it to properly serve its members.

(5) To purchase, manufacture, own, handle and deal in all kinds of box material, spray material, supplies and merchandise of every kind and character, and to supply the same to its members with whom it may do business in such manner and on such terms as it shall determine.

(6) 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 the handling or marketing of any of the products handled by the association. To aid in any manner any other corporation or association in which it may hold stock, or in which it may be interested, or which may do business or be affiliated with this corporation, and to do any other act or thing to assist in carrying on its business. To cooperate with, or become a member of any state, inter-state or national organization or corporation formed or incorporated for the same general purposes as this corporation. To enter into all necessary and proper contracts and agreements, and make all necessary and proper stipulations, agreements and contracts and arrangements with any other co-operative corporation, association or associations formed in this or in any other state for the co-operative and more economical carrying on of its business or any part or parts thereof, and to unite with any other such co-operative corporation, association or associations, in employing and using the same methods, means, agencies and agents for carrying on and conducting their respective businesses.

(7). To borrow money and secure the payment of the same by the issuance of its promissory notes or bonds, or the hypothecation or pledge of any property belonging to the corporation or by the pledge or hypothecation of any stocks, bonds or other paper collateral, belonging to it, or under its control, and to issue all bonds, debentures or other evidences of indebtedness deemed necessary by its Board of Directors, to meet and discharge its obligations, or advance and promote the lawful purposes of its creation, and to execute any and all mortgages, deeds of trust, conveyances or other instruments necessary to secure the payment of the principal and interest of any indebtedness owing from the corporation or any notes,

bonds or other obligations given by it for the transfer of any of its property.

(8) To advance and loan money to its members, and take security therefor.

(9) To do each and everything necessary, suitable or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects herein enumerated; or conductive 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 the State of Washington to ordinary corporations, except such as are in consistent with the express provisions of Chapter XIII of Title XVI of Remington's Compiled Statutes of Washington, and any amendments thereto; and to do any such thing anywhere.

(10). To establish reserves and to invest the funds thereof in bonds or such other property as may be provided in by-laws.

(11). To promote the interest of its members by collecting and disseminating information and statistics bearing upon the preparation and marketing of their products, to hold institutes and schools for their benefit, and in general to do any and all things necessary or proper to raise standards of agricultural products, provide, increase and maintain markets and any other benefit of the members as producers of agricultural products.

(12). To cooperate with the Director of Agriculture of the State of Washington in every manner and for every purpose as required by the laws of the State of Washington.

### ARTICLE III.

#### CAPITAL STOCK.

The capital stock of this corporation shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) divided into two thousand (2,000) shares, of the par value of FIFTY DOLLARS (\$50.00) each. Of this stock one thousand (1,000) shares shall be common stock, and one thousand (1,000) shares shall be six per cent (6%) cumulative preferred stock. The control of the corporation shall be vested in the holders of the common stock, the preferred stock and the holders thereof to have no right to vote or participate in the management of the corporation.

### ARTICLE IV

#### PLACE OF BUSINESS

The principal place of business of this corporation, and its home office, shall be in the City of Clarkston, Asotin County, Washington.

### ARTICLE V.

#### EXISTENCE

This corporation shall exist for a term of fifty (50) years.

### ARTICLE VI.

#### DIRECTORS

The number of directors of this corporation shall be eight (8), but shall be increased or diminished at such time and in such manner as may be provided in the By Laws of the corporation.

The Names of the directors who shall manage the affairs of the corporation for two months after the filing of these articles and until the first annual election, shall be:

M. J. Grabb

E. D. Winniford

H. Lynn Tuttle

Gus Gripp

W. L. Stout

Ralph Curtiss

John Florence

Lloyd Walter

In addition to the above directors, one director shall be appointed by the Director of Agriculture of the State of Washington, who need not be a member or stockholder of the association.

At the first annual election four (4) directors shall be elected for a term of two (2) years, and thereafter four (4) directors shall be elected at each annual election for a term of two years. The director appointed by the Director of Agriculture of the State of Washington shall serve for a term of two (2) years.

IN WITNESS WHEREOF, We the incorporators, hereunto set our hands to these articles in triplicate, this 10<sup>th</sup> day of March, 1938.

M. J. Crabb

H Lynn Tuttle

W. L. Stout

**J. Florence**

Lloyd H. Walter

Ralph E. Curtiss

Gustav Gripp



STATE OF Idaho }  
COUNTY OF Idaho } ss.

Before me, the undersigned Notary Public in and for the said County and State, personally appeared  
M J Crabb, E. Lynn Tuttle, W. L. Stout, J. Florence, Lloyd H. Walter, Ralph B. Curtiss Gustav Gripp to me known to be the individuals who executed the foregoing articles of incorporation in triplicate and each of them acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 10th day of February, 1928.

{ E. DURHAM  
{ NOTARY PUBLIC  
{ STATE OF WASHINGTON  
{ COMMISSION EXPIRES  
{ OCT. 6, 1931 }

E. DURHAM  
Notary Public in and for the State  
of Idaho residing at Lewiston  
therein.

(ENDORSEMENT)

State of Washington, ss.

Filed for record in the office of the Secretary of State  
March 12, 1928 at 9:08 o'clock A. M.

Recorded in Book 150 Page 312-313

DOMESTIC CORPORATIONS

J. Grant Hinkle  
Secretary of State.