

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

#### B L COOPERATIVE MARKETING 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 B L COOPERATIVE MARKETING ASSOCIATION, INC., duly signed pursuant to the provisions of the Idaho Cooperative Marketing 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 issued this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 30, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

B L COOPERATIVE MARKETING ASSOCIATION, INC.

WE, THE UNDERSIGNED persons or entities, acting as incorporators of a Cooperative Marketing Association under the Idaho Cooperative Marketing Associations Act, adopt the following Articles of incorporation for such Association.

ARTICLE I - NAME

The name of this Association is B L Cooperative Marketing Association, Inc.

ARTICLE II - DURATION

The duration of this Association is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which this Association is organized are:

(a) To promote, foster and encourage the intelligent and orderly marketing of agricultural products through cooperation, and to eliminate speculation and waste, and to make the distribution of agricultural products as direct as can be efficiently done between producer and consumer, and to stabilize the marketing problems of agricultural products.

(b) To promote and provide a medium for unity of effort by producers and their associations in the obtaining, handling and marketing of agricultural products, and effect economies with references thereto; to operate as provided in the Federal

Agricultural Act of February 19, 1922, for the benefit of agriculture and to do anything that is conducive to carrying out the policy of Congress as stated in the above said Act or by the Idaho State Legislature and its similar acts, and in the amendments thereto, and to exercise the powers authorized for cooperative marketing associations pursuant to Chapter 26, Title 22, of the Idaho Code, with all amendments thereto, now in force or which may hereafter be enacted.

(c) As such a cooperative marketing association, and as limited by the above mentioned federal and Idaho cooperative marketing association acts, 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 that section; and to do business with non-members in an amount not to exceed that done with members, and in an amount allowed by the Internal Revenue Code, any Federal, State, and local statute, ordinance, rule and regulation, for a cooperative corporation, without losing its status as a non-profit corporation.

(d) To borrow money and to make advances to members; to issue bonds, notes and debentures and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal

property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise, or to give any type of security agreement. All or any portion of the real or personal property may be so pledged, mortgaged, or hypothecated, or made subject to any type of security agreement.

(e) To act as the agent or representative of any member or members in any of the above mentioned activities.

(f) To purchase or otherwise acquire, and to hold, own and exercise all right 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.

(g) To enter into any contract, cooperative agreement, retirement plan, or profit sharing plan with its officers, or employees that the association may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

(h) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.

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

(j) 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, including the right to acquire,

hold, hypothecate and convey any rights, privileges, and franchises, other than its franchise of being a corporation.

(k) To conduct business in this state, other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business in or out of this State.

(l) To do each and everything 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 said cooperative marketing association law, and to do any such thing anywhere, except as such purposes may be limited by said federal and Idaho cooperative marketing association acts.

#### ARTICLE IV - NON-STOCK MEMBERS

This corporation is formed without any purpose of pecuniary profit to itself and shall have no capital stock. Individuals, firms, partnerships, corporations and associations may become members in this corporation under terms and conditions prescribed in the By-laws, providing said member is engaged in the production

of agricultural products to be handled by or through the association, or to agricultural producers using supplies, machinery and equipment, handled by or through the association, organized for that purpose, including the lessees and tenants of land used for the production of such products, and any lessors and landlords who receive as rent part of the crop raised on the leased premises. All property rights and interests of each member shall be equal. Memberships may be canceled by the order of the board of directors, whenever it appears to the board that the holder has become ineligible to hold said membership, or whenever two-thirds of the members of the board, voting upon the proposition at a meeting at which a quorum was present, shall find that it is for the best interests of the association that the membership shall be terminated. Whenever a membership is terminated, then the association shall pay to the person whose membership is terminated, the membership fee theretofore paid, together with the amount of any revolving or interest certificates. In the case of liquidation and dissolution of this association, the revolving or interest certificates shall have prior lien and shall be paid in full before any proceeds shall be distributed to the membership. Holders of certificates in interest may include those who are not members if a marketing contract is duly authorized and adopted by the association. Any member who refuses to sign the same may have his or its membership cancelled and terminated by the board of directors or the membership pursuant to the By-laws, and pursuant to said federal and state cooperative association acts. Membership

in the association shall be evidenced by a certificate of membership which shall be in such form and shall contain such provisions as shall be determined by the By-laws.

#### ARTICLE V - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Kevin Sullivan  
2379 E. 2300 N.  
PO Box 188  
Hamer, ID 83425

#### ARTICLE VI - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be five (5). The names and addresses of the persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are:

Kevin Sullivan  
2379 E. 2300 N.  
Hamer, ID 83425

Blaine Larsen  
P.O. Box 188  
Hamer, ID 83425

Connie Larsen  
2379 E. 2300 N.  
Hamer, ID 83425

Brandon Larsen  
P.O. Box 211  
Hamer, ID 83425

Bart Larsen  
P.O. Box 154  
Hamer, ID 83425

#### ARTICLE VII - INCORPORATORS

The names and addresses of each incorporator are:

Blaine Larsen Farms, Inc.  
P.O. Box 188  
Hamer, ID 83425

Blaine Larsen  
P.O. Box 188  
Hamer, ID 83425

Brandon Larsen Farms, Inc.  
P.O. Box 211  
Hamer, ID 83425

Brandon Larsen  
P.O. Box 211  
Hamer, ID 83425

Bart Larsen Farms, Inc.  
P.O. Box 154  
Hamer, ID 83425

Bart Larsen  
P.O. Box 154  
Hamer, ID 83425

#### ARTICLE VIII

##### MEETINGS, AUTHORITY AND DUTIES OF OFFICERS

The method and manner of holding directors' meetings and members' meetings, the authority and duties of each of the officers of the association, and all other matters, for management and control of the corporation, shall be determined by the By-laws of the association and by the laws of the State of Idaho.

#### ARTICLE IX

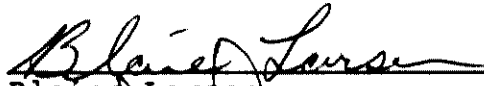
##### ADOPTION AND AMENDMENTS

The Articles of Incorporation and By-laws of this association may be adopted and amended in the manner provided for by the laws of the State of Idaho.

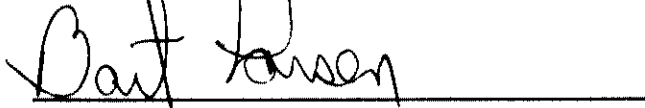
IN WITNESS WHEREOF, We, as incorporators, and each of us having filed and paid for an application for membership, have hereunto set our hands and seals and our mailing address, this 29<sup>TH</sup> day of November, 1993.

Name

Mailing Address

  
Blaine Larsen

  
Brandon Larsen

  
Bart Larsen



Blaine Larsen Farms, Inc.

Brandon Larsen Farms, Inc.

Blaine Larsen  
By: Blaine Larsen, President

Brandon Larsen  
By: Brandon Larsen, President

Bart Larsen Farms, Inc.

Bart Larsen  
By: Bart Larsen, President

STATE OF IDAHO,       )  
                              ss.  
County of Jefferson.)

On this 29<sup>TH</sup> day of November, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Blaine Larsen, Brandon Larsen and Bart Larsen, known to me to be the persons whose names are subscribed to the within instrument 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 D. Walker  
Notary Public for Idaho  
Residing at IDAHO FARMS, Idaho  
My Commission Expires: 11-2-1998

STATE OF IDAHO,       )  
                              ss.  
County of Jefferson.)

On this 29<sup>TH</sup> day of November, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Blaine Larsen, known to me to be the President of Blaine Larsen Farms, Inc., the corporation that executed the foregoing

instrument and acknowledged to me that such corporation 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 D. Walker  
Notary Public for Idaho  
Residing at IDAHO FALLS, Idaho  
My Commission Expires: 11-2-1998

STATE OF IDAHO,            )  
                                  ss.  
County of Jefferson.)

On this 29<sup>TH</sup> day of November, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Brandon Larsen, known to me to be the President of Brandon Larsen Farms, Inc., the corporation that executed the foregoing instrument and acknowledged to me that such corporation 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 D. Walker  
Notary Public for Idaho  
Residing at IDAHO FALLS, Idaho  
My Commission Expires: 11-2-1998

STATE OF IDAHO,            )  
                                  ss.  
County of Jefferson.)

On this 29<sup>TH</sup> day of November, 1993, before me, the undersigned, a Notary Public in and for said State, personally

appeared Bart Larsen, known to me to be the President of Bart Larsen Farms, Inc., the corporation that executed the foregoing instrument and acknowledged to me that such corporation 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 O. Walker  
Notary Public for Idaho  
Residing at IDAHO FALLS, Idaho  
My Commission Expires: 11-2-1998