

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

IDAHO CROP IMPROVEMENT ASSOCIATION, INC.

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In compliance with the Cooperative Marketing Act, Idaho ~~seq.~~, and the association's articles of incorporation and bylaws, ~~the members of the~~ the association amend and restate the association's not for profit articles of incorporation as follows:

1. **NAME.** The name of the association is Idaho Crop Improvement Association, Inc.

2. **PURPOSES.** This association is organized exclusively for agricultural and horticultural purposes within the meaning of § 501(c)(5) of the Internal Revenue Code of 1986, as amended. The purposes include:

2.1 To establish and maintain an association under the Cooperative Marketing Act.

2.2 To obtain for the growers and producers of pure seed all benefits and advantages that can or may be had by cooperative action.

2.3 To advance the interests of the producers of pure seed and to encourage using pure seed of standard varieties throughout Idaho by cooperating with the Agronomy Departments of the Idaho Experiment Station and the University of Idaho Extension Service in a continuous campaign for more general use of standard and adapted varieties of farm crops.

2.4 To encourage and foster the production of pure seed under a system of rigid field inspection and seed registration or certification of pedigreed or improved varieties.

2.5 To foster and support local, county, district, state and national shows where pure seed are shown.

2.6 To provide for, establish and maintain a standardized system of inspection and certification of pure seed grown or produced by the members of this association.

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2.7 To act in cooperation with the Association of Official Seed Certifying Agencies in carrying out its policies and projects in Idaho for the benefit of the members of this association.

2.8 To assist the members of this association in complying with the Act of Congress of the United States of America known as "The Federal Seed Act", as amended.

2.9 To receive from any and all available sources funds for association purposes.

2.10 To hold title, legal or equitable, to property for any purpose incidental to its powers, and to sell or encumber any such property, real or personal.

2.11 To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this association is formed.

2.12 To contract and to incur such obligations as are consistent with its powers, objects, and purposes, but the private property of the officers, directors and members of the association shall be exempt from the debts of the association; and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the association.

3. **POWERS.** Besides the purposes listed above that may be considered powers, the association has all of the powers set forth in Idaho Code § 22-2606; provided, the association will not carry on any activities not permitted under § 501(c)(5) of the Internal Revenue Code of 1986, as amended.

4. **DIRECTORS.** The affairs of the association are managed by a board comprising ten directors, including seven elected directors, two appointed directors and one ex-officio director. The elected and appointed directors will be elected from such districts and in such manner as provided in the bylaws. The board will appoint the ex-officio director on a bi-annual basis to serve as an advisor. The ex-officio director will be the Director of the Idaho Agricultural Experiment Station or his/her designee, College of Agricultural and Life Sciences, University of Idaho. As of these amended and restated articles the directors are: Brent Dame, Doug Boze, Justin McLeod, Mark McGuire, Wyatt Penfold, Curtis Stoddard, Brian Darrington, Rick Kitamura, Kirk Rolfs, and David Hoadley. The address of the directors for all purposes of these articles is 429 S.W. 5th Avenue, suite 105, Meridian, ID 83642. The selection process for directors, and their terms, removal, and duties are provided for in the bylaws.

5. **REGISTERED OFFICE AND AGENT.** The registered office of the association is at 429 S.W. 5th Avenue, suite 105, Meridian, ID 83642. The registered agent of the association, whose address is the same as that of the registered office of the association, is Doug Boze.

6. **MEMBERS.** This association does not have capital stock. The right to participate in the activities and benefits of the association are based on membership. The classes of membership are:

6.1 **Active Member:** Any individual who resides in Idaho, or any association or partnership with its principal place of business in Idaho, who produces seed, and/or applies for seed certification, shall be eligible to be an active member. Nonresident individuals, partnerships and associations engaged in producing seed and who apply for seed certification in Idaho shall be eligible to be a nonresident active member.

6.2 **Associate Member:** Any individual, partnership, association or public agency or institution who does not apply for seed certification but who is engaged in or connected with the certified industry or its allied branches, shall be eligible to be an associate member.

6.3 **Honorary Life Member:** Honorary life membership may be conferred by the board of directors under the association's bylaws upon any person, partnership, association or public agency or institution interested in progressive agriculture.

7. **ORGANIZATION.** The affairs of the association are managed by its board of directors, and a majority of the number of directors then fixed by the bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than one-third of the number of directors then fixed by the bylaws. The officers of the association shall be the president, vice-president, secretary and treasurer, and such other officers as provided for in the bylaws.

8. **DURATION.** The duration of the association shall be perpetual.

9. **DISSOLUTION.** The association may be dissolved or terminated under Idaho law and the Internal Revenue Code. Upon the dissolution or other termination, no part of the property of the association, nor the proceeds, may be distributed to, or inure to the benefit of, the directors or other persons, but all such property and proceeds shall, subject to the discharge of valid obligations of the association and according to provisions of law, be distributed, as directed by the board of directors to or


among any one or more associations described in § 501(c)(5) of the Internal Revenue Code of 1986, as amended.

10. **AMENDMENTS.** These articles may be amended at any regular annual meeting or at any special meeting of the members called for that purpose. An amendment must first be approved by two-thirds of the directors and then adopted by the affirmative vote of the majority of the active members present constituting a quorum as specified in the bylaws. Notwithstanding the foregoing, the board of directors may amend these articles to maintain the association's status as a nonprofit corporation and its qualification under § 501(c)(5) of the Internal Revenue Code of 1986, as amended.

11. **RESTRICTIONS.**

11.1 Pecuniary profit is not the object or purpose of this association. The association is organized and shall be operated exclusively for agricultural and horticultural purposes within the meaning of § 501(c)(5) of the Internal Revenue Code of 1986, as amended.

11.2 The property of this association is irrevocably dedicated to agricultural, horticultural and other qualified purposes within the meaning of § 501(c)(5) of the Internal Revenue Code of 1986, as amended, and no part of the net income or assets of this association shall ever inure to the benefit of any director, officer or private person not qualified to receive the same under § 501(c)(5).

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