

CERTIFICATE OF INCORPORATION

ARNOLD WILLIAMS

I, ~~WILLIAM H. FORD~~, 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

SOUTH CENTRAL IDAHO BACTERIAL BLIGHT CONTROL ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **28th** day of **April**,
A.D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on
Film No. **128** 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 from the date hereof, with its registered office in this State located at
Jerome in the County of **Jerome**, 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 **28th** day of **April**,
A. D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SOUTH CENTRAL IDAHO BACTERIAL BLIGHT CONTROL ASSOCIATION, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are residents and citizens of the State of Idaho, of full legal age, engaged in the production of agricultural products, do hereby associate ourselves together for the purpose of forming a non-profit cooperative association, without capital stock, under the provisions of the Cooperative Marketing Act of the State of Idaho, and we hereby certify as follows:

ARTICLE I

The name of this Association shall be:

"SOUTH CENTRAL IDAHO
BACTERIAL BLIGHT CONTROL ASSOCIATION, INC."

ARTICLE II

The purposes for which this Association is formed and its powers in connection therewith shall be:

a. To foster the production of commercial field beans, and to assist growers of commercial field beans in the successful production, harvesting and marketing, and to promote the general welfare of the commercial field bean industry through education, cooperation and negotiation; to foster and assist members and other persons interested in commercial field bean production and marketing in procuring effective and desirable legislation to promote the commercial field bean industry.

b. To foster and promote the education of persons interested in agriculture in progressive and scientific production and marketing of commercial field beans and to adopt such means of making

known the benefits of cooperation and the advantages offered by this Association and particularly to foster an understanding of the problems of controlling bacterial blight in commercial field beans.

c. To reduce speculation and waste through a realistic approach toward minimizing and eliminating damage due to bacterial blight.

d. To establish, maintain, operate and carry on a pooling plan for the mutual help of the members of this Association engaged in the production of commercial field beans.

e. To establish, maintain, operate and carry on a pooling agency for the transaction of its business as agent or attorney in fact for its members in connection with any of the operations of this Association.

f. To make and enter into marketing agreements and contracts and to associate with, and acquire membership in, other associations, corporations or agencies, and to act through any such other association, corporation or agency for the cooperation and more economical conduct of its business, and as an incident thereto, to assume and discharge any and all contractual, affiliation, membership and other obligations, including the contribution of funds and capital.

g. To engage in any activities in connection with the production, marketing, selling, harvesting, processing, grading, storing, handling, or utilization of any and all agricultural products, produced by its member or non-member patrons.

h. To engage in any activities 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.

i. To borrow and loan money, make advances to its members; to guarantee performance and payment of obligations of its own, or others; to execute bills, notes, bonds, mortgages, deeds, trust and other evidences of indebtedness, and to mortgage or pledge any or all of its property as security for payment of monies borrowed.

j. To establish, build up and maintain such capital and other funds and reserves as may be deemed necessary or advantageous for use in or investment by the Association in the conduct of its business or the accomplishment of any of its objects and purposes, all upon such terms and conditions as may be authorized and permitted by law, and subject only to such conditions and limitations as may be imposed by law, these Articles of Incorporation, or the By-laws of the Association.

k. To extend the use of its services and facilities to its members and to non-member patrons, and to render service and conduct its business and operations at cost, and on a non-profit cooperative basis, without profit to the Association as such, the right of the Association to thus extend and provide its facilities and to render services to and conduct business for non-members being hereby expressly confirmed and authorized, subject only to the conditions, limitations and restrictions imposed by law, these Articles of Incorporation, or its By-laws.

l. To make and enter into marketing and pooling agreements with its member and non-member patrons, in such manner and form, and for such period of time as may be permitted by law, requiring all persons using the facilities of this Association to comply with any pooling or marketing agreements.

m. To make and enforce, pursuant to appropriate By-law provisions, such rules and regulations governing or pertaining to the

use of the facilities and offices of the Association, the rendition of services and the conduct of business and obligations of the Association for its member and non-member patrons as may be deemed necessary or required for the equitable operation of the Association and to determine charges to be made from time to time for services performed by the Association and to cover operating costs and expenses and losses that may be suffered by the Association, and to provide for the establishment and maintenance of operating and capital reserves, and to provide for other financial requirements of the Association, and to provide means and methods of collecting the same by assessment, retention of marketing returns, or otherwise; also, to provide for the amount of available funds it shall distribute from time to time to member and non-member patrons and to determine the respective interests of member and non-member patrons in all funds of the Association.

n. To purchase or otherwise acquire, own, hold, lease, mortgage, sell, or otherwise deal in and with real and personal property of every kind, nature and description, determined essential and convenient for the accomplishment of any of the purposes of the Association.

The above enumerated purposes shall also be considered a Statement of Powers, and the Association may do each and everything suitable or proper for the accomplishment or attainment thereof, conducive to or expedient for the interest or benefit of the Association and its members, and it shall have and possess all powers, rights and privileges necessary or incidental to the purposes for which it is organized. In addition thereto, the Association shall have, and may exercise, any other or further rights, powers or privileges that are, or may be accorded by law, to

Cooperative Marketing Associations, or which are granted to ordinary corporations, which are not inconsistent with the express provisions of the Cooperative Marketing Act of the State of Idaho; and it may conduct its business and operations and exercise any of its rights, powers or privileges either within or without the State of Idaho, and may contract accordingly, all to the same extent and as fully as a natural person might or could do, subject only to such restrictions, limitations and conditions as may be imposed by law, these Articles of Incorporation, or its By-laws; but provided always, that regardless of any provision herein, or in its By-laws contained, its business and operations shall be conducted on a cooperative, non-profit basis, without profit to the Association, or its members as such.

ARTICLE III

The location and post office address of the registered office of the Association, and its principal place of business shall be in Jerome, Jerome County, Idaho.

ARTICLE IV

The term for which this Association is to exist shall be Fifty (50) years from and after the date of the filing of these Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE V

Section 1: The Association shall not have any capital stock, but shall admit members into the Association upon the payment of an entrance fee of One Dollar (\$1.00). The conditions and forms for application for membership shall be provided for in the By-laws.

Section 2: Only persons engaged in the production of agricultural products, including lessees and tenants of land used for the production of such products, and lessors and landlords who receive as rent part of the crops raised on leased premises, may become members of this Association, and only one (1) membership may be owned or held by any one person.

Section 3: The voting powers of the members of this Association shall be equal, and each member shall have one (1) vote only.

Section 4: The property rights and interests of the members of this Association shall be unequal, and shall be determined upon an equitable basis related to the contributions of the members to the funds and assets of the Association, and the By-laws shall provide for the method of determining the rights and interests of the members in and to the property, funds and assets of the Association.

Section 5: Membership shall not be transferable, and a member may be expelled upon such terms and conditions as may be fixed and determined in the By-laws.

ARTICLE VI

No member of this Association shall be personally liable to creditors of the Association for the payment of any of the debts, liabilities or obligations of the Association. Nothing herein contained, however, shall be construed as a limitation on the right of the Association to collect from its member and non-member patrons, through the retention of marketing returns, assessments, or otherwise, as may be elsewhere herein, or in its By-laws, provided for, such amounts as may be necessary or essential to meet, from time to time, the financial requirements of the Association, and such right is hereby expressly confirmed.

ARTICLE VII

The governing body of this Association shall be a Board of Directors which shall be not less than ten (10) and may be any number in excess thereof as may be provided for in the By-laws, subject only to such limitations and restrictions as may be imposed by law. The Association shall have the right to provide for the establishment of director districts to provide the method of electing directors, their qualifications, respective terms, the time and manner of their election, and any and all other things pertaining thereto, including the right, through the By-laws, to change the authorized number of directors and director districts.

ARTICLE VIII

The Association shall provide for the return to the members and non-member patrons using the facilities of the Association of any of its capital funds at such time and in such manner as may be provided for in the By-laws.

ARTICLE IX

The names and addresses of the original incorporators, who shall serve as directors of the Association until the first annual meeting of the members, or until their successors are duly elected and qualified, are:

NAME

ADDRESS

J. D. Remsberg
W. G. Priest
Phares Schiffler
Ray Harding
Love Spencer
Harold Menser
Hugo E. Meyer
Grant Wyatt
Ed Schwaegler
Jack Matheney
Jacob Pershing

Route #4, Rupert, Idaho
Route #2, Jerome, Idaho
Wendell, Idaho
Route #1, Gooding, Idaho
Route #1, Jerome, Idaho
772 Greenwood Dr., Twin Falls
Route #2, Filer, Idaho
Route #2, Burley, Idaho
Route #1, Burley, Idaho
Eden, Idaho
Route #1, Heyburn, Idaho

ARTICLE X

The Association reserves the right to amend, alter, change or repeal these Articles of Incorporation, or any provision herein contained, in the manner now, or that may hereafter be, prescribed by law, and all rights conferred on members, officers and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 17th day of April, 1964.

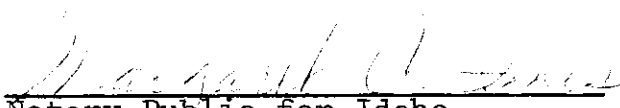
J. D. Remsberg
Jack Matheney
Hugo E. Meyer
Love Spencer
Phares Schiffler
Jacob Pershing
Ed Schwaegler
Grant Wyatt
Ray Harding
W. G. Priest

STATE OF IDAHO)
 ss:
County of Jerome)

On this 17th day of April, 1964, before me, the undersigned, a Notary Public in and for said State and County, personally appeared J. D. REMSBERG, W. G. PRIEST, PHARES SCHIFFLER, RAY HARDING, LOVE SPENCER, HAROLD MENSER, HUGO E. MEYER, GRANT WYATT, ED SCHWAEGLER, JACK MATHENEY and JACOB PERSHING, known to me to be

the persons who executed the within and foregoing instrument, 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: Jerome, Idaho