

**FILED EFFECTIVE**

2004 JUN -7 AM 9: 07

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF**

**Western Pea and Lentil Grower's Association, Inc.**

IDAHO SECRETARY OF STATE  
06/07/2004 05:00  
CX: 1649 CT: 129604 NH: 740041  
1 @ 30.00 = 30.00 INC NONP # 2  
1 @ 20.00 = 20.00 NON EXPIDI # 3

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I: Name

The name of the Corporation is **Western Pea and Lentil Grower's Association, Inc.**

Article II: Nonprofit Status

The Corporation is a nonprofit corporation.

Article III: Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV: Registered Office and Agent.

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 2780 West Pullman Road, Moscow, Idaho 83843, and the name of the initial registered agent at this address is Tim D. McGreevy.

Article V: Purposes.

The Corporation is organized and operated exclusively for the betterment of conditions of those engaged in agriculture for the production of dry peas, lentils, and chickpeas, the improvement of their products, development of efficiency and the advancement and promotion of the art and science of cultivating dry peas,

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lentils, and chickpeas within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended from time to time, to perform any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation, including but not limited to the following:

- A. Publication of educational materials
- B. Improvement of grades of products.
- C. to make distributions to organizations that qualify as exempt under such Section 501(c)(3);
- D. insure that no substantial part of the activities of the Corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office; and,
- E. to exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### Article VI: Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not

carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### Article VII: Members

The corporation shall have members.

#### Article VIII: Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
1. Howard Jones	2040 Jones Rd. Genesee, ID 83832
2. Jim Evans	15432 Evans Rd. Genesee, ID 83832
3. Joe Schmitz	9020 E. Irving Rd. Rosalia, WA 99170
4. Roy Dube	2702 Cache Creek Rd. Rosalia, WA 99170
5. George Anderson	1200 Burnt Ridge Rd. Troy, ID 83871

6. Eugene Butler 33063 Kettenbach Grade Rd.  
Culdesac, ID 83524
7. Randy Duncan 6502 Tekoa-Idaho Road  
Tekoa, WA 99033
8. Richard Grant 28507 Morning Glory Lane  
Culdesac, ID 83524
9. Lee Hawley 1004 Hawley Rd.  
Moscow, ID 83843
10. Philip Poxleitner Rt 1. Box 79B  
Grangeville, ID 83531
11. Brian Silflow P.O. Box 136  
Kendrick, ID 83537
12. Scot Cocking 1155 Woody Grade Rd.  
Farmington, WA 9128
13. Lee Druffel 802 Bald Butte Rd.  
Colton, WA 99113
14. Greg Ferrel 1605 Scenic Loop  
Walla Walla, WA 99362
15. Dave Harlow 10632 Parvin Rd.  
Palouse, WA 99161
16. Dan McKinley P.O. Box 27  
Dayton, WA 99328
17. Jack Neal 302 Lange Road  
Garfield, WA 99130
18. Art Schultheis 9451 SR 195  
Colton, WA 99113

19.. Jim White

3051 Hilty Rd.  
Colfax, WA 99111

20 Stu Pfaff

30121 State Rt. 27  
Garfield, WA 99130

Article IX: Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1996, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article X: Incorporators.

The names and street addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
1. Howard Jones	2040 Jones Rd. Genesee, ID 83832

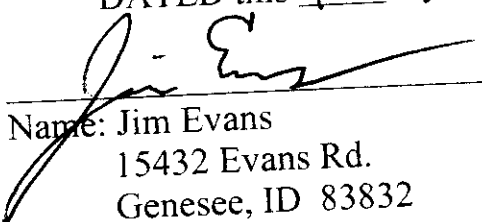
2. Jim Evans

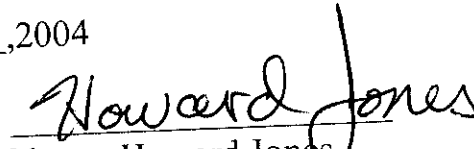
15432 Evans Rd.  
Genesee, ID 83832

Article XI: Bylaws

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

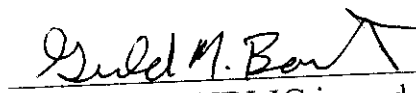
DATED this 4<sup>th</sup> day of June, 2004

  
Name: Jim Evans  
15432 Evans Rd.  
Genesee, ID 83832

  
Name: Howard Jones  
2040 Jones Rd.  
Genesee, ID 83832

STATE OF IDAHO     )  
COUNTY OF LATAH    )

On this 4 day of June, 2004, before me personally appeared  
Jim Evans and Howard Jones  
known to me to be the persons whose names are subscribed to the foregoing  
instrument, and acknowledged to me that each person executed the same.

  
NOTARY PUBLIC in and for the  
State of Idaho, residing at  
Moscow, Idaho therein.  
My commission expires: 5/31/06

