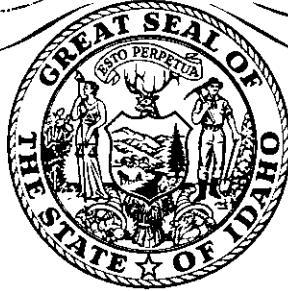


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

ARBON - ROCKLAND CATTLEMEN'S ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **February,** A. D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **117** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

American Falls in the County of **Power**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, 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 **February**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

of the

ARBON - ROCKLAND CATTLEMEN'S ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, EDGAR ELIASSEN, ROSCOE KRESS, NORMAN DAVIS, ARTHUR ANDERSEN, and D. T. WILLIAMS, all of whom are of full age, citizens of the United States of America and residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a non-profit cooperative association under provisions of Chapter 10 of Title 30, Idaho Code, and we do hereby adopt the following articles of incorporation viz:

ARTICLE I - Name

The name of this association shall be the Arbon - Rockland Cattlemen's Association, Inc.

ARTICLE II - Purpose

The Association, organized as a nonprofit Association, shall have as its objectives: to promote and encourage a spirit of cooperation and fairness one with the other and with the Shoshone - Bannock Indian Tribes and Bureau of Indian Affairs in effecting a proper and orderly use of the Fort Hall Reservation Grazing lands under permit to this association, and make recommendations to the proper authority relative to range improvement practices, structures and/or other items which will result in maintenance and/or improvement of the grazing resources of the Fort Hall Reservation.

ARTICLE III - Principal Place of Business

The place where the principal office of this corporation shall be maintained, its principal place of business and the location and post office address of its registered office in this state shall be at American Falls, Idaho.

ARTICLE IV - Members

Any owner of livestock granted the privilege to graze livestock under authority of permit issued to the Arbon - Rockland Cattlemen's Association may, upon payment of one dollar (\$1.00), become a member of the Association.

ARTICLE V - Interests of Members

This corporation is organized without capital stock; the rights and interests of all members shall be equal and no member may acquire or have a greater interest therein than any other member; membership in the corporation may be acquired in such manner and upon such terms and conditions as shall be prescribed by the by-laws, and membership certificates shall be issued to each member of the corporation upon payment of the membership fee and compliance with the other qualifications and conditions of obtaining membership; the membership fee shall be in an amount to be fixed by the by-laws; membership certificates shall not be transferable except by resolution of the Board of Directors and under such regulations as the by-laws may prescribe.

ARTICLE VI - Term of Existence

This corporation shall have perpetual existence.

ARTICLE VII - Powers

1. To lease, or otherwise acquire the control of State, County, privately-owned, tax-default, or other lands within or near the area normally contracted for grazing by this association.

2. To make contributions in cash, property, material or labor toward the protection, maintenance and improvement of the rangelands being used by the association including Fort Hall Reservation grazing lands, Unit 25, or other lands acquired for grazing from other sources.

3. To construct and maintain fences, wells, reservoirs, and other improvements necessary to the care and management of the livestock grazing in the area under permit issued to the association.

4. To act in a consulting capacity to those administering rangeland lying within the areas acquired or under permit to the association.

5. To recommend the amount, manner or apportionment, time and method of collection of assessments for strictly Association purposes.

6. To enter into cooperative agreements with the Shoshone - Bannock Indian Tribes and Bureau of Indian Affairs, or any officer designated by them, for any of the foregoing purposes or for any other purposes authorized with their cooperation.

7. To determine in cooperation with the Bureau of Indian Affairs and Shoshone - Bannock Indian Tribes, the range management practices to be followed by the Association and its members, such as salting, riding, sanitation, etc.

ARTICLE VIII - Officers

1. The officers of the Association shall consist of President, Vice-President, Secretary-Treasurer, and two additional members to act with the above officers as a five-man board of directors; except that the Secretary-Treasurer need not be a member of the board of directors.

2. The officers and directors shall be elected from the membership of this Association at a regular annual meeting to be held between November 1 and December 31 of each year.

3. The Secretary-Treasurer of the Association will mail cards to all members of the Association informing them of the date, time and place of the annual meeting ten days prior to the selected date of such meeting.

ARTICLE IX - Voting

1. Voting shall be as follows:

2. Each member of the Association or informal partnership in the Arbon - Rockland Cattleman's Association area shall be entitled to one vote for each membership.

3. Any member may become a candidate for office or to the Board of Directors of the Association by having his name placed in nomination by any other member.

4. Any candidate to be elected as officer or director must receive a majority of the votes cast at the election.

5. A majority of the membership shall constitute a quorum in Association meeting. Three or more members of the Board of Directors shall constitute a quorum for Director's meeting.

6. All votes must be cast by the member, either in person or by proxy.

ARTICLE X - Duties

The duties of the respective officers shall be set forth in the By Laws of the Association.

ARTICLE XI - Business

The Board of Directors shall consider all matters concerning the Association and its interests, and shall transact such business as comes before them subject to the approval of the membership.

ARTICLE XII - Assessments

Annual assessments shall be decided on by vote of the membership at a regular meeting, and shall not exceed the requirements in covering expenses incurred under the powers defined in Article VII. Assessments shall be made in proportion to the number of AUM's as authorized under permit to the Arbon - Rockland Cattlemen's Association issued by the Superintendent, Fort Hall Agency, Idaho.

ARTICLE XIII - Remuneration

No officer of this Association shall receive any remuneration for his services, but shall be paid his actual expenses while engaged in the performance of his duties, except for the Secretary-Treasurer, who shall be paid a reasonable sum for services rendered, the amount thereof to be fixed by the Board of Directors. Those officers or members delegated by the Board of Directors to represent this Association in matters of common interest to the members of the Association shall in no event receive more than the actual expenses necessarily incurred by them in the performance of such duties.

ARTICLE XIV - Special Meetings

The President, or Vice-President in the absence of the President, may call a special meeting upon request of five or more members of the Association, members being given five (5) days notice thereof in writing, the place and time of such meeting to be designated by the President or Vice-President.

ARTICLE XV - Amendments

Amendments to the Constitution and By Laws of the Association may be made at regular or special meetings called for that purpose upon seventy-five (75%) percent vote represented by the members of the Association.

ARTICLE XVI

That each of the incorporators hereof has actually subscribed for membership in this association.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, in triplicate this 20th day of February, 1962, with our post office addresses set opposite our respective names.

Edgar Eliassen Rockland, Idaho
Edgar Eliassen

Roscoe Kress Rockland, Idaho
Roscoe Kress

Norman Davis Rte. 1 North, Box 83,
Pocatello, Idaho
Norman Davis

Arthur Andersen Rockland, Idaho
Arthur Andersen

D. T. Williams Arden, Idaho
D. T. Williams

ACKNOWLEDGMENT (Individual)

State of Idaho,)
County of Power) ss.

On the 20 th day of February, in the year 1962, before me, W. C. Loofbourrow, a Notary Public, in and for said State, personally appeared, Edgar Eliassen, Roscoe Kress, Norman Davis, Arthur Andersen and D. T. Williams, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, 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.

W. C. Loofbourrow
Notary Public

My commission expires Jan. 3d, 1963.

Residence American Falls, Idaho.