



Department of State.

Certificate of Incorporation

I, FRANKLIN GIRARD, 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

WENDELL GRANGE SUPPLY COMPANY

was filed in the office of the Secretary of State on the 17th day of March ,

A. D. One Thousand Nine Hundred Thirty-six and is duly recorded in Book 1-29 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 22-2008, Idaho Code, Annotated.

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 existence of fifty years from the date hereof, with its registered office in this State located at Wendell , in the County of Gooding , 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 20 of Title 22, Idaho Code, Annotated.

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 17th day of March , in the year of our Lord one thousand nine hundred thirty-six , and of the Independence of the United States of America the One Hundred Sixtieth .

Secretary of State.

ARTICLES OF INCORPORATION
OF THE Wendell GRANGE SUPPLY COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the State of Idaho who are engaged in the production of agricultural products, adopt the following articles of incorporation under the provisions of Title 20, Chapter 20 of the Idaho Code Annotated 1932 and the amendments thereto by Chapter 212 of the 1933 Session Laws of the State of Idaho, as a non-profit cooperative corporation.

ARTICLE 1.

The name of this corporation shall be the Wendell Grange Supply Company.

ARTICLE 2.

The purposes of the corporation shall be:

- a. 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;
- b. To borrow money and to make advances to members.
- c. To act as the agent or representative of any member or members in any of the above-mentioned activities.
- d. To purchase or otherwise acquire, and to hold, own and exercise all rights 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 corporation.
- e. To establish reserves and to invest the funds thereof in bonds or such other property as may be provided in the by-laws.
- f. 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 corporation or incidental thereto.
- g. To do each and every thing 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 corporation; and to contract accordingly; and in addition,

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to exercise and possess all powers, rights and privileges necessary or incidental to the purposes, for which the corporation 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 this chapter; and to do any such thing anywhere.

h. To enter into all necessary and proper contracts and agreements and make all necessary and proper stipulations, agreements, contracts and arrangements with other cooperative corporations, association, or associations, formed in this or any other state for the cooperation and more economical carrying on of its business, or any part or parts thereof.

ARTICLE 3

The place where the principle place of business of this corporation will be transacted is Hailey, Idaho.

ARTICLE 4

The term for which the corporation is to exist is fifty years.

ARTICLE 5

The corporation shall have no capital stock and the property rights and interest of each member shall be represented by a membership certificate and shall be equal. The corporation shall have the power to admit new members who shall be entitled to share in the property of the corporation with the old members.

ARTICLE 6

Under the terms and conditions prescribed in its by-laws the corporation may admit as members only persons engaged in the production of agricultural products to be handled by or through the corporation or to agricultural producers using supplies handled by or through the corporation organized for that purpose, including the lessees and tenants of land used for the production of such products, and any lessors or landlords who receive as rent part of the crop raised on the leased premises.

ARTICLE 7.

The private property of the members is not liable for the debts of the corporation except in cases where the membership fee has not been paid, and then only to the extent of the unpaid membership fee.

ARTICLE 8

The articles of incorporation may be altered or amended in any respect at any regular meeting or at any special meeting called for that purpose. An amendment must, however, be first approved by two-thirds of the directors and

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then adopted by the affirmative vote of two-thirds of the members of the corporation present at such meeting, except as otherwise provided in Section 22-208 Idaho Code Annotated 1932 and provided that a quorum, as specified in the by-laws of the corporation, be present. Copies of the amendments shall be filed as provided by law.

IN WITNESS WHEREOF, We have hereunto affixed our hands and seals on this the 12 day of March, 1936.

<u>NAME</u>	<u>ADDRESS</u>
<u>L A Adams</u>	<u>Wendell Ida</u> (SEAL)
<u>Collard</u>	<u>Wendell Ida</u> (SEAL)
<u>Ray Smith</u>	<u>Wendell Ida</u> (SEAL)
<u>W A Sullivan</u>	<u>Wendell Ida</u> (SEAL)
<u>J J Steele</u>	<u>Wendell Ida</u> (SEAL)
	(SEAL)

STATE OF IDAHO)

COUNTY OF Gooding ss.

On this 12 day of March, 1936, personally appeared _____

L A Adams one of the incorporators of the above named corporation and acknowledged that the articles had been adopted and signed in conformity with the provisions therein contained.

W. A. Johnson
Notary Public for Idaho
Residing at Wendell Ida