

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

MALTA GRAZING ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Nineteenth** day of **January**, A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ as duly recorded on ~~Film No.~~ **microfilm** 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

Malta

in the County of

Cassia

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 **19th** day of **January**, A.D. **1965**

Secretary of State.

ARTICLES OF INCORPORATION
OF
MALTA GRAZING ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, citizens and residents of the United States of America, and of the State of Idaho, and each over the age of Twenty-one (21) years, do by these present voluntarily associate ourselves together for the purpose of forming a Corporation, as hereinafter state, pursuant to and under the laws of the State of Idaho, a non-profit cooperative association, and we do hereby execute and deliver these Articles of Incorporation for that purpose. We hereby set forth, declare and certify:

ARTICLE I

NAME

The Corporate name of this association shall be "MALTA GRAZING ASSOCIATION, INC."

ARTICLE II

OBJECT AND PURPOSES

The object and purposes for which this Corporation is formed are as follows:

1. To engage in the acquisition by purchase, lease or otherwise, lands for grazing and/or recreational purposes in the State of Idaho, and other states, for the individual use and benefit of the members of the association and not for the purpose of pecuniary profit to the association itself, if possible the acquisition, control, conservation and shift in use of lands presently utilized in the production of crops, to lands that can be used for grazing and/or recreational purposes, only, to the end that the members of said association may stabilize their farming and ranching operations thereby, and to the further end, that lands

that are now producing crops may be used for grazing purposes, and/or recreational purposes, and such other utilization not forbidden by law.

2. To hold, purchase, acquire lease and convey real and personal estate; to borrow money for the use and needs of the association; and to pledge and/or mortgage, real, personal and intangible property of said association as security therefore.

3. To require a fee for membership in such association, and to levy assessments upon the members thereof for the acquisition by lease, purchase or otherwise, of grazing or forage producing lands and for the construction and installation and maintenance of improvements, operations, repairs, and betterments of grazing lands; for the maintenance of equipment and facilities thereon, and for the payment of lawful obligations incurred by the association, in the furtherance of the purposes herein set out.

4. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of, or connected with the aforesaid objects or purposes, or any part or parts thereof, provided, the same be not inconsistent with the laws under which this corporation is organized.

5. To sue and be sued, complain and defend in any Court of law or equity.

6. To acquire a corporate seal, which may be altered at the discretion of the association and to use the same by

Causing it or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

7. To appoint such officers and agents as the business of the association shall require and to allow suitable compensation therefore.

8. To formulate and adopt by-laws not inconsistent with the constitutional laws of the United States or of this State, for the management of the association properties, the regulation and government of its affairs, and for the certification and transfer of its membership certificates.

9. To wind up and dissolve itself or to be wound up and dissolved in the manner provided by the statutes of this State.

ARTICLE III

PLACE OF BUSINESS

The location and Post Office address of the registered office of the corporation is Malta, County of Cassia, State of Idaho.

ARTICLE IV

TERM

The term and existence of this corporation shall be perpetual.

ARTICLE V

MEMBERSHIP

1. The association shall not issue any capital stock. Membership in the association shall be evidenced by membership certificates issued to applicants qualifying for membership and paying the membership fees, as provided in these Articles of Incorporation and in the By-laws of the association.

2. Rights and interest of all members shall be equal, and no member can have or acquire a greater interest in the association than any other member. Membership in the association shall represent the right to share equally with all other members, under the terms and regulations governing the association, lands and facilities of the association for grazing and other acceptable purposes, subject to the payments of grazing fees and assessments, required by the association, and subject to the provisions of the by-laws and regulations adopted by the Board of Directors to insure the most advantageous use of lands and facilities owned and/or operated by the association.

3. Membership in the association shall be limited to operators of family sized farms, with rights as to tenure and location of use to be controlled by the association, so as to enable members to make full and beneficial use of the properties of the association and any services furnished thereby, in the sound discretion of the Board. A family sized farm shall be construed to be a farm unit which meets the requirements of the United States government's Farmers Home Administration as that agency defines the term, family size farm.

4. Membership certificates, evidencing membership in this association, can not be assigned, nor in any way transferred, mortgaged, or pledged, so that the transferee thereof can by such transfer become a member of this association, EXCEPT upon the approval of such transfer by resolution of the Board of Directors, and under such regulations as the by-laws may prescribe. The foregoing restriction applies to transfer whether intervivos or testamentary, and the foregoing provision shall be recited in all certificates of membership issued to this corporation.

ARTICLE VI

INCORPORATORS

The names and Post Office Addresses of each of the Incorporators of this association are as follows:

Douglas R. Harper	Malta, Idaho
Elwin Kay Harper	Malta, Idaho
D. Jay Harper	Malta, Idaho
Albert Jay Cottle	Malta, Idaho
E. Brent Udy	Malta, Idaho
R. Lance Udy	Malta, Idaho
Denton L. Whitaker	Malta, Idaho

ARTICLE VII

BOARD OF DIRECTORS

All members of the Board of Directors must be members of the association and the Board of Directors shall consist of Five (5) members, and a majority of the members of the Board of Directors will constitute a quorum for transacting business, and the act of a majority of said quorum of the Board of Directors shall be the act of the Board.

ARTICLE VIII

VOTING

Each member of the association shall be entitled to one (1) vote at any meeting of the members of the association, no cumulative voting will be utilized.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho, then in full force and effect.

ARTICLE X

BY-LAWS

By-laws for the government of the association and the management of its affairs shall be adopted by the members of said association, and said members shall be empowered to amend or repeal said By-laws in accordance with the provisions thereof, and pursuant to the laws of this state.

IN WITNESS WHEREOF, the parties hereto have set their hands, this 18TH day of January, 1965.

Douglas R. Harper
Douglas R. Harper

Elwin Kay Harper
Elwin Kay Harper

D. Jay Harper
D. Jay Harper

Albert Jay Cottle
Albert Jay Cottle

E. Brent Udy
E. Brent Udy

R. Lance Udy
R. Lance Udy

Denton L. Whitaker
Denton L. Whitaker

STATE OF IDAHO)
County of Cassia) ss.

On this 18TH day of January, 1965, before me, the undersigned a Notary Public in and for said State, personally appeared DOUGLAS R. HARPER, ELWIN KAY HARPER, D. JAY HARPER, ALBERT JAY COTTLE, E. BRENT UDY, R. LANCE UDY, and DENTON L. WHITAKER, known to me to be the persons whose names are subscribed to the foregoing instrument, 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.



[Signature]
Notary Public for Idaho
Residing at Burley, Idaho