

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

LOUIS L. CLAPP

I, ~~MINNIE WILLIAM~~, 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

LEADERS GRAZING ASSOCIATION, INC.,

was filed in the office of the Secretary of State on the **Fourth** day of **April** A. D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ is duly recorded on ~~film~~ **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 **Leadore,** in the County of **Lewi,** 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 **4th** day of **April**, A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of full age and all citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under Title 30, Chapter 10, of the Idaho Code, and we hereby certify:

ARTICLE I

That the name of the corporation shall be LEADORE GRAZING ASSOCIATION, INC.

ARTICLE II

That the purpose or purposes for which said association is formed are:

(a) To engage in the business of providing by purchase, lease or otherwise, lands for grazing and recreational purposes in the State of Idaho, for the use and benefit of its members and not for the purpose of direct gain to the association itself or of the members thereof.

(b) To own, operate and develop picnicking and other recreational or grazing facilities.

(c) 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 therefor.

(d) To levy assessments upon its members for the acquisition by lease, purchase or otherwise of grazing or forage producing lands and for the construction and maintenance of improvements, operation, repair and betterments of grazing lands; for the maintenance of equipment and facilities thereon and for payment of the lawful obligations of the association.

(e) To do any and all things that may be incident or conducive to the aforesaid objects, or any of them, and exercise the usual powers of corporate bodies.

(f) To sue and be sued, complain and defend in any court of law or equity.

1 (g) To have a corporate seal, which may be altered at pleasure
2 and to use the same by causing it or a facsimile thereof, to be
3 impressed or affixed or reproduced or otherwise.

4 (h) To appoint such officers and agents as the business of the
5 association shall require and to allow them suitable compensation.

6 (i) To make bylaws not inconsistent with the constitution or
7 laws of the United States, or of this state, for the management of
8 its property; the regulation and government of its affairs; and
9 for the certification and transfer of its membership certificates.

10 (j) To wind up and dissolve itself, or to be wound up and
11 dissolved in the manner provided by the statutes of this state.

12 ARTICLE III

13 The principal place of business of the association shall be
14 located at Leadore, in Lemhi County, State of Idaho.

15 ARTICLE IV

16 The affairs of the association shall be under the control of
17 three (3) directors, and those who shall as directors manage the
18 affairs of the association for the first year and until their
19 successors are duly elected and qualified are:

20 Floyd A. Nillson, President; Leadore, Idaho.

21 Maxwell F. Beyeler, Secy.-Treas; Leadore, Idaho

22 Ivan L. Jones, Vice-President; Tendoy, Idaho

23 At the first annual meeting following the expiration of the
24 one year period for which the directors herein designated will
25 serve, and at each annual meeting thereafter, a new Board of
26 Directors will be elected in accordance with the provisions of the
27 bylaws of the association and the laws of the State of Idaho, in
28 such cases made and provided.

29 ARTICLE V

30 Section 1. Membership in this association shall represent the
31 right to share with all other members in the use of the lands and
32 facilities of the association for grazing purposes, proportionately

1 within the limits as shall be established in the bylaws of the
2 association, subject to the payment of established grazing fees
3 and assessments, and subject to the provisions of the by laws and
4 regulations adopted by the Board of Directors to prevent overgrazing
5 and other practices detrimental to the lands owned or operated by
6 the association. No member's individual liability shall extend
7 beyond the consideration paid by each member for his membership
8 certificate.

9 Section 2. Priority for membership in this association shall
10 be given to operators of not larger than family-size farms, with
11 rights as to length of tenure and proximity of location to the
12 grazing controlled by the association, sufficient in the judgment
13 of the Board of Directors, to enable such operators to make full
14 beneficial use of the grazing and services furnished by the
15 association. A family-size farm shall be construed to mean a farm
16 operated by one family which provides the entire management and
17 more than fifty percent of the labor for such operation. The
18 operator of a family-size farm together with the members of his
19 immediate family, shall be entitled to and shall hold only one
20 membership in the association.

21 Section 3. Membership in this association shall be trans-
22 ferable and subject to mortgage or pledge only upon the approval
23 of the Board of Directors. The above provision shall be recited
24 in all certificates of membership issued.

25 ARTICLE VI

26 The bylaws of the association for the management of its
27 affairs shall be adopted by the members of said association, and
28 said members will be empowered to amend or repeal said bylaws in
29 accordance with the provisions thereof.

30 ARTICLE VII

31 Cumulative voting shall not be allowed. Each member shall
32 be permitted only one vote regardless of the number of members
in his immediate family.

ARTICLE VIII

This association shall have perpetual existence.

ARTICLE IX

The address of the initial registered office shall be Leadore, Idaho, and the name of the initial registered agent for the service of process is Maxwell F. Beyeler, Secretary-Treasurer, Leadore, Idaho.

ARTICLE X

There shall be issued to each member a certificate of membership and the rights and interests of all members shall be equal.

IN WITNESS WHEREOF, The persons who have associated themselves together to form this corporation have hereunto set their hands, this 17th day of March, 1966.

Address: Leadore, Idaho

Maxwell F. Beyeler

Address: Leadore, Idaho

Reva S. Beyeler

Address: Leadore, Idaho

Floyd A. Nilsson

Address: Leadore, Idaho

Dexter J. Nilsson

Address: Tendoy, Idaho

Ivan L. Jones

Address: Tendoy, Idaho

Doris Jones

STATE OF IDAHO

County of Lemhi--SS

On this 17th day of March, 1966, before me, the undersigned, a Notary Public in and for said state, personally appeared Floyd A. Nilsson and Dexter J. Nilsson, husband and wife; Maxwell F. Beyeler and Reva S. Beyeler, husband and wife; and Ivan L. Jones and Doris M. Jones, husband and wife; all known to me to be the persons whose names are subscribed to the within 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 first above written.

Erin L. Kohn

Notary Public for Idaho, Residing at Salmon, Idaho.