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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NEZPERCE PRAIRIE GRASS GROWERS ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of NEZPERCE PRAIRIE GRASS GROWERS ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 29, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Angie Hoke

Corporation Clerk

ARTICLES OF INCORPORATION
OF
NEZPERCE PRAIRIE GRASS GROWERS ASSOCIATION, INC.

RECEIVED
SEC. OF STATE
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, incorporators hereby associate ourselves together for the purpose of forming a non-profit corporation in accordance with the provisions of Chapter 3, Title 30, Idaho Code, and we do hereby make, execute and acknowledge in duplicate these Articles of Incorporation.

ARTICLE I.

The name of this corporation is NEZPERCE PRAIRIE GRASS GROWERS ASSOCIATION., INC.

ARTICLE II.

This corporation is organized as a non-profit corporation and the objects and purposes to be transacted and carried on are as follows:

1. To foster cooperation between grass seed producers, grass seed processors, and various local and state governments, as well as the federal government and their sub-divisions in the production and marketing of grass seed.
2. To sponsor through scientific research and by other legitimate means, effective methods of promoting the use of, and increasing production of grass seed.
3. To promote and foster good-will among the public at large concerning the practices of grass seed producers and to engage in informational and educational programs for this purpose.
4. To impose restrictions and sanctions upon those who voluntarily become members in this association for acts injurious to the public at large, or detrimental to the goals and purposes of this association.

5. To do all and everything necessary, suitable and proper for the accomplishments of any and all of the purposes and objects set forth above, either alone or in association with other corporations, firms or individuals and to do every act incidental to the aforesaid purposes, provided the same shall not be inconsistent with the law under which this corporation is organized.

ARTICLE III.

The street address and post office address of the initial registered office of the Corporation is and shall be 505 Oak Street, P.O. Box 189, Nezperce, Idaho 83543. The initial registered agent at such address for service of process is Loren G. Knutson.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The private property of the members shall not be subject to payment of association debts in any extent whatsoever.

ARTICLE VI.

The Board of Directors of the corporation shall never be less than six (6) in number, subject to being increased by proper action of the corporation at a later date.

The names and addresses of the initial officers, organizers and incorporators are as follows:

Morris D. Albers, President and Director, P.O.
Box 292, Nezperce, Idaho 83543;
Steve Riggers, Vice-President and Director,
HCRI, Box 75, Nezperce, Idaho 83543;
David Mosman, Secretary-Treasurer and Director,
Route 2, Craigmont, Idaho 83523;
John Richardson, Director, 4672 Gilbert Grade,
Orofino, Idaho 83544.
Gerald Riggers, Director, Route 2, Craigmont,
Idaho 83523.
Jim Henderson, Director, P.O. Box 83, Nezperce,
Idaho 83543.

The Board of Directors shall be selected from those who are members of this corporation and the number, qualifications, terms of office, manner of election, time and place of meeting and the powers and duties shall be prescribed in the By-Laws of this corporation.

ARTICLE VII.

The Corporation formed herein shall have no capital stock. It shall be composed of members, rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws.

ARTICLE VIII.

This Corporation is not organized for pecuniary profit and shall have no power to declare dividends. No part of its net earnings shall inure to the benefit of any member, director, or individual; PROVIDED, HOWEVER, that members, directors and officers may be reimbursed for actual expenses and may receive compensation for duties actually performed and on behalf of this association.

ARTICLE IX.

These articles may be amended in any manner permitted or authorized by law by the favorable vote of a two-thirds majority of the members present or represented by proxy at a meeting of the members duly called upon notice for the specific purpose thereof and containing a statement of the proposed amendment.

ARTICLE X.

The general geographical area in which this association shall operate will be that part of Idaho, Clearwater, Lewis and Nez Perce Counties, commonly referred to as the Nezperce Prairie.

Any question as to the actual area involved for membership purposes shall be subject to determination by the Board of Directors.

ARTICLE XI.

Upon dissolution or final liquidation of this Corporation, the assets shall be disposed of as follows:


1. All debts and liabilities of this association shall first be paid.

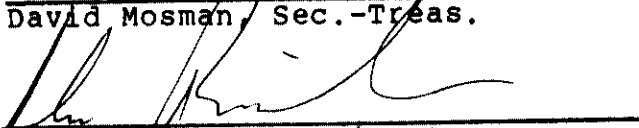
2. Any balance remaining shall be disposed of by grant or gift to charitable, education, or scientific non-profit associations or institutions whose purposes and goals are similar to those of this association and none of the said balance shall revert to any member or members of this association.


IN WITNESS WHEREOF, We, the incorporators do hereby make, sign, seal and acknowledge these Articles of Incorporation in duplicate this 24 day of January, 1992.


Morris D. Albers, President


Steve Riggers, Vice-President


David Mosman, Sec.-Treas.


John Richardson, Director



Gerald Riggers, Director


Jim Henderson, Director

STATE OF IDAHO)
) ss.
County of Lewis)

On this 24 day of January, 1992, before me a Notary Public in and for the said state, personally appeared MORRIS D. ALBERS, STEVE RIGGERS, DAVID MOSMAN, JOHN RICHARDSON, GERALD RIGGERS, and JIM HENDERSON, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same, and that they are citizens of the United States of America, and that they are residents of the State of Idaho, and are over the age of twenty-one (21) years.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public, State of Idaho
Residing at Kamiah therein.

(NOTARY SEAL)