

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, GEO. H. CURTIS, 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

PAYETTE COUNTY LABOR ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Eighteenth** day
of **March** **A. D. One Thousand Nine Hundred Forty-four** and
~~is~~ ^{on Film Roll} ~~duly~~ ^{No. 2} recorded in Book of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103 and Sections
29-1001 to 29-1005, inclusive, 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 hereinbefore stated, for **Fifty**
(50) years from the date hereof, with its registered office in this State located at
Payette in the County of **Payette**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative
Associations, as provided in Chapter 10, Title 29, 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 **18th** day
of **March**, in the year of our Lord
one thousand nine hundred **Forty-four**,
and of the Independence of the United States of
America the One Hundred **Sixty-eighth**.

Secretary of State.

ARTICLES OF INCORPORATION OF

PAYETTE COUNTY LABOR ASSOCIATION, INC.

ARTICLE I - Name and Place of Business

The undersigned, pursuant to Chapter 10, Title 29, Idaho code annotated hereby associate themselves together and form a non-profit cooperative association.

This association shall be known as the Payette County Labor Association, Inc. The office and principal place of business of this association shall be at the Federal Building, Payette, Idaho.

ARTICLE II - Period of Operation

That the term for which said corporation is to exist is five years from and after date of its incorporation.

ARTICLE III - Purposes and Powers

The objects and purposes of this association are to associate its members together for their mutual benefit and to that end to engage in any activity involving or relating to the securing of labor for its members and including the financing thereof. This association shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which this association is formed.

ARTICLE IV - Membership

Section 1. Eligibility. The signers of these articles shall be deemed members of this association immediately upon the adoption thereof. Any person engaged or interested in the production, marketing, or processing of agricultural commodities, who resides in Gem, Payette, and Washington Counties in Idaho, and Malheur County in Oregon, shall be eligible for membership.

Section 2. Any eligible person may apply for membership on an application form prescribed by the board of directors, which shall set forth the applicant's full name, eligibility for membership, mailing address, and such other information as may be required. Such application shall provide that the applicant is familiar with the constitution and by-laws of this association and that he subscribes to the same and all agreements made pursuant thereto, and will abide by them. Upon approval by the board of directors and upon payment of the required membership fee, the applicant shall become a member.

Section 3. Membership Fees. The membership fee shall be five dollars (\$5.00) plus two dollars (\$2.00) per worker applied for as specified in application for number of workers.

Section 4. Termination of Membership. If a member moves from the territory served by the Association, or fails to pay any fees or any charges made by the Service within thirty days after they become due, or wilfully violates the terms hereof or obstructs the purposes and proper activities of the Association, his membership may be terminated by a two-thirds vote of the entire board of directors. Any person desiring to withdraw from membership may do so by making a written statement to the secretary of the association thirty days prior to the time of his withdrawal. Nothing herein shall be construed to relieve a withdrawing member from any liability incurred by him or the association prior to such withdrawal.

ARTICLE V - Members' Meetings

Section 1. Annual Meeting. The annual meeting of the members of this association shall be held at its principal place of business, or at another place selected by the board of directors, on the last Monday of February of each year, at eight o'clock P.M., if not a legal holiday, or, if a legal holiday, on the next business day following.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the board of directors and must be called upon demand of ten percent of the members by petition filed with the secretary stating the specific business to be brought before the members. No business shall be transacted at a special meeting, except as is specified in the notice.

Section 3. Notice of Meetings. Notices of all meetings shall be mailed to each member at least ten days prior to the meeting at his last known address by the secretary. Notices of special meetings shall include a statement of the business to be brought before the meeting.

Section 4. Quorum. Ten percent of all the members of this association shall constitute a quorum at any meeting. In the event less than a quorum is present, those present shall fix another date for the meeting, and the secretary shall give the usual notice to all members.

Section 5. Voting. Each member shall be entitled to only one vote on any question. No proxy voting shall be allowed, but members may vote by mail on specific questions provided their votes reach the secretary prior to the meeting.

ARTICLE VI - Directors

Section 1. Election. The board of directors shall consist of seven directors elected by the members by a majority vote, from their own number at the annual meeting of the association. At the first meeting of the members, seven directors shall be elected for a term expiring on the date of the annual meeting of the members. On that date, two directors shall be elected for a one year term, two directors shall be elected for two year terms, and three directors shall be elected for three year terms. Vacancies occurring in the board of directors shall be filled by a majority vote of the remaining members of the board until the next annual meeting of the members of the association.

Section 2. Powers of the Board of Directors. All the powers of the association shall be vested in the board of directors, exclusively, subject at any time to any limitations which may have been imposed by a majority of the members present at any regular or special meeting. Without in any way limiting the foregoing grant of power, the board of directors may authorize the execution of contracts with any agency of the United States or with any other person or agency for the employment of workers transported or made available by such person or agency, upon such terms and conditions as the board of directors may deem advisable.

Section 3. Meetings. The annual meeting of the board of directors shall be held immediately following the annual meeting of the members, without further notice, for the election of the officers of the association. Regular meetings of the board shall be held at such time and place as may be fixed by the board. Special meetings of the board may be held at any time upon the call of the president or by any two members of the board, provided that at least three days' notice thereof shall be given. A majority of the members of the board shall constitute a quorum at any meeting.

Section 4. Compensation. The members of the board shall receive no compensation for their services as such, nor for any services rendered as officers of the association, except that compensation may be paid to directors or others acting in the capacity of the secretary and the treasurer, or the secretary-treasurer of the association. Directors may be reimbursed for travel expenses.

ARTICLE VII - Officers

The officers of this association shall be a president and vice-president to be elected by the directors from among their number, and a secretary and a treasurer, or secretary-treasurer, who may be elected by the directors from outside the membership. The terms of all officers shall be until the next annual meeting of the directors or until their successors are elected and qualified. The duties of the respective officers shall be the usual duties of such officers and such other duties as may be prescribed by the board of directors. Officers and employees having the custody of or handling the funds of the association shall give a bond satisfactory to the board of directors at the expense of the association.

ARTICLE VIII - Operations

Section 1. Employment of Workers. Each member shall be entitled to employ the number of workers for which he has entered into an agreement with the association, provided that if the number of workers which the association is able to obtain is insufficient to supply the needs of all members, the supply will be prorated in the proportion that the number that each member agreed to employ bears to the total number agreed to be employed by all members, provided further that each member shall be entitled to one worker before any member receives more than one. No employment charge shall be made to employee.

Section 2. Assessments. The board of directors may levy assessments or charges, on a per member basis, the basis of the number of workers employed or agreed to be employed by each member or the basis of the number of acres of land operated by each member, to supply the association with funds sufficient to meet all its obligations and needs, and each member agrees to pay such assessments and charges.

Section 3. Distribution of Surplus Funds. The association shall be operated on a non-profit basis for the mutual benefit of its members. It is not anticipated that it will have a surplus, but if its income should exceed its expenditures, the surplus, at the end of each operating season, shall be returned on a prorated basis to the members or other sources from which such surplus fund was derived. In the event of the dissolution of this association, any unused moneys shall be refunded in the same manner.

ARTICLE VIII - Amendments

These articles may be amended by a two-thirds vote of all the members present at any regular meeting or at any special meeting called for that purpose.

Witness our hands March 10th, 1944.

O. E. Bassen
U. M. Hengeler
E. L. Brown
Howard Hansen
Harry T. Lewis
Frank B. Arata
J. C. Polymore
Incorporators

State of Idaho :
: ss.
County of Payette :

On this 10th day of March, 1944, before me, the undersigned Notary Public for the State of Idaho, personally appeared O. E. Bassen, U. M. Hengeler, E. L. Brown, Howard Hansen, Harry T. Lewis, Frank B. Arata, and J. C. Polymore, and the persons whose names are subscribed as incorporators to the foregoing Articles of Incorporation, and acknowledged to me that they severally and jointly executed the same.

Witness my hand and notarial seal March 10th, 1944.

John L. Kumar
Notary Public
Residing at Payette, Idaho