

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

MEDICINE LODGE CATTLE ASSOCIATION, INC.

was filed in the office of the Secretary of State on the 21st day of April A. D. One Thousand Nine Hundred seventy-five and will be is duly recorded on ~~FILE 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 Boise, Idaho in the County of Clark 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 21st day of April A.D., 1975 .

Secretary of State.

ARTICLES OF INCORPORATION  
of  
MEDICINE LODGE CATTLE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation and forming a non-profit cooperative association under the provisions of the Non-Profit Cooperative Associations Act, Chapter 10 of Title 30, of the Idaho Code, and all laws amendatory thereof, and supplemental thereto, and for such purpose do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose as follows:

ARTICLE I.  
NAME OF CORPORATION

The name of this corporation shall be and is: Medicine Lodge Cattle Association, Inc.

ARTICLE II.  
PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To acquire by purchase, lease or otherwise, lands, grazing rights, water rights and property rights; to maintain, improve and operate such lands, rights and property rights, for the use and benefit of the members of the association for livestock grazing, recreation and other general uses of such lands, rights and property rights, consistent with good land management and with the powers and purposes of this association.

Section 2. To acquire by purchase, lease or otherwise, such other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate to enable the association to make available and furnish such uses to its members on a mutual cooperative basis.

Section 3. To levy assessments upon its members, in proportion to the use thereof, 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, rights and property acquired by the association; for the maintenance of improvements, equipment and facilities thereon and for the payment of the lawful obligations of the association and to repay any indebtedness incurred therefore.

Section 4. To acquire, accumulate and disseminate to members information for the improvement and betterment of livestock, livestock raising practices, grazing management and forage producing practices for the betterment and improvement of the association, its members and livestock raising and management methods.

Section 5. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 6. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 7. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 8. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 9. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes

of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.  
CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.  
PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is Dubois, Clark County, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board or Directors may from time to time decide. The Post Office address of the registered offices shall be in care of Clifton H. May, Secretary, Medicine Lodge Rural Route, Dubois, Idaho 83423.

Section 2. The operation and business of this corporation shall be carried out in the County of Clark, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

ARTICLE V.  
MEMBERSHIP

The cooperative association shall be organized on a membership basis without capital stock and shall at all times be operated on a mutual cooperative non-profit basis. Each member shall be entitled to only one (1) vote upon each matter submitted to a vote at each meeting of the members. All questions shall be decided by a vote of the majority of members voting thereon, as provided by law, the Articles of Incorporation, or the By-Laws. A majority of the members shall constitute a quorum and a majority of quorum may conduct business and vote upon all matters coming before the membership at any duly called membership meeting.

ARTICLE VI.

MANAGEMENT

Management of this corporation and association shall be vested in a Board of Directors, to be composed of a number determined by the members from time to time, but to be not less than three. The directors shall be elected at the annual meeting of the members as provided in the By-Laws and in the manner and method therein provided.

ARTICLE VII.

DIRECTORS' MEETINGS

The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, provided that if less than such majority of the Directors is present at any meeting a majority of the Directors present may adjourn the meeting from time to time, provided further that the secretary shall notify any absent Directors of the time and place of such adjourned meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII.

INCORPORATORS

The name and post office address of each of the incorporators shall be as follows:

Carl R. Hoggan, Hamer, Idaho 83425  
Lynn H. Hoggan, Dubois, Idaho 83423  
Max C. Hoggan, Dubois, Idaho 83423  
Thomas C. Stelzer, Dubois, Idaho 83423  
Ned M. Gneiting, Blackfoot, Idaho 83221  
C. Anson Garrett, Dubois, Idaho 83423  
Kenneth Rowland, Idaho Falls, Idaho 83401  
Clifton H. May, Dubois, Idaho 83423

All of the subscribers to these Articles of Incorporation are of full age and citizens of the United States and residents of the State of Idaho

ARTICLE IX.  
PARTICULAR CONTRACTS

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE X.  
LIABILITY

The members of the association and corporation shall not be individually liable for any obligation or debt of the cooperative association.

ARTICLE XI.  
AMENDMENTS

The corporation may amend, alter, add to, change or repeal

any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 14th day of April, 1975.

NAME

ADDRESS

C. Anson Herrett

Dubois, Idaho

Gynn Hogan

Dubois Idaho 83423

Ned M. Dunning

Blackfoot, Idaho

Carl R. Hoggan

Hamers Idaho 83425

Thomas R. Stehn

Dubois Idaho

Kenneth Rowland

Idaho Falls Idaho

Max C. Hoggan

Dubois Idaho

Clinton Gray

Dubois, Idaho

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STATE OF IDAHO                    )  
                                      ) ss.  
County of Clark                    )

on this 14th day of April, 1975, before me the undersigned,  
a Notary Public in and for said State, personally appeared  
Carl R. Hoggan, Lynn H. Hoggan, Max C. Hoggan, Thomas C. Stelzer,  
Ned M. Gneiting, C. Anson Garrett, Kenneth Rowland and Clifton H.  
May, 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 the year in this certificate first  
above written.

  
\_\_\_\_\_  
Notary Public for State of Idaho  
Residing at Idaho Falls, Idaho