



## 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

**THE IDAHO DAIRYMEN'S ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **Fifth** day of **July** A. D. One Thousand Nine Hundred **Forty-four** and is duly recorded ~~in Book~~ <sup>on Film Roll</sup> **No. 3** 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 **Thirty (30) years** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada** 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 **Fifth** day of **July**, 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-ninth**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
THE IDAHO DAIRYMEN'S ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a non-profit corporation, pursuant to the provisions of Chapter 10, Title 29, Idaho Code Annotated, do hereby adopt and sign the following Articles of Incorporation:

ARTICLE I.

NAME, PLACE, PURPOSE.

Section 1. The name of this association shall be The Idaho Dairymen's Association, Inc.

Section 2. The purpose of this association shall be to promote the dairy interests of the State of Idaho. The general nature of the business shall be:

(a) To coordinate the efforts of all those organizations in this state which produce, process, manufacture, distribute and otherwise handle and market dairy products and the raw materials from which they are prepared;

(b) To prepare, publish and issue information relating to the necessity of using more dairy products in order to improve and protect the health of the citizens of this nation;

(c) To consider and act upon all problems concerning the welfare of the dairy industry of Idaho and this country;

(d) To perform such acts as are necessary to give effect to the purpose of this association and as may be authorized by the act under which it is organized.

This association shall be organized on a membership basis and shall not have any capital stock. It shall not operate for profit but solely for service to the dairy industry of the State of Idaho and the United States.

Section 3. The principal place of business of this association shall be in the City of Boise and State of Idaho.

## ARTICLE II.

### PERIOD

The time of commencement of this association shall be the fifth day of July, 1944, and the period of its corporate existence shall be thirty years from and after such date.

## ARTICLE III.

### MEMBERSHIP

The membership herein shall consist of two classes, one class to be known as the regular members, and one class to be known as associate members. Regular members shall consist of persons, firms, corporations and associations regularly contributing funds to this association for its corporate purposes and who are designed as such by the Board of Directors. Associate members shall consist of representatives of the Idaho Extension Service; University of Idaho, Department of Dairy Husbandry; and the Department of Public Welfare of the State of Idaho; and such other

persons, firms, corporations and associations as may be admitted to membership herein and designated as associate members by the Board of Directors of the Association. Regular members shall be entitled to one vote. Associate members shall have no voting rights. Membership in the association shall not be transferable except with the approval and consent of the Board of Directors. Further conditions with respect to membership may be prescribed in the by-laws.

ARTICLE IV.  
INCORPORATORS.

The names and places of residence of the incorporators of this association are:

W. L. Hendrix. . . . .	Boise, Idaho
A. H. Schomburg. . . . .	Nampa, Idaho
Chris Lillegard, . . . . .	Boise, Idaho
H. G. Myers. . . . .	Boise, Idaho
Grant Dougall. . . . .	Boise, Idaho.

ARTICLE V.  
Government.

The government of the association and the management of its affairs shall be vested in a Board of Directors of fifteen members, ten of whom are selected in these Articles of Incorporation and who will serve as herein designated, and the other five to be elected at the <sup>next</sup> regular annual meeting of the association. The term of office of <sup>regularly elected</sup> such directors shall be three years and until their respective successors are chosen and qualified. Five members of the Board of <sup>each</sup> Directors are to be elected at ~~the~~ annual meeting of the Association, so that there will always be ten holdover Directors each year. Each regular member of the association shall have the right to nominate two directors. All directors must be representatives of regular members of

the association. Advisory directors may be selected from the associate members of the association in accordance with such rules and regulations as may be prescribed by the Board of Directors. Such advisory directors may attend meetings of the Directors but shall have no vote. The annual meeting of the association shall be held at ten o'clock A. M. on the first Thursday of December at Boise, Idaho, unless a different place and hour shall be designated by the Board of Directors.

Until the first annual meeting the following persons shall serve as a Board of Directors:

W. L. Hendrix,	Boise, Idaho
A. H. Schomburg,	Nampa, Idaho
Chris Lillegard,	Boise, Idaho
H. G. Myers,	Boise, Idaho
Grant Dougall,	Boise, Idaho,

who shall hold office until the third annual election and

L. J. Tenckinck,	Twin Falls, Idaho
Minnie W. Miller,	Wendell, Idaho
Murray Copenhaver,	Nampa, Idaho
Roy D. Smith,	Jerome, Idaho
H. B. Yearsley,	

who shall hold office until the second annual meeting.

## ARTICLE VI.

### OFFICERS.

The officers of this association shall be a president, a vice-president, a secretary and a treasurer, all of whom shall be elected by the Board of Directors of the association at its annual meeting. The president, and the vice-president ~~and treasurer~~ shall be members of the Board of Directors. The secretary and treasurer may be a representative of either the associate or regular members of the association, and the assistant secretary and assistant treasurer may be either representatives of regular or

associate members, or employees of the association. All of the officers shall be elected for the term of one year and each shall hold office until his successor is elected and qualified. Any officer may be removed at any time with or without cause by a majority vote of all the members of the Board of Directors.

Until the first annual meeting of the members of the association, W. L. Hendrix shall be president, and G. C. Anderson shall be secretary-treasurer.

#### ARTICLE VII.

##### MISCELLANEOUS.

The fiscal year of the association shall commence on the first day of January and end on the thirty-first day of December in each year. The property rights of each regular member shall be equal and no associate member shall have any property rights in the association.

IN TESTIMONY WHEREOF, we, the said incorporators, have hereunto set our hands and seals this 5th day of July, 1944.

W. L. Hendrix Boise, Idaho

Carl Schumaker Nampa, Idaho

Chris Lillegard Boise, Idaho

H. W. Meyer Boise, Idaho

Frank Dugall Boise, Idaho.

