



Department of State

**CERTIFICATE OF INCORPORATION
OF**

IDAHO COUNTY AGRICULTURAL RELATED POLLUTANT CONTROL ASSOCIATION INCORPORATED

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 _____

IDAHO COUNTY AGRICULTURAL RELATED POLLUTANT CONTROL ASSOCIATION INCORPORATED,

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 August 27, 1980.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
(Not for Profit)

RECORDED
AUG 27 AM 8 40

We, the undersigned, incorporators, hereby associate ourselves together to form and establish a corporation not for profit under the laws of the State of Idaho.

FIRST: The name of the corporation is Idaho County Agricultural Related Pollutant Control Association Incorporated.

SECOND: The location of its principal place of business in this State is 711 W. North Street, Grangeville, Idaho, Idaho County.

THIRD: The location of its registered office in this State is 711 W. North Street, Grangeville, Idaho, Idaho County.

FOURTH: The name and address of its resident agent in this State is James L. Jessup, 711 W. North Street, Grangeville, Idaho, Idaho County.

FIFTH: This corporation is organized not for profit under provisions of Chapter 3, Title 30 of the Idaho Code and the objects and purposes to be transacted and carried on are to promote the general social welfare of the community and for that purpose: to acquire easements, construct, operate and maintain, obtain financing and technical assistance for management of animal waste products produced in Idaho County, State of Idaho. To do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

SIXTH: The members of this Association shall consist of persons, firms, partnerships, associations and corporations who are engaged in the practice of raising livestock within the boundaries of Idaho County, State of Idaho.

SEVENTH: The members of this Association shall at a meeting duly called and held adopt By-Laws providing for officers to represent the Association. The numbers of officers shall be three and the By-Laws shall provide for the term of office of each officer and for the election of officers.

EIGHTH: The corporation formed hereby shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights of other privileges of the classes of members shall be determined and fixed by the By-Laws.

NINTH: The 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, officer or individual. The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and

obligations of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owed by the corporation.

TENTH: In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the officers of this incorporation, to be used for and devoted to, the purpose of carrying on a nonprofit animal waste project for such rural residents or other purpose to promote the general social welfare of the community. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

ELEVENTH: The duration of the existence of this incorporation shall be perpetual.

TWELVETH: The number of directors shall be three and the names and address of those who are to serve as incorporating directors for the first term and until their successors are elected and qualified are:

James L. Jessup
Rt. 1, Box 57
Grangeville, Idaho
83530

David Lustig
Rt. 2
Kamiah, Idaho
83536

John Hanley
1401 Lewiston
Cottonwood, Idaho
83522

IN TESTIMONY WHEREOF, WE have hereunto subscribed our names on

July 1, 1980.

James Jessup
David J. Lusting
John Harley

STATE OF IDAHO

COUNTY OF IDAHO

On this 1st day of July, in the year 1980
before me, the undersigned, a Notary Public, personally appeared

James Jessup + David Lusting + John Harley
known to me (or proved to me on the oath of _____)
to be the person(s) whose name(s) is (are) subscribed to the within
instrument and acknowledged to me that he (she) executed the same.

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

(SEAL)

Zeta Meier
Notary Public in and for the State of Idaho
Residing at Grangerville

My commission expires: 1-1-82