

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

IDAHO RURAL COUNCIL INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

IDAHO RURAL COUNCIL INCORPORATED

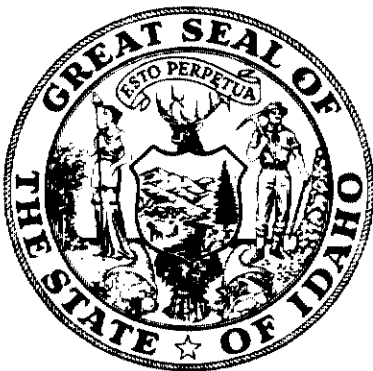
duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

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

Dated _____ January 13, 19 88



SECRETARY OF STATE



Corporation Clerk

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
IDAHO RURAL COUNCIL INCORPORATED

RECEIVED
SEC. OF STATE

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The undersigned, acting as incorporators of a non-profit corporation under the laws of the State of Idaho, acknowledge the following changes in its original Articles of Incorporation: Article IV- rewritten and clarified; Article VIII- now found in Article IX, information updated; Article VIII in restated version is entirely new; Article IX- now in Article X; Article X- has been eliminated. The same information is in Article V; Article XI- original has been referenced and information updated. We now adopt the following Articles of Incorporation as recommended and approved by a quorum of the Idaho Rural Council membership.

ARTICLE I

The name of this corporation shall be Idaho Rural Council Incorporated.

ARTICLE II

Idaho Rural Council Incorporated shall be a non-profit corporation.

ARTICLE III

The term of the corporation shall be perpetual.

ARTICLE IV

This corporation is organized exclusively for charitable, educational and research purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include:

- A. To identify and study economic and social farm-related issues of importance to the citizens of the state of Idaho and the region;
- B. To provide a forum for the exchange of views on matters of concern to the public;
- C. To carry on research, particularly on farm issues, and to make such research available for the benefit of the general public;
- D. To inform and educate the public on matters important to the future of agriculture in the state, region and nationally to create a well-informed, active and concerned citizenry.
- E. To expand information on agricultural development, import and export, labor relations, legal and social policies;
- F. To promote natural resources, agricultural stability, environmental education, international peace and sound foreign relations;
- G. To improve relationships between lending institutions and farmers;

H. To study and provide information on marketing and financial management resources;

I. To alleviate poverty and work toward:

1. the protection of rights of minorities including women and farmers, and
2. the peaceful resolution of conflicts involving said groups.

ARTICLE V

The size and manner of election or appointment of the corporation's Board of Directors shall be as provided in its Bylaws. A director may be removed from office, for cause, by two-thirds (2/3) vote of the Board of Directors.

ARTICLE VI

No part of the corporation's net earnings shall inure to the benefit of or be distributable to its members, directors, officers, or any private persons, except that the corporation may pay reasonable compensation for services rendered and expenses incurred on its behalf, and otherwise make payments and distribution in furtherance of its purposes.

ARTICLE VII

Upon dissolution, the Board of Directors, after paying or making provisions for the payment of all liabilities, shall arrange for the distribution of all remaining assets in such a manner as it determines to be consistent with the corporation's purposes and with applicable provisions of law, by direct distribution or by distribution to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII

Notwithstanding any other provisions of these Articles, this corporation shall not:

A. Carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code to which contributions are deductible under Section 170 of said Code;

B. Have the power to, and shall not, participate in or intervene in any political campaign on behalf of any candidate for public office;

C. Carry on propaganda, or otherwise attempt to influence legislation, to an extent which would disqualify it for exemption under Section 501(c)(3) of the Internal Revenue Code.

All references in these articles to the Internal Revenue Code are to the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

The address of the corporation's registered office shall be Box 88, Carey, Idaho 83320 and the initial registered agent shall be Walt Mueller.

ARTICLE X


The initial number of directors of the corporation shall be three (3), who shall be the following persons serving as directors until their successors are elected and qualify as provided in the corporate bylaws.

Walt Mueller	Rt. 2, Box 5374 Twin Falls, Idaho 83301
Duke Fuhriman	Box 103 Downey, Idaho 83234
Ilene Myers	Rt. 2, 433 West Jerome, Idaho 83338


ARTICLE XI

The incorporators of the Idaho Rural Council Incorporated are Walt Mueller, Duke Fuhriman and Ilene Myers whose signatures and addresses are included in the original Articles of Incorporation.

IN WITNESS WHEREOF, we, Walt Mueller, as President of the Board of Directors and Shirley Beck, as Secretary of the Board of Directors, hereto attest that there was a meeting of the membership of the Idaho Rural Council at which a quorum was present and the restated and amended Articles of Incorporation in which all articles are amended for the Idaho Rural Council Incorporated were approved as restated by a majority vote. This action took place in Pocatello on December 8, 1987. The Board of Directors took similar action and with a quorum present on November 18, 1987 approved the restated and amended Articles of Incorporation for the Idaho Rural Council by a majority vote. We have set our hands to this on the 16 day of December, 1987.



WALT MUELLER, PRESIDENT
Rt. 2, Box 5374
Twin Falls, Idaho 83301



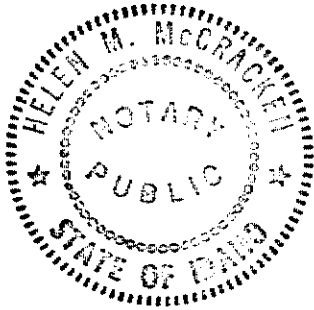
SHIRLEY BECK, SECRETARY
2671 W. 2700 S.
Aberdeen, Idaho 83210

STATE OF IDAHO)
) ss.
COUNTY OF TWIN FALLS)

BEFORE ME, the undersigned Notary Public for the State of Idaho, personally appeared Walt Mueller, known to me to be the identical person named as President of the Idaho Rural Council Incorporated; that he has read the foregoing Restated and Amended Articles of Incorporation and understands the contents thereof, and the execution of the same was his voluntary act and deed.

Subscribed in my presence and sworn to before me this 21st day of November, 1987.

Helen M. McCracken
Notary Public for Idaho
Residing at: RR 2, Filer
My Commission Expires: 8-1-91



STATE OF IDAHO)
COUNTY OF Bingham) SS

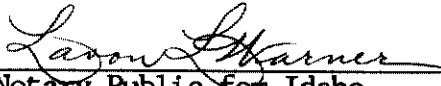
I, Wanda Sammers, a notary public, do hereby certify that on this 20th day of Nov., 1987, personally appeared before me Shirley Beck, who, being by me first duly sworn, declared that ^{she} ~~he~~ is the Secretary of Idaho Rural Council Incorporated, that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Wanda L Sammers
Notary Public for Idaho
Residing at: Abundant
My Commission Expires: Aug. 21-88

STATE OF IDAHO)
)
COUNTY OF BINGHAM) SS

I, Lavon L. Warner, a notary public, do hereby certify that on this 16th day of December, 1987, personally appeared before me Shirley Beck, who being by me first duly sworn, declared that she is the Secretary of IDAHO RURAL COUNCIL INCORPORATED, that she signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.



Notary Public for Idaho
Residing at: Aberdeen
My commission expires: 7-7-92

(Notarial Seal)