

ARTICLES OF INCORPORATION
OF
WYOMING WHEAT GROWERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned persons and citizens of the State of Wyoming, do hereby associate themselves together for the purpose of incorporating under the laws of the State of Wyoming as a non profit agricultural corporation, and do hereby adopt the following Articles of Incorporation as amended this day of 2012(date to be inserted when passed by membership)

ARTICLE I

The name of the Corporation shall be: WYOMING WHEAT GROWERS ASSOCIATION, INC.

ARTICLE II

The principal place of business shall be at such place as the Board of Directors may determine. The name and address of the Corporation resident agent shall be as designated by the Board of Directors.

ARTICLE III

The Corporation is not organized for direct gain and shall be without capital stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof. The private property of the members of the Corporation shall not be subject to the payment of corporate debts. Corporate indebtedness or liability may not exceed the value of the corporate property.

ARTICLE IV

The term for which this Corporation shall exist is perpetuity.

ARTICLE V

The purpose for which this Corporation is formed are as follows:

- (a) To grant funds to other agencies for the purpose of conducting research, experimental work or other studies pertaining to wheat and wheat products; to encourage, foster and conduct programs of education, publicity or grant funds to other agencies for these same purposes; to make studies of and attempt to develop new uses for wheat and wheat products for any purpose for which it may be found useful and profitable; to take such action alone or in cooperation with other organizations as it deems advisable in order to stabilize and protect the wheat industry of Wyoming and the United States of America and the health and welfare of the public.
- (b) To receive by gift, devise, bequest or otherwise, any money or property, either absolutely or in trust, to be used, either the principal or income therefrom, as may be directed, in the

furtherance of any of the above mentioned purposes or any other purpose within its corporate powers.

- (c) To own, acquire, hold, manage and sell, mortgage or otherwise dispose of property, real, personal, and mixed, as may be necessary for the business and objects of this corporation. The corporation will not engage in any business beyond the expressed objects of the corporation, for profit or otherwise.
- (d) To expend funds which the Directors deem necessary in research, education or publicity venture for the general purposes as defined in these Articles; to contract with agricultural agencies or others in the necessary conduct of its business; to loan, lease, sell, convey and transfer property or facilities to other agencies for the benefit and furtherance of the purposes of this corporation.
- (e) It is the purpose and intent of this corporation to cooperate with all agricultural agencies to the fullest extent, but all of the funds and property of this corporation shall be owned by this corporation, and supervision thereof shall be under the exclusive control and direction of the Directors of the corporation.
- (f) To study and recommend legislation considered beneficial to the growth and development of the wheat industry; that such activities shall at all times be non-partisan.
- (g) To establish and assess membership fees of this corporation, such fees to be set by the Directors from time to time.

ARTICLE VI

This corporation shall commence business as a corporation upon its Article of Incorporation being filed with the Secretary of State of Wyoming.

ARTICLE VII

The business of the Corporation shall be conducted by;

- (a) A Board of Directors consisting of not less than five (5) in number. One (1) shall be the President, one (1) shall be the Vice President and one (1) shall be the immediate Past President of this Corporation. The balance of Directors shall be elected by the voting members. The immediate Past President shall serve until a successor takes office. All Directors shall receive a substantial portion of their income from wheat production.
- (b) A majority of the Board of Directors of this corporation may request the replacement of any Director of this corporation, or provided said Director is guilty of dereliction of duty in this corporation.

ARTICLE VIII

The officers of this Corporation shall be President, Vice President, Treasurer and Secretary. The Treasurer and Secretary may be the same person and serve in both offices. The officers shall be elected by the voting members of the Corporation at the annual meeting in the manner provided for voting in these Articles of Incorporation. A person shall not hold the office of President for more than three consecutive terms, but after an intervening term, said person may again hold the office of

President for not to exceed three consecutive terms. The Treasurer shall procure, at the corporation's expense, a surety bond in an amount to be determined annually by the Board of Directors.

ARTICLE X

The subscribers to these Articles shall constitute the members of the corporation upon organization and for the purposes of adopting Bylaws and transacting any other business that lawfully may be transacted. Such Bylaws may create not more than THREE CLASSES OF MEMBERS, prescribe the qualifications of members of each class, and specify the rights and privileges of the members of their respective classes (including those of the Directors of the corporation as its members) among themselves.

ARTICLE XI

The Articles of Incorporation may be altered or amended at any regular or special meeting called for that purpose by an affirmative vote of three-fourths of the members present at such meeting. AFTER 10 DAYS NOTICE BY PUBLICATION AND WRITTEN NOTICE TO EACH VOTING MEMBER, notice being posted in the United States mail or electronic communication at least ten (10) days prior to said meeting, stating the purpose of said meeting.

ARTICLE XII

The Bylaws as they deem advisable for the best interest of the corporation, which Bylaws shall be consistent with these Articles of Incorporation. The manner of holding meetings for the purpose of electing officers and conducting business of the corporation shall be prescribed in the Bylaws thereof.

ARTICLE XIII

Bylaws to these Articles of Incorporation may be adopted and/or amended by a majority vote of the membership present at any annual meeting or at a special meeting called for that purpose, after 10 DAYS NOTICE in writing, whether conveyed to each member by U.S. mail, or electronic communication at least ten (10) days prior to said meeting, stating the purpose of said meeting.

ARTICLE XV

The annual meeting of the members of this corporation, held for the purpose of electing Directors and transacting other necessary business, shall be held at a time and place designated by the Directors some time during the months of November, or December, in accordance with the provisions of the Bylaws.

IN WITNESS WHEREOF: We have hereunto and to a duplicate and a triplicate subscribed our names as officers this 11th day of December, 2012.

Witness:

President, Wyoming Wheat Growers Association

Secretary, Wyoming Wheat Growers Association

STATE OF WYOMING

COUNTY OF

Signed or attested before me on Month, Day, Year by _____, and

Seal

Signature of notarial officer

My commission expires: