

**RE-STATED AND AMENDED**  
**ARTICLES OF INCORPORATION**  
**MINNESOTA ASSOCIATION OF WHEAT GROWERS**  
**NOVEMBER 1982 DECEMBER 2024**

**ARTICLE I**

**NAME**

The name of this Corporation shall be ~~known as~~ the MINNESOTA ASSOCIATION OF WHEAT GROWERS.

**~~ARTICLE II~~**

**~~OBJECTS AND PURPOSES~~**

~~The object and purposes for which this Corporation is formed are as follows:~~

- ~~1. To work for the solution of the problems of the farm, the farm home, and the rural community by the use of the recognized advantages of organized action, to the end that those engaged in the production of wheat may have an opportunity for happiness and prosperity in their chosen work;~~
- ~~2. To represent, protect and advance the social, economic and educational interests of the wheat farmers of the State of Minnesota;~~
- ~~3. To cooperate with the National Association of Wheat Growers and other farm organizations, with the Agricultural Extension Services, and other agencies of the United States Government in bringing their resources to the aid of the farmers of the State of Minnesota.~~
- ~~4. To promote and encourage (a) the interests and welfare of the wheat growers in the State of Minnesota, (b) the advancement and science of wheat growing, (c) the development of markets, new uses and improved strains for wheat and wheat by-productions, (d) good farming and farm marketing practices, and (e) the conservation of the natural resources of the State of Minnesota;~~
- ~~5. To initiate and carry out, without profit, economic and scientific programs designed to achieve the purposes for which this Corporation is formed as set forth herein and to cooperate with all other individuals, groups and organizations by furnishing information, financial assistance, use of facilities or otherwise, in developing or completing such programs;~~
- ~~6. To bring together in one organization, all wheat growers and by affiliation, to provide~~

~~a central organization for the affiliation of all other individuals or incorporated organizations in allied fields to coordinate their interests and provide a means by which its members may benefit by the exchange of experiences and views or obtain concerted action in matters affecting their common interests;~~

~~7. To provide a central means of contact with any other agencies or groups, including agencies of local, state and federal government;~~

~~8. To inculcate and to promote a spirit of harmony among its members in achieving their common interest and to promote a spirit of public service and public responsibility throughout the agricultural industry;~~

~~9. To acquire by purchase, gift, devise or otherwise, and to own, hold, mortgage or otherwise encumber, lease, sell, assign, exchange, transfer or in any manner dispose of property, real, personal, or mixed, within or without the State of Minnesota;~~

~~10. To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner to grant licenses or other rights in, and in any manner deal, but not for profit, with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyright or otherwise;~~

~~11. To enter into, make and perform contracts of every kind for any lawful purpose, but not for profit or gain, financial or otherwise, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government, or colony or dependency thereof;~~

~~12. To borrow money for any of the purposes of the corporation and to draw, make, endorse, discount, execute, issue, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof, and the interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired, PROVIDED, the authority herein conferred shall not be exercised for the profit or gain, financial or otherwise;~~

~~13. To have one or more offices and to conduct any or all of its operations and business and to promote its objects, within or without the State of Minnesota with restrictions as to place or amount;~~

~~14. To do any or all of these things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others;~~

~~15. The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms or any other clause or paragraph hereof;~~

~~16. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Minnesota.~~

### **ARTICLE III [renumber all] REGISTERED OFFICE**

~~The principal and registered office of this Corporation in the State of Minnesota shall be located at 2600 Wheat Drive, Red Lake Falls, Red Lake County, Minnesota, 56750.~~

### **ARTICLE IV DURATION**

The duration of this Corporation shall be perpetual.

### **ARTICLE V BOARD OF DIRECTORS AND OFFICERS**

~~1. At the annual convention of the Minnesota Association of Wheat Growers, there shall be elected the following officers, by the regular members of the Minnesota Association of Wheat Growers present and voting at the annual convention: A President, Firsts Vice-President and Second Vice-President. The Secretary-Treasurer shall be appointed by the Board of Directors. Officers shall be required to be regular members of the Minnesota Association of Wheat Growers. No officer shall serve more than two (2) consecutive terms in any one office. The officers and governing body of this Association shall be known as the Board of Directors and shall consist of one (1) wheat producer elected by the members of each of the wheat producing districts, and an additional four (4) members at large, except as herein provided.~~

~~2. In the event any of the officers of the Minnesota Association of Wheat Growers are currently members of the Board of Directors through district representation, the number of members of the Board of Directors shall be reduced by the number of district representatives elected as officers. The balance of the Board of Directors shall be elected as provided for in this Article V and in the By-Laws;~~

~~3. Each member of the Board of Directors shall be a regular member of this Association, as defined in these Articles, and shall have one (1) vote.~~

~~4. Each member of the Board of Directors shall be a regular member of the Association, as defined in these Articles, with the exception of the Secretary and the Treasurer. The~~

~~offices of the Secretary and the Treasurer may be combined at any time at the discretion of the Board of Directors.~~

## **ARTICLE VI** **MEMBERSHIP**

~~1. There shall be~~ This Corporation shall have two classes of members, ~~to be known as Regular Members and Associate Members;~~

~~2. Regular Members. Any owner or operator who regularly produces wheat for sale or use in the State of Minnesota may become a Regular Member of the Association by paying the annual membership dues as specified in the By-Laws;~~

~~3. Every regular member shall be entitled to have one (1) vote;~~

~~4. Associate Member. Any person who is interested in the welfare of the wheat growing industry shall be entitled to become an Associate Member of the Association by paying the annual membership dues specified in the By-Laws;~~

~~5. Members of the United States Department of Agriculture, the State Department of Agriculture, Minnesota County Agents, and University of Minnesota Agricultural Extension Agents, and others, may be made and become Associate Members without payment of dues at the discretion of the Board of Directors;~~

~~6. An Associate Member shall never have any right to vote;~~

~~7. The Certificate of Membership in this Association shall be such form and devise as the Board of Directors shall direct, and each certificate shall be signed by the Secretary.~~

## **ARTICLE VII** **PERSONAL LIABILITY**

There shall be no personal liability of members for corporate obligations.

## **ARTICLE VIII** **CAPITAL STOCK**

This Corporation shall have no capital stock, but the members may provide for membership fees and assessments in the By-Laws.

## **ARTICLE IX** **PECUNIARY GAIN**

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

## **ARTICLE X**

~~The names and addresses of the Directors at the time of the adoption of the Re-Stated Articles of Incorporation of the Minnesota Association of Wheat Growers are as follows:~~

~~Fred Kreps, Borup, Minnesota — President  
Harry Howard, Warren, Minnesota — First Vice President  
Don Loeslie, Warren, Minnesota — Second Vice President  
Clarence Vathauer, Red Lake Falls, Minnesota — Secretary-Treasurer  
Jorgen Knutson, Red Lake Falls, Minnesota  
John Eklund Jr., Badger, Minnesota  
Rick Baird, Red Lake Falls, Minnesota  
Gordon Sonstelie, Winger, Minnesota~~

The foregoing Articles of Incorporation were duly amended by the members of the Corporation at the annual meeting of the members held at Grand Forks, North Dakota, on the 11<sup>th</sup> day of December, 2024.

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Tate Petry, Secretary-Treasurer