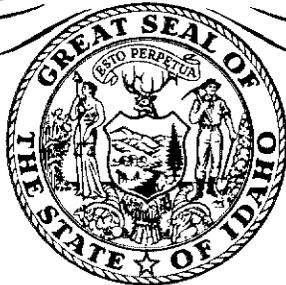


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

IDAHO WOMEN FOR AGRICULTURE, INC.

was filed in the office of the Secretary of State on the *22nd* day of *May* A. D. One Thousand Nine Hundred *Seventy-eight* and is/^{*will be*}duly recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

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 *perpetual existence* from the date hereof, with its registered office in this State located at *Genesee, Idaho* in the County of *Latah* and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 *22nd* day of *May* A.D., 19 *78* .

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO WOMEN FOR AGRICULTURE, INC.

We, the undersigned, being natural persons of legal age and citizens of the United States of America and the State of Idaho, in order to form a corporation for the purposes hereinafter stated pursuant to the provisions of Title 30, Chapter 10 of the Idaho Code, do hereby certify as follows:

ARTICLE I - NAME OF CORPORATION The name of this corporation shall be "Idaho Women for Agriculture, Inc."

ARTICLE II - PURPOSES This corporation is organized for educational and fraternal purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The purpose of the organization is the betterment of the conditions of those engaged in agricultural pursuits, the improvement of the grade of their products, and the development of a higher degree of efficiency in their respective occupations. The corporation is to accomplish its purposes by promoting education of women for greater roles in farm management, by changing self-images of individuals and public images of agricultural people, by promoting consumer understanding of the importance of food production, and by becoming politically effective in dealing with agricultural-related legislation.

ARTICLE III - NON-PROFIT CORPORATION The corporation is and shall be non-profit. No part of the corporation's income is to be devoted to other than the above-stated purposes. The corporation is organized

and shall be operated for educational and agricultural purposes as meant in Section 501(c)(5) of the United States Internal Revenue Code and all amendments thereto, as it may apply to the activities of this corporation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provisions in these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IV - POWERS OF CORPORATION This corporation shall have the following powers in addition to those provided by law and further provided that they are not in conflict with the above-stated purposes.

The corporation may make such contracts and perform such acts, as are reasonable, necessary and proper to carry out its purposes.

The corporation may own, hold, lease, purchase, mortgage, acquire, sell or dispose of all manner of real or personal property whatsoever that may be reasonably necessary for the purpose of carrying into effect one or more of the objects of this corporation.

The corporation may carry on all other business not specifically herein above mentioned and not inconsistent with law in furtherance of the above-stated purposes of this corporation.

ARTICLE V - DISSOLUTION In the event the corporation purposes shall ever fail or in the event that it should for any reason cease to function, no part of its property, funds, or assets shall be divided

or inure to the benefit of any of its members. Upon the dissolution of the corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for purposes of the corporation, and shall distribute all assets to an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.

ARTICLE VI - DURATION The duration and term of existence of this corporation shall be perpetual.

ARTICLE VII - REGISTERED OFFICE The location and post office address of the corporation is Box 325, Genesee, Idaho 83832.

ARTICLE VIII - MEMBERSHIPS This corporation is not organized for profit and shall have no capital stock and shall be composed of members rather than shareholders in accordance with the foregoing provisions.

ARTICLE IX - GOVERNMENT The government of this corporation shall be as stated in its by-laws, which shall be adopted by the first directors of this corporation.

ARTICLE X - LIABILITY The private property of the members shall not be subject to the payment of the corporate debts, liabilities, or obligations to any extent whatsoever.

ARTICLE XI - NUMBER OF DIRECTORS The number on the Board of Directors of this corporation shall be not less than five (5) nor more than twenty(20) as set from time to time in the by-laws. The Director's qualifications and terms of office, manner of election (except the First Board of Directors which was elected as herein set forth), time, place, and manner of calling meetings and other powers and duties of

the Directors shall be prescribed by the by-laws.

ARTICLE XII - INCORPORATORS The name and post office address of each of the incorporators of this corporation are as follows:

Irene Anderson, Route 1 Box 4, Deary, Idaho 83823
Diane Riggers, Route 2 Box 34, Lenore, Idaho 83541
Barbara Heingartner, Box 22, Julietta, Idaho 83535
Mary Meacham, Route 1 Box 40, Lapwai, Idaho 83540
Frances Hampton, Route 1 Box 13, Genesee, Idaho 83832
Lillie Hermann, Box 325, Genesee, Idaho 83832

ARTICLE XIII - ELECTION MEETING A duly called meeting of the members of Idaho Women For Agriculture was held at the Mark IV Restaurant, 414 North Main Street, Moscow, Idaho 83843, on Wednesday, April 12, 1978, at the hour of 10:00 A.M. o'clock, at which meeting a majority of the members present voted for the election of the Directors of this corporation. Notice of the time and place of holding such meeting, incorporation, and election was given by the publication thereof, for two (2) weeks prior to said meeting in the Daily Idahonian, a newspaper of general circulation published in Moscow, Idaho. A like notice was also posted in a conspicuous place on the building (the Mark IV Restaurant, 414 North Main Street, Moscow, Idaho 83843) where such election was held for the same length of time immediately preceding such election.

The first Directors of this corporation, to serve until their successors shall be elected and qualified, were duly elected by majority vote of the members present at such meeting as follows:

Irene Anderson, Route 1 Box 4, Deary, Idaho 83823
Diane Riggers, Route 2 Box 34, Lenore, Idaho 83541
Barbara Heingartner, Box 22, Julietta, Idaho 83535
Mary Meacham, Route 1 Box 40, Lapwai, Idaho 83540
Frances Hampton, Route 1 Box 13, Genesee, Idaho 83832
Lillie Hermann, Box 325, Genesee, Idaho 83832

At the aforesaid meeting these Articles of Incorporation were by majority vote duly adopted, and said persons so elected as Directors

were duly authorized and directed to execute and file the same for record, and to duly incorporate said corporation for and on behalf of its members according to law.

EXECUTED IN TRIPLICATE this 12th day April, 1978.

STATE OF IDAHO)
County of Latah) ss.

Diane Riggers
Frances Hampton
Barbara Heingartner
Mary Meacham
Lillie Hermann
Irene Anderson

On this 12th day April, in the year 1978, before me the undersigned Kathleen Hardcastle, A Notary Public in and for the State of Idaho, personally appeared IRENE ANDERSON, DIANE RIGGERS, BARBARA HEINGARTNER, MARY MEACHAM, FRANCES HAMPTON, and LILLIE HERMANN known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

Kathleen Hardcastle
Notary Public, in and for the
State of Idaho, residing at Moscow,
therein.