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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
THE BOISE FARMERS MARKET, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is THE BOISE FARMERS MARKET, INC., an Idaho corporation (the "Corporation").

ARTICLE II. NON PROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 9904 Southside Blvd., Nampa, ID 83686 and the name of the initial registered agent at this address is Janie Burns.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

To provide (i) high quality produce, meats, and other agricultural goods to area consumers, and (ii) a vibrant community marketplace that supports an enhanced quality of life.

For the promotion of (i) marketing opportunities for established farmers, for new farmers, and for food-related businesses using locally-grown agricultural products, (ii) agricultural and community sustainability, (iii) public education concerning local food and farm issues, (iv) public health by providing access to fresh, nutritious agricultural products, and (v) cooperation, information exchange, and commerce between community members;

To encourage (i) new generations of farmers and leaders for the food and agricultural community, (ii) use of locally-grown agricultural goods in art and value added products, (iii) a sustainable local food system, (iv) activities that support community and personal self-sufficiency and food security, (v) more consumption of fruits and vegetables, and (vi) development of local food processing infrastructure.

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For 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 within such occupations, all in accordance with Section 501(c)(6) of the Internal Revenue Code 1986, as amended from time to time.

To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets or the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private personas, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(6) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more unqualified persons (as defined in section 4946 of the Internal Revenue Code of 1986), other than the Corporation Managers (as defined in sections 4946(b) of the Internal Revenue Code of 1986) and other than one or more publicly supported organizations. The Corporation must act, or is prohibited from acting, as the case may be, so that the Corporation and any Corporation managers or other disqualified persons with respect thereto, shall not be liable for any of the taxes imposed by sections 4941, 4942, 4944, and 4945 of the Internal Revenue Code of 1986. The Corporation must distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income imposed under section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation is prohibited from engaging in any act of self-dealing as defined in section 4943(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation is prohibited from retaining any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax

code. The Corporation is prohibited from making any investments in such a manner as to subject the Corporation to tax under section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation is prohibited from making any taxable expenditures as defined in sections 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than four (4), but no more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. The initial Board of Directors is set forth below.

The names and addresses of the persons constituting the initial Board of Directors are:

Janie Burns	9904 Southside Blvd. Nampa, ID 83686 – Incorporator
Sondra Hawkins	1217 Broadway, Suite 105 Box 156, Boise, ID 83706
Marge Price	1415 S Empire Way Boise, ID 83709
Lee Rice	353 East Mason Creek Lane Meridian, ID 83642
Jo Anne Smith	2730 NE 25 th Ave. Payette, ID 83661
Michael Sommer	11741 Bullock Rd. Middleton, ID 83644
Charlene Stelling	6400 Whitely, Fruitland, ID 83619
Mary Jean Wegner	1504 Vista Ave, Boise, ID 83705
Ed Wilsey	16550 Hwy 95 Marsing, ID 83639

ARTICLE VIII. MEMBERS

This corporation will have voting members.

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such asset not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. BYLAWS

Provisions for the regulations of the internal affairs of the Corporation shall be set forth in the Bylaws. The members of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED: Dec 13, 2012



Janie Burns, Incorporator