

State of Idaho

Department of State

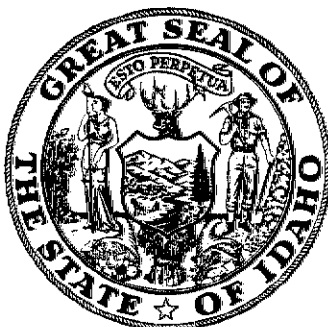
CERTIFICATE OF INCORPORATION OF

SEEDNET, INC.
File number C 112770

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of SEEDNET, INC. duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 24, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sisko*

Nov 24 8 29 AM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

SEEDNET, INC.

The undersigned natural person over the age of eighteen years acting as incorporator of a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act ("Act") Title 30, Chapter 3 of the Idaho Code, adopts the following Articles of Incorporation.

ARTICLE I.

Name.

The name of this corporation is SEEDNET, INC.

ARTICLE II.

The corporation is a nonprofit corporation.

ARTICLE III.

Period of Duration.

The duration of this corporation is to be perpetual.

ARTICLE IV.

Registered Office and Registered Agent.

The address and post office box of the registered office of this Corporation are 4150 Black Oak Dr., Hailey, Idaho, 83333, and Post Office Box 525, Bellevue, Idaho. The name of the initial registered agent of this corporation at that address is Bill W. McDorman.

ARTICLE V.

Purposes and Powers.

Section 1. Purposes. The purposes for which the Corporation is organized and will be operated are as follows:

A. To encourage the conservation of plant genetic resources in high elevations and high latitudes around the world for scientific, educational, literary and other public or social purposes;

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- B. To promote seed saving in gardens and farms around the world as the primary method of conserving plant genetic resources;
- C. To evaluate how seed saving and the conservation of plant genetic resources can meet the needs of those live in high elevations and high latitudes;
- D. To provide a mechanism though which seed savers and those conserving plant genetic resources can coordinate planning;
- E. To inform the public, private industry, government and providers of scientific, educational, literary and public or social services of the uses of seed saving and the conservation of plant genetic resources;
- F. To participate in or conduct demonstrations of, or otherwise make arrangements for, seed saving, the uses of seed saving and the conservation of plant genetic resources.
- G. To exercise all powers granted by law necessary and proper to carry out the above stated purposes including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value;
- H. To purchase, have, hold, lease, use and take possession of, own, and enjoy any real or personal property necessary or incident to, or connected with the purposes of this corporation, and to sell, lease, and dispose of the same at the pleasure of the corporation;
- I. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to the amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation;

J. The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and everything suitable or proper for the accomplishment or attainment of the corporation. In addition, the corporation shall have and may exercise any other or further powers and privileges granted by the laws of the State of Idaho to corporations of this character.

K. The corporation is organized exclusively for educational and community purposes as stated above, and within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The corporation is one which does not contemplate pecuniary gain or profit, and is not organized nor will business be conducted for the purpose of profit.

L. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person except that the Corporation shall be authorized and empowered to pay distributions in furtherance of the purposes set forth in Article V hereof including salaries, consulting fees and other such compensation as may be approved by a majority of the Directors from time to time. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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) (3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. Membership and Dues.

The corporation shall have members admitted by resolution of the Board of Directors in accordance with the By-laws. No capital stock or certificates evidencing shares of the same shall be issued. Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The

Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such method as the Board of Directors may prescribe.

ARTICLE VIII.
Directors.

The names and addresses of the persons who are to serve as directors until the first annual meeting of members or until successors are elected and qualify are as follows:

Bill W. McDorman
PO Box 4619
Ketchum, ID 83340

D. Wes McDorman
PO Box 81
North Fork, ID 83466-0081

Barbi Reed
PO Box 597
Ketchum, ID 83340

ARTICLE IX.
Provisions for regulation of
Corporation's Internal Affairs.

Section 1. Meetings of the Members and Directors. Meetings of the members and directors of this Corporation may be held at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Non-Profit Corporation Act and these Articles of Incorporation.

Section 3. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.


ARTICLE X.
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 remaining assets of the corporation to such organization or organizations as shall at the time qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine.

ARTICLE XI.
Incorporator.

The name and address of the incorporator of this Corporation is: Bill W. McDorman, 118 Bench, PO Box 4619, Ketchum, ID 83340.

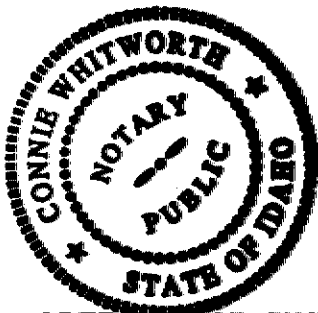
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, execute these Articles of Incorporation, in duplicate, and certify to the truth of the facts herein stated, this 11 day of November, 1995.



Bill W. McDorman, Incorporator

STATE OF IDAHO)
) ss.
County of Blaine)

On this 11 day of November, 1995 before me, the undersigned, a Notary Public in and for said State, personally appeared Bill W. McDorman, known to me to be the person who executed the within and foregoing document and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.




Notary Public for Idaho
Residing at: Carey Idaho
My commission expires: 9-14-2000