

10 NOV 12 AM 8:14

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
AMERICAN PULSE ASSOCIATION, INC.**

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

Article I: Name.

The name of the Corporation is: **AMERICAN PULSE ASSOCIATION, INC.**

Article II: Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III: Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV: Registered Office and Agent.

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The street address of the initial registered office is: 2780 W. Pullman Road, Moscow, Idaho 83843 and the name of the initial registered agent at this address is Tim D. McGreevy.

Article V: Purposes.

The Corporation is organized and operated exclusively for the advancement of educational, scientific and charitable purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law, to perform any and all lawful acts which may be necessary, useful, suitable or proper for the

C189087

furtherance or accomplishment of the purposes of the Corporation, including promoting the common business interests of the members, including but not limited to the following:

- A. Educating and raising public awareness of pulse crops, in an effort to provide solutions to critical health issues, including but not limited to obesity, diabetes, cardiovascular disease, and cancer; conducting research and disseminating findings regarding pulse crops to the general public; securing adequate funding to support the initiatives which promote health by consuming pulse crops;
- B. No substantial part of the activities of the Corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office;
- C. 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 therefor, may not at that time lawfully carry on or do.

Article VI: Limitations

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 persons 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 for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law.

Article VII: Members

The Corporation shall have members as set forth in the Corporation's bylaws.

Article VIII: Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
1. Greg Johnson, USADPLC	25 27 th Street SE, Minot, ND 58701
2. Cindy Brown, USDBC	N 2960 730 th Street, Menomonie, WI 54751
3. Jim Thompson, USADPLC	5952 Farmington Road, Farmington, WA 99128
4. Kim Murray, USADPLC	4210 Road 1031, Froid, MT 59226
5. Sara Rose, USDBC	1016 Weisgarber Road, Knoxville, TN 37909
6. Doug Carlquist, USDBC	955 Valley Road South, Eden, ID 83325

Article IX: Liability

No Officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts and obligations of the Corporation.

Article X: Distribution on Dissolution.

Upon the winding up and dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for the debt and obligations of the Corporation, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets 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 the purposes or to such organizations, as such court shall determine which are organized and operated exclusively for such purposes.

Article XI: Incorporators.

The names and street addresses of the incorporators are:

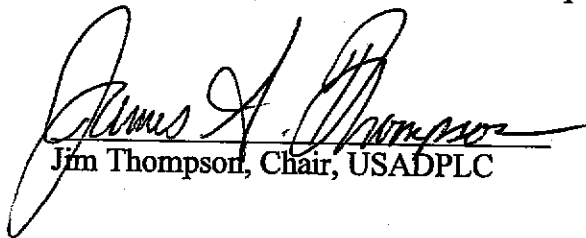
	<u>NAME</u>	<u>ADDRESS</u>
1.	USA Dry Pea & Lentil Council	2780 W Pullman Road, Moscow, ID 83843
2.	US Dry Bean Council	P.O. Box 1026, Pierre, SD 57501

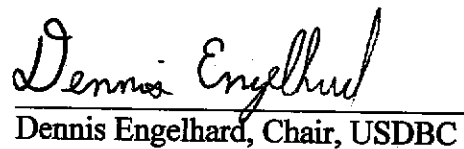
Article XII: Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors 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 this 15th day of September, 2010.

Incorporators


Jim Thompson, Chair, USADPLC


Dennis Engelhard, Chair, USDBC