

**FILED EFFECTIVE**

2014 MAY -8 PM 3:40

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION OF Rocky Mountain Seed Alliance,  
Inc. (A NONPROFIT CORPORATION)**

The undersigned, acting as the incorporator 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").

I. **NAME** The name of the corporation shall be: Rocky Mountain Seed Alliance, Inc.

II. **NONPROFIT STATUS** The corporation is an Idaho nonprofit corporation.

III. **DURATION** The period of the Corporation is perpetual.

IV. **REGISTERED OFFICE AND AGENT**

The location of the Corporation may be anywhere in the continental United States but the registered office will be in the City of Ketchum, County of Blaine, State of Idaho. The address of the initial registered office is P.O. 4736, Ketchum, Id 83340, (131 West. 4<sup>th</sup> Street, Ketchum, ID 83340) and the name of the initial registered agent at this address is John Caccia.

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

- A. Through education and networking, form an alliance of seed savers, producers and educators throughout the Rocky Mountains.
- B. Develop relationships with seed savers of all kinds to provide education, communication and fund-raising support.
- C. Establish community-based seed conservation strategies and facilities throughout the Rocky Mountains.
- D. Work together to conserve and promote the use of regionally adapted, edible, herbal, wildflower and native grass seeds for present and future generations.
- E. Work together with the Alliance network to assure an abundant, uncontaminated, diverse and resilient supply of seeds are available throughout the Rocky Mountains.
- F. Advocate for the well-being of seeds in their natural genetic

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IDAHO SECRETARY OF STATE

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form. Pledge to grow and save seeds free from GMO contamination that can be saved year after year by every gardener and farmer.

- G. Inventory and identify "at risk" native plants and crop varieties and work with existing governmental seed and restoration programs to assure recovery efforts are being made.
- H. Celebrate the "art of seed saving" and magical qualities of seeds through creative expression, educational activities and events.

## VI. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to the 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 or 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.

## VII. MEMBERS

This corporation is not a membership organization but the Board of Directors may, by resolution, establish by resolution classes of non-voting (in matters of corporate governance) membership and provide for eligibility, rights and duties of members including the obligation to pay dues. The corporation shall not have voting members.

## VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors will serve as trustees of this corporation, in administering corporation funds pursuant to the purposes of the corporation. The number of directors serving on the Board 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 determined in the manner and for the term provided in the Bylaws of the Corporation.

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

John Caccia, Bill McDorman, Belle Starr

John Caccia, P.O. Box 4225, Ketchum, Idaho 83340

Bill McDorman and Belle Starr, P.O. Box 596 Cornville, Arizona 86325

#### IX. 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 that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, which organization(s) engage in activities which in the judgment of the Board of Directors most closely align with purposes and philosophies of the Corporation. 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 to be consistent with the purposes of the Corporation.

#### X. INCORPORATOR

The name and address of the incorporator is John Caccia, P.O. Box ~~4225~~, Ketchum, Idaho 83340.

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#### XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

#### XII. AMENDMENTS

These articles may be amended by the affirmative vote of a majority of the directors of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 6<sup>th</sup> day of

May, 2014.

John Caccia John Caccia