

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

HAPPY, INC.

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 _____

HAPPY, 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 _____ December 21 _____, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

ARTICLES OF INCORPORATION
OF
HAPPY, INC.

RECEIVED
SEC. OF STATE

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The undersigned, acting as the incorporator of a corporation under the Idaho Non-Profit Corporation Act, IDAHO CODE Sections 30-301 et seq, adopts the following Articles of Incorporation:

I. NAME

The name of the corporation is HAPPY, Inc.

II. PRINCIPAL OFFICE

The principal office of the corporation is located at Route 1, Box 64, Princeton, ID 83857.

III. PURPOSES

The Corporation is organized exclusively for charitable purposes, which shall be:

1. To raise and process beef cattle for distribution to needy persons or to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. To do any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the charitable purposes of the corporation.

3. To enter into any and all lawful contracts and obligations essential or convenient for the transaction of the affairs of the corporation for any of the purposes thereof.

4. To receive contributions and to use or expend these in pursuit of the purposes of the corporation.

5. To expend monies received, collected or earned by the corporation from all sources whatsoever for the payment and discharge of all costs, expenses and obligations incurred by the corporation in carrying out any or all of the purposes for which the corporation is formed.

6. The Corporation's activities shall be limited to those permitted of an organization qualified under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended, or of an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

IV. PROFITS

The corporation shall be a nonprofit corporation and shall have no stock. No dividends or pecuniary profit shall be declared or paid to its directors or to any other private individual. No financial gain shall ever accrue to any person or institution in the conduct of the business of the corporation, provided that the payment of reasonable compensation for services rendered to the corporation shall be deemed an expense of the corporation and not a distribution of earnings. Any receipts of the corporation in excess of its ordinary expenses shall inure to the benefit of the

corporation and shall be applied by the directors thereof to any and all expenses incurred in carrying out any and all of the purposes herein set forth.

V. DIRECTORS

The control and management of the affairs of the corporation shall be vested in a Board of Directors. The number of directors shall be specified in the Bylaws, and a change in the number of directors may be made by amendment of the Bylaws. The initial Board of Directors shall consist of one Director. The name of the Director selected to serve, beginning with the incorporation of the corporation, and until his successor shall be chosen is:

Andrew Shemeline
Route 1, Box 64,
Princeton, ID 83857

VI. MEMBERS

The corporation shall have no members. The directors of the corporation shall be elected by the North Palouse Area Food & Clothing Bank, Inc. of Garfield, Washington.

VII. BYLAWS

The Board of Directors shall forthwith adopt Bylaws for the management and operation of the corporation not inconsistent with these Articles of Incorporation.

VIII. DISTRIBUTION ON DISSOLUTION

No person shall possess any property right in or to the property or assets of the corporation. Upon the dissolution of the corporation, all assets not otherwise disposed of and not subject

to any trust shall be distributed exclusively, in the sole discretion of the Board of Directors, to such charitable, religious, scientific or education organizations or other organizations qualifying under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

IX. AMENDMENT

These Articles of Incorporation may be amended only by vote of a majority of the Board of Directors.

X. REGISTERED AGENT AND OFFICE

The initial registered agent and office of the corporation are Andrew Shemeline, Route 1, Box 64, Princeton, Idaho 83857.

XI. DURATION

The duration of the corporation shall be perpetual.

XII. NON-LIABILITY

Neither the officers or directors shall be personally liable for corporate obligations.

IN WITNESS WHEREOF, I, Andrew Shemeline, the incorporator of this corporation, have set my hand and executed these Articles this 19TH day of DECEMBER, 1989.



Andrew Shemeline

Address: Route 1, Box 64
Princeton, ID 83857