

**RESTATED ARTICLES OF INCORPORATION
OF
TREASURE VALLEY FOOD COALITION, INC.**

FILED EFFECTIVE

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In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, *et seq.*, including Idaho Code § 30-3-94(1) the undersigned directors of the corporation do hereby unanimously adopt these Restated Articles and certify as follows:

1. **NAME.** The name of the corporation is **Treasure Valley Food Coalition, Inc.**
2. **PURPOSES.** The purposes for which the corporation is founded are to foster and advance a regional sustainable food system in the Treasure Valley that embraces seasonality, diversity, food security, economic viability, good health and a sense of place; to educate the community to better understand the environmental, economical, and societal impacts of our food choices; and to transact any lawful activity, except as otherwise restricted herein. This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended.
3. **INITIAL DIRECTORS.** The affairs of the corporation shall be managed by a board of directors. The number of members of such board of directors shall be fixed from time to time by the Bylaws, but at no time shall the board be less than three (3) members nor more than fifteen (15) members. The names and addresses of the persons who are to act as the initial board of directors of the corporation, to serve until their successors have been selected, are:

David Krick
Josie Erskine
Tamara Cameron

246 8th St., Boise, ID 83702
5200 Castle Dr., Boise, ID 83703
918 N. 19th St., Boise ID 83702

The selection process for board members, as well as their terms, removal, and duties shall be provided for in the Bylaws of the corporation.

REGISTERED OFFICE AND AGENT. The registered office of the corporation is located at 246 8th St., Boise, ID 83702. The registered agent of the corporation, whose address is the same as that of the registered office of the corporation, is David Krick.

4. **MEMBERS.** The corporation shall have members. There will be one class of members. Membership shall be open to any person, business entity or other organization that

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supports the purposes, objectives and functions of the corporation. Membership will be granted after completion and receipt of membership application and annual dues. The annual dues will be established from time to time by the directors. Membership shall terminate upon receipt by the secretary of written notice of a member's desire to terminate. Membership will also be terminated if dues are not paid. Each member will have one vote. Only members in good standing will be eligible to vote at annual and special membership meetings. Proxies will not be allowed.

5. **ORGANIZATION.** The affairs of the corporation shall be managed by its board of directors, and a majority of the number of directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than one-third (1/3) of the number of directors then fixed by the Bylaws. The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws.

6. **DURATION.** The duration of the corporation shall be perpetual.

7. **DISSOLUTION.** The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the board of directors of the corporation entitled to vote, such vote being taken at a meeting of the board of directors called for that purpose, or upon the written consent of all members of the board of directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors or members of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the board of directors of the corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.

8. **AMENDMENTS.** Amendments to these articles shall require the affirmative vote of two-thirds (2/3) of the members of the board of directors of the corporation then in office voting at a special meeting of the board of directors called for that purpose.

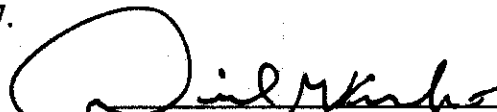
9. **RESTRICTIONS.**

9.1 Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

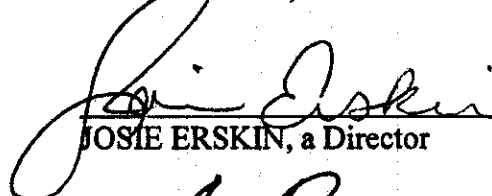
9.2 The property of this corporation is irrevocably dedicated to its charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or private person.

10. **FUNDING.** In order to carry out its purposes, the corporation shall be funded primarily by private donations of money, goods, or services from members of the public, to include individuals, corporations, clubs, associations and other organizations. When appropriate, the corporation may also receive funding in the form of money, goods, or services from federal, state and local governments and for consulting and advisory services as long as the receipt of such funds does not violate any law or cause the corporation to lose its tax-exempt status under the United States Internal Revenue Code then in effect.

The undersigned incorporator of said Corporation has executed these Articles of Incorporation this 31st day of March, 2007.



DAVID KRICK, a Director



JOSIE ERSKIN, a Director



TAMARA CAMERON, a Director