



CERTIFICATE OF INCORPORATION
OF

THE DOROTHY PERRY FOUNDATION, 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 _____

THE DOROTHY PERRY FOUNDATION, 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 _____ May 26 _____, 19 82 _____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

THE DOROTHY PERRY FOUNDATION, INC.
(A Non-Profit Corporation)

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned all of whom are citizens and residents of the United States and over the age of twenty-one years do hereby execute and make the following Articles of Incorporation for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

ARTICLE I NAME

The name of this corporation shall be The Dorothy Perry Foundation, Inc.

ARTICLE II PURPOSES

The corporation is organized to operate exclusively for educational purposes by providing the means for study and practical application of methods used in high altitude horticulture and agriculture; to provide grants to students to live, work and study in areas where such high altitude horticulture and agricultural practices are carried on; and to provide, receive, hold and apply money and property for the application thereof to the foregoing purposes.

ARTICLE III POWERS

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Title 30, Chapter 3 of the Idaho Code and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. 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.

ARTICLE IV
STOCK CERTIFICATES

This corporation shall have capital stock. Each stockholder shall be issued a stock certificate and shall have one vote for each share of stock owned.

ARTICLE V
RESTRICTION

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its shareholders, 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 II hereof. No substantial part of the activities of the corporation shall consist of 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.

(b) During any period the corporation is deemed to be a private foundation as defined in Section 509 of the Code, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; the corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE VI
AMENDMENTS

All provisions of these Articles of Incorporation shall be subject to amendment, consistent with the provisions of Title 30, Chapter 3 of the Idaho Code and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, by the affirmative vote of the shareholders entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, provided that due notice of the amendment is included in the notice of said meeting.

ARTICLE VII
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE VIII
INCORPORATORS AND ORIGINAL DIRECTORS

The names and addresses of the incorporators and the original Board of Directors of the corporation each of whom shall serve as a director until his successor is duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Clark P. Perry	P.O. Box 234 Sun Valley, Idaho 83353
Polly Biedebach	5210 Collier Place Woodland Hills, CA 91364
Jennifer Farquharson	P.O. Box 234 Sun Valley, Idaho 83353

ARTICLE IX
REGISTERED OFFICE

The location of the registered office of the corporation shall be ^{Box} Clear Creek Canyon in Blaine County, Idaho, and the mailing address of the corporation shall be ^{Mailing} Box 234, Sun Valley, Idaho 83353. Clark Perry shall be the registered agent at the address set out above.

ARTICLE X

The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the By-laws, but in no case shall the number of directors be less than three (3). The directors shall hold their offices for one (1) year, or such other period as the By-laws shall determine, and until their successors are elected and qualified.

ARTICLE XI
VOTING

Each stockholder shall be entitled to one vote, in person or by proxy, for each share entitled to vote held by such stockholder.

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

Lucien Albrechtson
Notary Public for Idaho
Residing at Hailey

STATE OF IDAHO)
County of Blaine) ss.

On this 18 day of May, 1982, before me, the undersigned, a notary public in and for said county and state, personally appeared Jennifer Farquherson, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

Lucien Albrechtson
Notary Public for Idaho
Residing at Hailey

IN WITNESS WHEREOF, the undersigned, all being the incorporators of the Dorothy Perry Foundation, Inc., have executed these Articles of Incorporation this 18th day of May, 1982.

Clark P. Perry
Clark P. Perry

Polly Biedebach
Polly Biedebach

Jennifer Farquherson
Jennifer Farquherson

STATE OF IDAHO)
County of Blaine) ss.

On this 18th day of May, 1982, before me, the undersigned, a notary public in and for said county and state, personally appeared Clark P. Perry, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Lucille Albrechtsen
Notary Public for Idaho
Residing at Valley

STATE OF IDAHO)
County of Blaine) ss.

On this 18th day of May, 1982, before me, the undersigned, a notary public in and for said county and state, personally appeared Polly Biedebach, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.