

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EAGLE FARMERS' MARKET INC.

File number C 110155

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 EAGLE FARMERS' MARKET 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: April 7, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Sibel*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION EAGLE FARMERS' MARKET INC.

The undersigned, all of whom are engaged in the production of agricultural products, do hereby voluntarily associate ourselves together to form a nonprofit cooperative corporation, without capital stock, under the provisions of Idaho Code 22-2601 to 22-2628, and for such purposes do hereby adopt the following articles of incorporation, to wit:

Article I

The name of the Corporation shall be Eagle Farmers' Market Inc.

Article II

The Corporation is a nonprofit Corporation.

Article III

The term of existence of the Corporation shall be perpetual after the filing of these articles of incorporation in the office of the Secretary of State of the State of Idaho.

Article IV

The purposes for which the Corporation is organized shall be to provide for management and promotion of the Eagle Farmers' Market for the mutual benefit of the members of the Corporation. The Corporation intends to:

A. Provide a location for agricultural growers to sell their products. The Eagle Farmers' Market is for farm fresh locally grown products. Vendors will be allowed to supplement their product offering with other farm direct products. Products purchased for resale must be prominently identified.

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- B. Help improve the local sustainable agricultural economy while providing a needed service for the community.
- C. Promote the sale of agricultural products grown in the state of Idaho.
- D. Use any profits, above and beyond what is needed to ensure the existence of the market, for grants or other types of assistance to nonprofit organizations engaged in the field of agriculture.

Article V

Upon the dissolution of the Corporation, the Board of Directors shall, after paying all of the liabilities of the Corporation, dispose of all the assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a state or local government, for a public purpose.

Article VI

The Corporation shall have the following powers:

- A. To act as the agent or representative of any member or members in any of the activities mentioned in article IV hereof.
- B. To buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Corporation, or incidental thereto.
- C. To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Corporation is formed and to give a lien on any of its property as security therefore.
- D. To cooperate with other similar Corporations in creating central, regional, or national Cooperative agencies, for any of the purposes for which this Corporation is formed, and to become a member or Stockholder of such agencies

as now are or hereinafter maybe in existence.

E. To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary Corporations and Cooperative Marketing Associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this Corporation is formed, except such as are inconsistent with the express provisions of the act under which this Corporation is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Corporation, all of which are hereby expressly claimed.

The Corporation shall be subject to the following limitations:

A. This Corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall accrue to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations after the payment in full of all debts and obligations of the Corporation of what ever kind or nature shall be used and distribute exclusively for purposes set forth in Section D above. Nothing shall prohibit the Corporation from retaining net earnings for the purpose of ensuring the market's existence for future years and this decision shall be at the Board of Director's discretion.

B. The Corporation shall not devote a substantial part of its assets to influencing legislation and shall not participate in a political campaign for or against any candidate for political office.

Article VII

This corporation shall have members and the management of its affairs shall be vested in its members subject to the powers and authority granted to a Board of Directors as set forth in the Bylaws of the Corporation.

Article VIII

The name and address of the initial registered agent of the Corporation in the State of Idaho is Chuck Roberts, at 2000 Homer Road, in the City of Eagle, Ada County.

Article IX

The place where the principal business of the Corporation will be transacted is the Eagle Area of Impact, County of Ada, State of Idaho.

Article X

The number of directors constituting the Board of Directors shall not be less than five (5), and the term of office of each such director is a three year term or until his successor is elected and has qualified. The names and addresses of those directors who are to serve as Incorporating Directors of the members of the Corporation until their successors are elected and qualified are:

| Name | Address |
|-----------------|--|
| Jill Kohler | P.O. Box 634, Eagle Idaho 83616 |
| Chuck Roberts | 2000 Homer Road, Eagle Idaho 83616 |
| Fred Schreffler | 7998 Hwy 20-26, Nampa Idaho 83687 |
| Jeff Holley | 652 W. Heikes Lane, Eagle Idaho 83616 |
| Linda Murray | 2595 S. Black Cat Road, Meridian Idaho 83642 |

The undersigned Incorporator hereby executes these Articles of Incorporation.

Chuck Roberts
Chuck Roberts

4-7-95
Date