

**RESTATED ARTICLES OF INCORPORATION  
OF  
PULSE FOUNDATION, INC.**

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**-FILED-**

File #: 0003942680

Date Filed: 7/17/2020 9:56:00 AM

The undersigned directors in order to form a non-profit corporation pursuant to Title 30, Chapters 21 and 30 of the Idaho Code, hereby adopt the following Articles of Incorporation:

**Restated**

**Article I.** The name of this Corporation shall be: PULSE FOUNDATION, INC. (hereinafter, the "Corporation").

**Article II.** The period of duration of this Corporation is perpetual.

**Article III.** The purposes for which the Corporation is organized and shall be operated are exclusively charitable, educational and scientific. These purposes may be attained, without limiting the Corporation's freedom to pursue these goals through other avenues, by the Corporation acting:

- (a) To advance the pursuit of education by accumulating and disseminating information to promote awareness about the nutritional value, health benefits, economic feasibility, dietary benefits, ease of widespread crop production, and amenability to preservation and transportation of dry peas, dry beans, lentils, chickpeas and other pulse crops, in order to address issues of hunger, malnutrition, and chronic disease and obesity among children, adults and companion animals throughout the U.S. and worldwide.
- (b) To promote the charitable objectives of addressing global hunger and food insecurity by engaging in efforts to improve human health and food system sustainability through the increased understanding, availability, and use of pulse crops among individuals who are malnourished or who have unhealthy diets, whether in developing countries, in the U.S., or and elsewhere around the world.
- (c) To support and pursue the advancement of science, plant genetics and plant breeding, and research by producing and disseminating information to expand the understanding, production, and use of pulse crops to provide an available, affordable, and nutritious global food supply without burdening the environment or the limited water supplies around the world.
- (d) To help shoulder the burdens of government addressing issues of hunger and poor nutrition due to challenges in the type, amount or the distribution of nutritious food by providing a viable food source that can be provided and produced for children and families affected by hunger.
- (e) To otherwise advance research, education and promote the charitable objectives of reducing the risk factors for developing chronic diseases such as: obesity, diabetes, cardiovascular disease, and increasing nutrient density of diets, and to enable nutritional humanitarian relief, by promoting the awareness, benefits, and availability of nutritious

60520-2435 07/17/2020 9:56 AM Received by ID Secretary of State Lawrence Denny

and readily cultivable crops that provide healthy dietary options for children, families, schools, restaurants, and other individual, governmental, and institutional food providers.

The Corporation shall carry out these purposes with the provision that the Corporation shall not have nor exercise any power or authority not granted to it under the Idaho Nonprofit Corporation Act, nor engage in any activities prohibited to an organization granted exempt status under Code Section 501(c)(3), or any successor law or regulation.

**Article IV.** The registered agent's name and address is:

Tim D. McGreevy, 2780 W. Pullman Road, Moscow, Idaho 83843.

**Article V.** The affairs of the Corporation shall be managed by a Board of Directors. Directors need not be residents of Idaho. The Board of Directors shall consist of no fewer than three members, with the exact number and qualifications for the Board established in the Bylaws. The number of initial directors of this Corporation is three (3), and their names and addresses are as follows.

Howard Nelson, 27433 Northridge Road N, Davenport, WA 99122  
Angela Ichwan, 1875 Lawrence St Suite 1300, Denver, CO 80202  
Peter Klaiber, 5181 Robinson Park Road, Moscow ID 83843

**Article VI.** The directors of the Corporation shall thereafter be elected by those serving on the Board of Directors.

**Article VII.** The name and address of the incorporator(s) of this Corporation is/are: USA Dry Pea and Lentil Council, Inc., 2780 W Pullman Road, Moscow, ID 83843

**Article VIII.** The Corporation does not have voting members.

**Article IX.** The mailing address of the Corporation shall be:

Pulse Foundation, Inc., 2780 West Pullman Road, Moscow, Idaho 83843.

**Article X.** No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**Article XI.** No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on: (1) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (2) by a Corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**Article XII.** Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article XIII.** To the fullest extent permitted by the Idaho Nonstock Corporation Act, as in effect or as may be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding in which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Internal Revenue Code applicable to organizations described in section 501(c)(3).

We, the undersigned directors, hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Signed this day, June 24, 2020

**Peter Klaiber**

Peter Klaiber  
Chairperson

**Angela Ichwan**

Angela Ichwan  
Vice Chairperson

**Howard R Nelson**

Howard Nelson  
Secretary/Treasurer


**Signature:**



Peter Klaiber (Jun 29, 2020 15:17 PDT)

**Email:** peterklaiber07@gmail.com

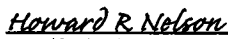
**Signature:**



Angela Ichwan (Jun 29, 2020 21:05 MDT)

**Email:** angela.ichwan@ardentmills.com

**Signature:**



Howard R Nelson (Jun 30, 2020 11:31 PDT)

**Email:** howardnelson73@gmail.com