

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FMC EMPLOYEES BENEFIT ASSOCIATION, INC.

File number C 112609

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 FMC EMPLOYEES BENEFIT ASSOCIATION, 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: November 9, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

Nov 9 8 41 AM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

FMC EMPLOYEES BENEFIT ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
11/9/95 9:00:00 AM
Customer # 50750
S/C#6002341 16384

CORPORATION NON PROFIT

1 @ 30.00 = 30.00

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be FMC EMPLOYEES BENEFIT ASSOCIATION, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

This corporation is not organized for pecuniary profit or gain. There shall be no capital stock. The initial registered agent of the corporation is Alma R. Nelson, 561 Roosevelt, American Falls, Idaho, 83211.

ARTICLE V

This corporation shall have the management vested in the Board of Directors, consisting of six directors.

The names and addresses of the initial Board of Directors are set out as follows:

Sid Poulton
1277 Fern Place
Pocatello, ID 83201

Alma R. Nelson
561 Roosevelt
American Falls, ID 83211

Paul Jones
5025 Galena
Pocatello, ID 83202

Dean Stuart
5176 Kevin
Chubbuck, ID 83202

Daniel T. O'Harra
569 Bannock
American Falls, ID 83211

John R. Buzzard
617 Fillmore
American Falls, ID 83211

Johnny R. Lynch
8125 N. Neva Road
Pocatello, ID 83204

ARTICLE VI

The purpose of this corporation is to represent the

interests of the employees of FMC Corporation, to do all things necessary to accomplish such purposes, including but not necessarily limited to charitable, benevolent purposes, such as distribution of candy, holiday give-aways, employee functions and sports activities.

ARTICLE VII

There shall be one class of membership in this corporation and each member shall be entitled to one vote.

ARTICLE VIII

All of the incorporators subscribed hereto are of full age and are citizens of the United States.

ARTICLE IX

This organization shall have powers to lease, purchase, hold, and sell or convey property and to enter into any business transaction necessary for corporation purposes.

ARTICLE X

Officers and Directors of this organization shall be elected by the members at the annual meeting. The number of officers and directors and all other matters relating to the management of the corporation shall be set out in the bylaws.

ARTICLE XI

No part of the net earnings of the corporation shall inure to benefit of or be distributable to its members, directors, officers or other private persons, except that this Corporation shall be authorized and empowered to reimburse members for out of pocket expenses incurred on behalf of the corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles.

ARTICLE XII

The undersigned incorporators shall act as and shall constitute the initial Board of Directors until the first annual meeting and election is held.

ARTICLE XIII



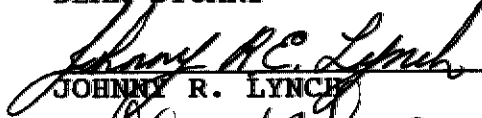

These Articles may be altered and amended at any meeting of the organization providing a quorum is present, by a majority vote of the members present at such meeting.




ARTICLE XIV

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations created and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under subsection 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provision of any future State internal revenue law, as the Board of Directors may determine.

Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as the court may determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have made, signed, and acknowledged this certificate of incorporation this 4 day of ^{Nov.}~~July~~, 1995.


SID POULTON

DEAN STUART

JOHNNY R. LYNCH

ALMA R. NELSON


JOHN R. BUZZARD

PAUL JONES

DANIEL T. O'HARRA

STATE OF IDAHO

County of Power

) ss.

On this 4 day of ^{Nov.}~~July~~, 1995, before me, the undersigned Notary Public in and for said State, personally appeared SID POULTON, JOHN R. BUZZARD, DEAN STUART, PAUL JONES, JOHNNY R. LYNCH, DANIEL T. O'HARRA, and ALMA R. NELSON, known to me to be the persons whose names are subscribed to the within instrument,

and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(Seal)


NOTARY PUBLIC for Idaho

Residing at:

America Falls

Commission expires:

9-11-98