

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE AGRICULTURAL AND ENVIRONMENTAL RESEARCH FOUNDATION, INC.

File number C 107107

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 AGRICULTURAL AND ENVIRONMENTAL RESEARCH 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: July 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

SEC. OF STATE

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ARTICLES OF INCORPORATION
OF

THE AGRICULTURAL AND ENVIRONMENTAL RESEARCH FOUNDATION

IDaho SECRETARY OF STATE
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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is The Agricultural and Environmental Research Foundation, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Pocatello, County of Bannock, State of Idaho. The address of the initial registered office is 1001 North 7th Centennial Plaza, Pocatello, Idaho. The initial mailing address is P.O. Box 4848, Pocatello, Idaho 83205. The name of the initial registered agent at this address is William W. Brown.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. Charitable, scientific, testing for public safety, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. These purposes include:

1. The initiation and financing of research and education in areas such as agricultural production, nutrition, conservation of natural resources, animal husbandry, improvement of fertilizers, insecticides and herbicides, public safety, including the testing of well water, and any other appropriate area as limited by Section 501(c)(3);

B. Operating primarily by accumulating and distributing funds from current receipts, and using such funds to award scholarships, grants and contracts for research purposes as set forth herein.

C. Exercising all powers granted by law necessary and proper in carrying out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 V hereof. No substantial part of the activities of the Corporation shall be 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. 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 of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

ARTICLE VII. NO MEMBERS.

The Corporation shall have no members.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals. The actual number of directors and their method of election shall be fixed by the Bylaws of the Corporation. The President of the Idaho Farm Bureau Federation, Inc., shall always be a Director and the Chairman of the Board of

the Directors of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Tom Geary	Rt. 2, Box 2231, Burley, ID 83318
Pat Takasugi	24405 Red Top Rd., Wilder, ID 83676
Jack Bell	194 S. 300 E., Jerome, ID 83338
Vincent A. Birch	Rt. 1, Box 228, St. Anthony, ID 82445
Greg Brown	978 Indianhead Rd., Weiser, ID 83672
Earl Christensen	Rt. 1, Box 1708, Burley, ID 83318
Kathryn Christensen	Rt. 1, Box 1708, Burley, ID 83318
Bill DeVeney	Box 1160, Riggins, ID 83549
Lloyd French	Rt.1, Box 43, Princeton, ID 83857
John H. Kienitz	3512 Sunset Dr., Emmett, ID 83617
Donald R. Norris	22150 Kimberly Rd., Kimberly, ID 83341
Herb Offermann	5600 Shingle Mill Rd., Sandpoint, ID 83864
Charles Pieper	282 S. 1500 W. Pingree, ID 83262
Ron Platt	Box 257, Huston, ID 83630
Frank Priestley	3473 S. 3200 E., Franklin, ID 83237
LaVell Purser	315 N. 4150 E., Rigby, ID 83442
Bryan Searle	545 E. 1250 N., Shelley, ID 83274
Mark Trupp	99 N. 700 W., Driggs, ID 83422
Dale Wistisen	Box 128, Bancroft, ID 83217

ARTICLE IX. DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS.

The only organization that the Corporation is (i) operated, supervised, or controlled by, (ii) supervised or controlled in connection with, or (iii) operated in connection with, is the Idaho Farm Bureau Federation, Inc. The Idaho Farm Bureau Federation, Inc., is, therefore, the designated publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue Code of 1986, as amended from time to time. In the alternative, and in strict compliance with such regulations, the Board of Directors may substitute another publicly supported organization or organizations for this corporation, but only upon this corporation's loss of exemption, substantial failure or abandonment of operations, dissolution or occurrence of other like event that is beyond the control of the Corporation.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corpora-

tion to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

The name and street address of incorporator is William W. Brown, 5351 Whitaker Road, Chubbuck, Idaho.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 22nd day of July, 1994.



William W. Brown, Incorporator