

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

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NORTH AMERICAN COLLEGES & TEACHERS OF AGRICULTURE, INC.

We, the undersigned, being natural persons of the age of twenty-one years or more and acting as incorporators under the laws of the State of Idaho as they apply to Non-Profit Corporations, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be NORTH AMERICAN COLLEGES & TEACHERS OF AGRICULTURE, INC.

ARTICLE II

NORTH AMERICAN COLLEGES & TEACHERS OF AGRICULTURE, INC. is a non-profit corporation organized exclusively for educational and/or scientific purposes; to promote and recognize excellence in teaching agriculture and related disciplines at the post secondary level and to the advancement of the classroom teacher in agriculture, environmental, natural and life sciences.

It is the purpose of this corporation to provide assistance, consistent with the purposes set forth herein, to individuals and colleges, in such a manner as to supplement but not compete with the programs, policies or goals of those individuals or colleges.

ARTICLE III

The corporation shall have only one class of members, which members shall be voting members. Management of the corporation's affairs shall be vested in a Board of Directors comprised of four (4) members. The names, representations and terms of the directors who shall constitute the first initial Board of Directors of NORTH AMERICAN COLLEGES & TEACHERS OF AGRICULTURE, INC., shall be:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Linda Clarke Martin	Oklahoma State University 136 Ag Hall Stillwater, OK 74078	1 year
Keith Karnok	University of Georgia 4115 Miller Plant Athens, GA 32611	1 year

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Rick Parker	College of Southern Idaho P.O. Box 1238 Twin Falls, ID 83303	1 year
Marilyn B. Parker	151 West 100 South Rupert, ID 83350	1 year

Said directors shall hold office until replaced as hereinafter provided.

ARTICLE IV

The name of the registered agent and the address of the corporation's principal place of business are:

Registered Agent: Marilyn B. Parker
Address: 151 West 100 South
Rupert, ID 83350

ARTICLE V

The members of this corporation shall be individuals or colleges who express desire to advance the corporate purposes. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and the corporation shall not have the authority to authorize assessments to be levied upon members.

ARTICLE VI

Election of the directors and officers, and the annual meeting of the corporation shall be conducted as provided in the By-laws of the corporation as adopted. The Board of Directors shall consist of four (4) members referred to above at ARTICLE III.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the corporation be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in furtherance of the purposes set forth in ARTICLE II hereof.

No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate on behalf of any candidate for public office, notwithstanding any other provisions of these articles. Further, the corporation shall not conduct any other activities which are not permitted to be conducted by a corporation exempt from Federal Income Tax under

Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Code.

ARTICLE VIII

The corporation shall distribute its income for each taxable year at such time and in such manner that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Income Tax Law.

ARTICLE IX

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Income Tax Law.

ARTICLE X

The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Income Tax Law.

ARTICLE XI

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Income Tax Law.

ARTICLE XII

In the event the corporation is dissolved by the Board of Directors, after applying or making provisions for the payment of all the liabilities of the corporation, shall dispose of all of the assets of the corporation in such manner, or to such organization or organizations which are organized and operated exclusively for the educational or training purposes established by this corporation, and which qualify at the time as an exempt organization or organizations under Section 501(c)(3) of any future United States Internal Revenue Law as the Board of Directors may determine. Any such assets which are not so disposed of shall be subject to distribution 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 organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

2004.

ADOPTED AND EXECUTED this 16th day of November,

Linda Clarke Martin

Linda Clarke Martin

Keith Karnok

Keith Karnok

Rick Parker

Rick Parker

Marilyn Parker

Marilyn Parker

STATE OF OKLAHOMA)

County of Payne) ss.

On this 17 day of ~~November~~ December, 2004, before me the undersigned Notary Public in and for said state, personally appeared Linda Clarke Martin, 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 day and year first above written.

(SEAL)

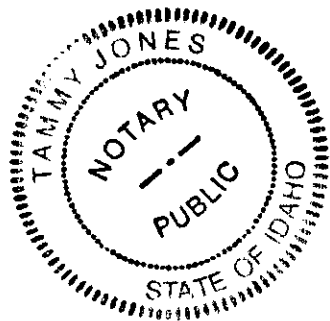
Janyce D. Magness
Notary Public
Residing at Payne Co. Oklahoma
My Commission expires 8-12-07
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STATE OF IDAHO)
) ss.
County of Minidoka.)

On this 16th day of November, 2004, before me the undersigned Notary Public in and for said state, personally appeared Rick Parker and Marilyn Parker, 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 affixed my official seal the day and year first above written.

(SEAL)



Tammy Jones
Notary Public
Residing at Rupert, Idaho
My Commission expires 11-4-2005

STATE OF GEORGIA)
) ss.
County of Clarke)

On this 5th day of January 2005, before me the undersigned Notary Public in and for said state, personally appeared Keith Karnok, 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 day and year first above written.

(SEAL)

Henrietta Zucker
Notary Public
Residing at NOTARY PUBLIC, OGLETHORPE COUNTY, GEORGIA
My Commission expires MY COMMISSION EXPIRES APRIL 16 2006