

**ARTICLES OF INCORPORATION
OF
BOISE VERTICAL FARM, INC.**

For Office Use Only

-FILED-

File #: 0003669932

Date Filed: 11/5/2019 1:49:00 PM

The undersigned, in order to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, hereby adopts the following Articles of Incorporation for Boise Vertical Farm, Inc.

**Article I
NAME**

The name of the Corporation is Boise Vertical Farm, Inc. (hereafter "Corporation").

**Article II
NONPROFIT STATUS**

The Corporation is created to act and operate exclusively as a nonprofit corporation organized for charitable and educational purposes pursuant to the Idaho Nonprofit Corporation Act and section 501(c)(3) of the Internal Revenue Code.

**Article III
DURATION**

The duration of the corporation shall be perpetual.

**Article IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the city of Boise, County of Ada, and in the State of Idaho. The initial registered office of this Corporation shall be at 1504 S Loggers Pond Pl., Apt. 18, Boise, ID 83706 and the name of the initial registered agent at such address is Jeffrey D. Middleton.

**Article V
PURPOSE**

The purposes for which the Corporation is created are to:

- (a) provide vocational training, life skills and employment to disadvantaged individuals who are recovering from addiction;
- (b) reduce the burdens of government by empowering individuals who are in addiction recovery to overcome employment barriers through providing skills development and employment to assist such disadvantaged persons in continuing their recovery;

- (c) combat community deterioration by creating pathways to reliable, independent citizenship through personal character development of individuals in addiction recovery; and
- (d) exercise all powers granted by law necessary and proper to carry out the foregoing 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 assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, trustees, 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. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). 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 or in opposition to any candidate for public office.

The property of this corporation is irrevocably dedicated to Boise Vertical Farm, Inc. and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article VII NON-MEMBER CORPORATION

The corporation shall be a non-member nonprofit corporation under the Act.

Article VIII INITIAL DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's By-Laws. Other than the Directors constituting the initial Board of Directors, who are designated

in these Articles, the Directors shall be selected by the existing Directors of the Corporation in the manner and for the term provided in the By-Laws of the Corporation.

The names and addresses of the initial Board of Directors are:

Jeffrey Middleton
1504 S Loggers Pond Pl., Apt. 18
Boise, ID 83706

Crystal Spencer
494 S. Torino Ave.
Meridian, ID 83642

Steven H. Papish
5659 Hootowl Dr.
Boise, ID 83716

Article IX ASSET DISTRIBUTION ON DISSOLUTION

In the event of dissolution or cessation of all activities of the Corporation, all assets remaining after payment of any outstanding liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article X BY-LAWS

The Directors of the Corporation shall have the power to adopt By-Laws consistent with the laws of the State of Idaho and these Articles for the regulation of the internal affairs of the Corporation.

Article XI INCORPORATOR(S)

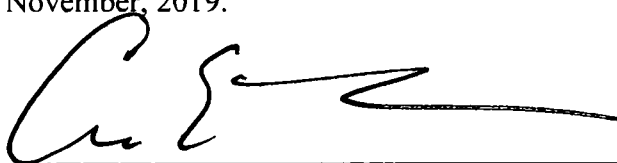
The name and address of the Incorporator is:

Christine E. Nicholas
Evans Keane LLP
PO Box 959
Boise, ID 83701-0959

**Article XII
AMENDMENTS**

To amend these Articles of Incorporation, the Directors of the Corporation shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote of the Directors. The proposed amendment shall be adopted upon receiving at least a simple majority vote of the Directors.

IN WITNESS WHEREOF, the incorporator hereinabove named, has set her hand to this instrument in duplicate originals, this 5th day of November, 2019.

A handwritten signature in black ink, appearing to read 'Christine E. Nicholas', written over a horizontal line.

Christine E. Nicholas, Incorporator