

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
CAPITAL CITY PUBLIC MARKET, I INC.**

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SECRETARY OF STATE
STATE OF IDAHO

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

ARTICLE I. NAME

The name of the corporation is CAPITAL CITY PUBLIC MARKET, I INC., an Idaho corporation (the "Corporation").

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 Boise, County of Ada, State of Idaho. The address of the initial registered office is 280 N. 8th Street, Suite 100, Boise, Idaho, 83701-2019, and the name of the initial registered agent at this address is Darin Burrell.

ARTICLE V. PURPOSES

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

A. For the promotion of (i) marketing opportunities for small-scale and specialty crop growers, (ii) public education concerning small farms and rural issues, (iii) better public health by educating consumers on the benefits and advantages of fresh nutritious agricultural products, and (iv) cooperation and information exchange between members.

B. To encourage the establishment, maintenance, and economic viability of small farms and the use of sustainable agricultural practices, to provide area consumers with high-quality produce and other agricultural products.

C. For the betterment of the conditions of those engaged in agricultural pursuits, the improvement of the grade of their products, and the development of a higher degree of efficiency within such occupations, all in accordance with Section 501(c)(6) of the Internal Revenue Code 1986, as amended from time to time.

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D. To 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 things 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 therefore, 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, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) 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)(6) 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), other than Corporation managers (as defined in section 4946(b) of the Internal Revenue Code of 1986) and other than one or more publicly supported organizations. The Corporation must act, or is prohibited from acting, as the case may be, so that the Corporation and any Corporation managers or other disqualified persons with respect thereto, shall not be liable for any of the taxes imposed by sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986. The Corporation must distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income imposed under section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation is prohibited from engaging in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation is prohibited from retaining any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation is prohibited from making any investments in such a manner as to subject the Corporation to tax under section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The Corporation is prohibited from making any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE VII. 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 four (4), but no more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. The initial Board of Directors is set forth below. Each Director shall serve for a term of three (3) years. Before or after the expiration of a Director's term, or in the event of the death, incapacity, resignation, or refusal to serve of any Director, the remaining Directors shall appoint, by majority vote, a successor Director. A Director may succeed himself if appointed by the remaining Directors. If there are no Directors due to the expiration of terms, death, incapacity, refusal to serve, or resignation of the Directors, or for any other reason, then any person may petition any Judge of any District Court of the State of Idaho for appointment of a Board of Directors, and the Judge so petitioned shall appoint a Board of Directors. The decision of the Judge shall be binding upon all parties and shall not be subject to review or appeal.

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

<u>NAME</u>	<u>ADDRESS</u>
Mike Goulder, President	4463 Bloom St. Boise, ID 83703
Darin Burrell, Vice President	1402 S. Owyhee Boise, ID 83705
Heather Hall-Dudney, Treasurer	3103 N. Maywood Ave Boise, ID 83704
Cindy McClaskey, Secretary	720 18th Ave S. Nampa, ID 83651
Laura Sluder, Director	796 W 520 N Shoshone, ID 83352
Kurtis Williams, Director	3700 Waterwheel Road Emmett, ID 83617
Joe Schnerr, Director	107 E 44th St Garden City, ID 83714
Erin Pietsch, Director	42 Hummingbird Haven Boise, ID 83716
Filip Vogelwohl, Director	530 W Myrtle Boise, ID 83702

ARTICLE VII (a). Members

This corporation will have voting members.

ARTICLE VIII. 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 Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(6) 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 IX. INCORPORATOR

The name and street address of the incorporator is Michael Goulder, 280 N. 8th Street, Suite 100, Boise, Idaho 83701-2019.

ARTICLE X. BYLAWS

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

DATED this 20 day of July, 2012.



Michael Goulder