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State of Utah
Department of Commerce
Division of Corporations and Commercial Code

12-16-98P03:47 RCVD

I hereby certify that the foregoing has been filed
and approved on the 16 day of Dec 1998
in the office of this Division and hereby issue
this Certificate thereof.

RECEIVED

DEC 16 1998

Examiner CYS Date 12/16/98

ARTICLES OF INCORPORATION

OF

FOOD FOR EVERYONE FOUNDATION

Utah Div. of Corp. Comm. Code



[Signature]
Lorraine B. Boren
DIVISION DIRECTOR

A Nonprofit Corporation

The undersigned persons over the age of 21 years, acting as the incorporators of a non-profit corporation under Sections 16-6-50 and 16-6-51 of the Utah Non-Profit Corporation and Cooperative Association Act, hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation (hereinafter referred to as the "Corporation") is Food for Everyone Foundation.

ARTICLE II

Duration

The duration of the Corporation is perpetual unless sooner dissolved according to law.

ARTICLE III

Purposes

The Corporation is organized exclusively for any charitable, educational, artistic, cultural, literary, and scientific purposes within the meaning of 26 U.S.C 501 (c)(3), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(a) To encourage and foster the development and understanding of the most efficient scientific non polluting and ecologically sensitive food production procedures by sponsoring and/or supporting the research, development, and dissemination of the best possible gardening methods and techniques and the most effective information delivery systems and teaching methods throughout the world, with primary emphasis on the developing countries.

(b) To encourage the development of education in gardening procedures and techniques by teaching and training the public in effective gardening methods.

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(c) To encourage and develop self-sufficiency in the production of food among people throughout the world by sponsoring, teaching and training classes and seminars; by providing financial assistance to worthy and needy students; and by assisting in providing materials, equipment, tools, seed, and fertilizers sufficient for trained students to achieve gardening success in their own communities.

(d) Said Corporation, however, is not authorized to attempt to influence legislation as more than an insubstantial part of its activities or to intervene or participate, directly or indirectly, in political campaigns on behalf of or in opposition to any candidate for public office, or to do anything which jeopardizes its qualification for exemption under 26 U.S.C. 501 (c)(3). The Corporation is also prohibited from making grants in violation of 26 U.S.C. 4945(d), or grants to any organization which is (or is controlled by) a disqualified person within the meaning of 26 U.S.C. 4946(a).

In the event the Corporation is deemed by the Internal Revenue Service to be a "Private Foundation" as defined in Section 509 of the Internal Revenue Code, then the following limitations shall apply to the Corporation:

- (1) The Corporation shall distribute its income from each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

At all times, regardless of whether the Trust is or is not a private foundation, the Trust will not conduct any activity which would not be permitted to be conducted by an organization exempt from taxation under Section 501(c)(3) of the Code and to which donations are deductible

under Sections 170(a)(1), 2055 and 2522 of the Code.

All references herein to the "Internal Revenue Code" shall mean the United States Internal Revenue Code of 1986, or corresponding provisions of any subsequent United States Internal Revenue Law.

ARTICLE IV

Powers

The Corporation shall have the following powers in addition to any other powers granted by law, all of which powers shall be exercised solely as a means of accomplishing the foregoing purposes:

(a) To solicit, accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, real and personal, of whatever kind, nature, or description, or wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or sections 4941-4945 of the Code, or corresponding provisions of any subsequent federal tax

laws.

(e) To enter into, make perform, and carry out contracts of every kind for any lawful purpose without limit on the amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.

(f) In general, and subject to such limitations and conditions as are or may be prescribed by law and these Articles, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the purposes of the Corporation, enumerated in Article III, above, and as may be exercised by organizations of the types described by section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

Members

The Corporation shall have no members.

ARTICLE VI

Stock

No shares of stock of the Corporation evidencing membership or interest therein shall be authorized or issued by the Corporation and the Corporation shall have no authority to issue stock, and no dividends or pecuniary profits shall be paid thereon.

ARTICLE VII

Board of Trustees

The property, business and affairs of the Corporation shall be managed by a Board of Trustees. The initial Board shall consist of three (3) trustees. Thereafter, the number of Trustees may be changed from time to time by resolutions duly adopted by the unanimous vote of the incumbent Board of Trustees, but shall not be less than 3, nor more than nine. All Trustees shall be appointed by Dr. Jacob Mittleider and James Kennard. In the event of the death or incapacity of Jacob Mittleider, they shall be appointed by James Kennard. In the

event of the death or incapacity of James Kennard, they shall be appointed by his designee. The Board of Trustees may sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or any of the assets of the Corporation. At each annual meeting of Trustees, the Trustees shall be appointed to hold office until the next succeeding annual meeting of Trustees following their appointment. The number of Trustees may be increased or decreased from time to time by amendment to the by-laws.

Meetings of the Board of Trustees and quorums for actions by the Board of Trustees, shall be governed by the by-laws.

ARTICLE VIII

Contracts with Trustees or Officers

Any person, including an officer or trustee of the Corporation may deal or contract with the Corporation, provided that no person or entity shall be paid any fee, salary, rent or other payment of any kind in excess of the fair market value for the service rendered, goods furnished or facilities or equipment rented; provided further, that at a meeting of the trustees or a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such officer, trustee, or other person or entity is disclosed or made known and there shall be present a quorum of the trustees or such committee and such contract or transaction shall be approved by a majority of such quorum consisting of trustees or committee members not so interested.

No member of the Board of Trustees or officer shall be liable to account to the Corporation for any transaction or contract of the Corporation ratified or approved as herein provided, and they are relieved from any liability that might otherwise exist with respect to such transactions or contracts.

ARTICLE IX

Indemnification of Trustees

The Corporation shall indemnify any and all persons who may serve or who have served at any time as trustees or officers or who at the request of the Board of Trustees of the Corporation may serve or at any time have served as trustees or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and

assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been trustees or officers or a trustee or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such trustee or officer or former trustee or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

ARTICLE X

Officers

The officers of the Corporation shall be a president, one or more vice presidents, a secretary, and a treasurer. The officers shall be appointed by the Board of Trustees and shall hold office at the pleasure of the Board as determined in the By-laws.

ARTICLE XI

Initial Trustees

The names and street addresses of the persons who are to serve as the initial Board of Trustees and who shall hold office until their successors shall have been elected pursuant to the Corporation by-laws, are as follows:

James B. Kennard	848 Woodruff Way Salt Lake City, Utah 84108
Dillon Inouye	615 E. 3650 N. Provo, Utah 84104
Alan Ashton	2195 North West Frontage Road Lehi, Utah 84043

ARTICLE XII
Initial Incorporators

The name and street address of the Incorporator of the Corporation is as follows:

James B. Kennard 848 Woodruff Way
Salt Lake City, Utah 84108

ARTICLE XIII

Initial Registered Office and Agent */Principal Office:*

The location and street address of the initial registered office of the Corporation is 848 Woodruff Way, Salt Lake City, Utah 84108. This office may be changed at any time by the Board of trustees without amendment of these Articles of Incorporation. The initial registered agent of the Corporation shall be James B. Kennard, and said James B. Kennard, is hereby appointed and authorized to accept and acknowledge service and upon whom may be served all necessary process in any actions here to proceed that may be brought against the Corporation in the courts of the State of Utah and for all purposes required by law.

Pursuant to the provisions of Section 16-6-25.1 of the Utah Code Annotated, James B. Kennard herewith acknowledges and accepts his appointment as the registered agent for Food for Everyone, Inc., a Nonprofit Corporation. This acknowledgement and acceptance of appointment as registered agent is freely and voluntarily made and given by the undersigned.



James B. Kennard
Registered Agent

ARTICLE XIV

Distribution of Earnings

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof.

ARTICLE XV

Similar And Consistent Administration

In the event that the purposes for which this Corporation has been created cannot, at any time, be carried out, the fiduciaries are to administer the Corporation for other purposes which are as similar to the original purposes as is reasonably possible and which are consistent with federal laws governing the administration of 501(c)(3) tax exempt organizations.

ARTICLE XVI

Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the applicable sections of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any of 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.

ARTICLE XVII

Amendments

These articles may be amended in any way not inconsistent with tax exemption under 26 U.S.C. Section 501(c)(3) by unanimous vote of the Trustees.

IN WITNESS WHEREOF, I the original undersigned Incorporator herein above named, have hereunto set my hand this 16th day of December, 1998.


JAMES B. KENNARD

STATE OF UTAH)
)
) ss.
COUNTY OF SALT LAKE)