

FILED

DEC - 3 1991

ARTICLES OF INCORPORATION  
OF

BY: *[Signature]*

NATIONAL CENTER FOR FOOD AND AGRICULTURAL POLICY, INC.

To: Department of Consumer and Regulatory Affairs  
Business Regulation Administration  
Corporations Division  
614 H Street, N.W.  
Washington, D.C. 20001

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the District of Columbia Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation is National Center for Food and Agricultural Policy, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized are:

(a) The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future Internal Revenue law (hereinafter "Code"). The purposes of the Corporation shall include the conduct of research, policy analysis, outreach and education on policy issues affecting the United States food and agricultural system.

(b) In furtherance of such purposes, the Corporation shall have the following powers:

(1) To establish and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the income therefrom, and in the discretion of the

Board of Trustees, the principal thereof, exclusively for charitable, scientific, literary or educational purposes, either directly, or by contributions to one or more other corporations, trusts, community chests, funds or foundations described in Section 501(c)(3) of the Code.

(2) To 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 or purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(3) 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.

(4) 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.

(5) Subject to the limitations and conditions contained in any bequest, devise, grant, or gift, to invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or such other securities and property as its Board of Trustees shall deem advisable, without regard to any law, present or future, or to any rule of court respecting the retention of investments and the investment and reinvestment of funds.

(6) In general, to carry on any other affairs and activities connected with or incidental to the foregoing objects and purposes, and to have and exercise all the powers conferred by the laws of the District of Columbia upon corporations formed under the District of Columbia Nonprofit Corporation Act; providing they are not inconsistent with Section 501(c)(3) of the Code.

(c) The Corporation shall not be operated for profit, and the foregoing purposes or powers are each and all subject to the limitations that no part of the net earnings of the Corporation

shall inure to the benefit of any private shareholder or individual; that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and that the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

If for any year the Corporation is classified as a private foundation within the meaning of Section 509(a) of the Code, the Corporation shall distribute its income and, if necessary, principal, for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing (as defined in Section 4941 of the Code), retain any excess business holdings (as defined in Section 4943 of the Code), make any investments in such manner as to give rise to liability for the tax imposed by Section 4944 of the Code or make any taxable expenditures (as defined in Section 4945 of the Code). Each reference in this paragraph to a section of the Code shall include future amendments to such Code sections and to corresponding provisions of future Internal Revenue laws.

FOURTH: The Corporation shall not have members.

FIFTH: The Board of Directors shall be referred to as the Board of Trustees and shall be vested with the management and control of the Corporation. The manner of the election or appointment of the Trustees other than the initial Trustees shall be provided in the bylaws of the Corporation.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation:

(a) The private property of the trustees or officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

(b) No trustee or officer of the Corporation, or any other private individual, association, or corporation, shall be entitled to share in the distribution of any of the corporate property upon dissolution of the Corporation. Upon any such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, or whether by operation of law or otherwise, the net assets of the Corporation remaining after all corporate debts or other proper charges have been paid or provided for, shall, except as may be otherwise provided by law, be distributed, transferred, conveyed, delivered and paid over, upon such terms and conditions and in such amounts and proportions as the Board of Trustees may impose and determine, to one or more corporations, trusts, funds, or foundations organized and operated exclusively for charitable, scientific, literary or educational purposes or any other purpose described in Section 501(c)(3) of the Code, as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code, or corresponding provision of any future Internal Revenue law.

(c) The Corporation reserves the right to make from time to time any amendments to its Articles of Incorporation which may now or hereafter be authorized by law, but no such amendment or alteration shall change any of the provisions upon which exemption from taxation, pursuant to Section 501(c)(3) of the Code, has been granted.

(d) The Corporation shall indemnify any trustee or officer or former trustee or officer or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she, is made a party, by reason of being or having been a trustee or officer of the Corporation, or of such other corporation, and any judgment awards rendered thereon, except in relation to matters as to which any such trustee or officer or former trustee or officer or person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any

other rights to which those indemnified may be entitled, under any bylaw, agreement, or otherwise.

SEVENTH: The address, including street and number of its initial registered office is 800 17th Street, N.W., Washington, D.C. 20006 and the name of its initial registered agent at such address is F. Elwood Davis.

EIGHTH: The number of trustees constituting the initial Board of Trustees is three (3), and the names and addresses, including street and number of the persons who are to serve as the initial trustees until the first annual meeting or until their successors be elected and qualified are:

<u>NAME</u>	<u>ADDRESSES</u>
George E. Rossmiller	Suite 401 1616 P Street, N.W. Washington, D.C. 20036
Dale E. Hathaway	Suite 405 1616 P Street, N.W. Washington, D.C. 20036
Edward F. Hand	1616 P Street, N.W. Washington, D.C. 20036

NINTH: The name and address, including street and number, of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
George E. Rossmiller	Suite 401 1616 P Street, N.W. Washington, D.C. 20036
Dale E. Hathaway	Suite 405 1616 P Street, N.W. Washington, D.C. 20036
Edward F. Hand	1616 P Street, N.W. Washington, D.C. 20036

IN WITNESS WHEREOF, we have hereunto set out hands and seals  
this 2 day of November, 1991.

George E. Rossmiller  
George E. Rossmiller

Dale E. Hathaway  
Dale E. Hathaway

Edward F. Hand  
Edward F. Hand

Incorporators

Date: November 2, 1991

CITY OF WASHINGTON )  
                          )      SS:  
DISTRICT OF COLUMBIA)

I, Peter J. Giesey, a Notary Public in and for the District of Columbia, hereby certify that on the 2 day of November, 1991, personally appeared before me George E. Rossmiller, Dale E. Hathaway, and Edward F. Hand, Incorporators for the National Center For Food And Agricultural Policy, Inc., who signed the foregoing document as incorporators, and asserted that the statements therein contained are true.

Peter J. Giesey  
Notary Public, D.C.

My Commission Expires:

**Peter J. Giesey**  
Notary Public, District of Columbia  
My Commission Expires May 31, 1994