

RESTATED ARTICLES OF INCORPORATION

OF

NATIONAL FARM TRANSITION NETWORK, INC.

TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:

The Restated Articles correctly set forth the provisions of the Articles of Incorporation, as amended, and they have been duly adopted as required by law. I, the undersigned, acting as incorporator of a corporation under the Iowa Nonprofit Cooperation Act, Chapter 504A, 1995 Code of Iowa, hereby adopt the following Articles of Incorporation :

ARTICLE I

The name of the corporation is the National Farm Transition Network, Inc.

ARTICLE II

Section One. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 and the Regulations thereunder (or the corresponding provision of any future United States Internal Revenue law).

Section Two. No part of the next earnings of this corporation shall inure to the benefit of, or be distributable to, any individual, 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 Section One of this ARTICLE II.

Section Three. 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.

Section Four. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder (or the corresponding provisions 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 and the Regulations thereunder (or the corresponding provision of any future United States Internal Revenue law).

### ARTICLE III

The Board of Directors shall be vested with responsibility for the administration, government, and management of the business affairs and property of the corporation. The number of persons comprising the Board of Directors of the corporation, their terms of office, and the procedure for their election shall be fixed by the Bylaws. The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Marion Bowlan	2708 A N. Colebrook Road, Manheim, PA 17545
William Dickinson	P.O. Box 1163, Richmond, VA 23218
Karen Stettler	P.O. Box 130 Lewiston, MN 55952
Steven Schwartz	1823 Eleventh Street, Sacramento, CA 95814
Deb Heleba	509 Main Street, Rm. 200 Burlington, VT 05405
Joy Johnson	PO Box 406 Walthill, NE 68067

### ARTICLE IV

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers and assistant officers as may be designed by the Bylaws, each of whom shall be elected by the Board of Directors in such manner and for such terms as may be prescribed by the Bylaws.

### ARTICLE V

The corporation's existence shall be perpetual.

### ARTICLE VI

The address of the initial registered office of the corporation is Post Office Box 2, Minburn, Iowa 50167 and the name of its registered agent at such address is John R. Baker.

### ARTICLE VII

The Articles of Incorporation may be amended at any meeting of the Board of Directors by a majority vote of the Directors then in office.

### ARTICLE VIII

No person or persons shall be entitled to share in any of the corporation's assets upon the dissolution or termination of the corporation. Upon the dissolution or termination of the corporation, whether voluntary or involuntary, the assets of the corporation (after payment of all the liabilities of the corporation) shall be distributed for the purposes of the corporation in such manner or to such organization or organizations,

organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or any corresponding provision of any future United States Internal Revenue Law). Any such assets of the corporation not so distributed by the Board of Directors shall be so distributed by a court of competent jurisdiction on application of the Board of Directors.

## Article IX

The corporation shall indemnify a director, officer, employee, agent or volunteer of this corporation to the fullest extent possible against expenses, including attorneys' fees, judgements, fines, settlements and reasonable expenses, actually incurred by such person with respect to any proceeding against such person relating to his conduct as a director, officer, employee, agent, or volunteer, except the mandatory indemnification required by this sentence shall not apply (i) to a breach of such person's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such person derived an improper personal benefit, or (iv) against judgements, penalties, fines, and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such person shall be adjudged liable to the corporation. No amendment to or repeal of this ARTICLE IX shall apply to or have any effect on the indemnification hereunder of any director, officer, employee, agent, or volunteer of the corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

## ARTICLE X

Section One. The corporation shall distribute its income for 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, or corresponding provisions of any subsequent Federal tax laws.

Section Two. The corporation shall not engage in any act of self-dealing as defined in Section 4941(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section Three. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section Four. The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section Five. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI

The name and address of the incorporator is John R. Baker, Post Office Box 2, Minburn, Iowa 50167.

Dated and signed this \_\_\_\_\_ day of \_\_\_\_\_, 2003.

John R. Baker  
INCORPORATOR

STATE OF IOWA :

: ss.

COUNTY OF DALLAS

On this \_\_\_\_\_ day of \_\_\_\_\_, 2003, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared John R. Baker to me known to be the identical person named in and who executed the within and foregoing instrument, and acknowledged the same as his voluntary act and deed.

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Notary Public in and for the State of Iowa