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ARTICLES OF INCORPORATION

NATIONAL ASSOCIATION OF PLANT BREEDERS, INC.

Executed by the undersigned for the purpose of forming a Wisconsin nonstock, nonprofit corporation under Chapter 181 of the Wisconsin Statutes.

ARTICLE I
Name of Corporation

The name of this corporation is National Association of Plant Breeders, Inc.

ARTICLE II
Purpose of Corporation

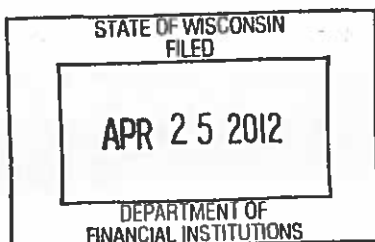
The corporation is formed exclusively for charitable, educational, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. To the extent consistent with those general purposes, the specific purposes of the corporation shall be to strengthen national capacities for plant breeding research, technology, education, and public awareness to meet needs for plants on which the world relies for food, fiber, fuels, environmental stewardship, aesthetics, recreation, and human health.

ARTICLE III
Members

The corporation shall have members. The corporation's bylaws shall set forth the rights and obligations of the members.

ARTICLE IV
Limitations on Activities and Net Earnings Distributions

No part of the net earnings 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 its purposes. No substantial part of the corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (or publish or distribute statements regarding) 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986. For any period the corporation constitutes a private foundation within the meaning of section 509 of the Internal Revenue Code of 1986, the corporation shall (a) distribute its income for each tax year at such times and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, (b) not engage in an act of self-dealing as defined by section 4941(d) of the Internal Revenue Code of 1986, (c) not retain any excess business holdings as defined in section 4943(e) of the Internal Revenue Code of 1986, (d) not make any investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code of 1986, and (e) not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986. Reference in this paragraph to specific sections of the Internal Revenue Code of 1986 shall be deemed to also include any corresponding provisions of any future United States Internal Revenue Law.



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ARTICLE V
Name and Address of Registered Agent and Principal Office

The name of the initial registered agent is Ellen Bergfeld and, for purposes of this corporation, her office address is 5585 Guilford Road, Madison, Wisconsin 53711. The initial principal office of the corporation shall also be at that address.

ARTICLE VI
Directors

The number of directors shall be fixed from time to time as provided in the bylaws but shall not be less than three. Their terms and the manner of their election shall be as provided in the bylaws.

ARTICLE VII
Dissolution

Upon dissolution of the corporation, the assets remaining after the payment of all liabilities of the corporation shall be distributed by the directors to an organization that is tax-exempt within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by a court of general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
Amendment

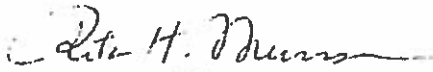
These articles of incorporation may be amended in the manner authorized by law at the time of the amendment.

ARTICLE IX
Incorporator

The name and address of the incorporator is:

Rita H. Mumm
University of Illinois at Urbana-Champaign
Illinois Plant Breeding Center
1102 South Goodwin Avenue
Urbana, Illinois 61801

Executed on the 9 day of April, 2012.



Rita H. Mumm

This document was drafted by (and the acknowledgement copy should be returned to):

Brian L. Anderson, Esq.
DeWitt Ross & Stevens S.C.
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