

THE ARKANSAS 4-H FOUNDATION, INC.

ARTICLES OF INCORPORATION

We, the undersigned, being of full age and legal capacity, in order to form a benevolent and non-profit corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the General Assembly of the State of Arkansas (Ark. Stats. (1947) Section 64-1301 to Section 64-1308 inclusive) entitled "An Act of Incorporate Benevolent, Educational, Cooperative, and other Associations for the Promotion of Good and Useful Purposes" (approved February 3, 1875), do hereby certify as follows:

ARTICLE I - NAME

The name of this corporation shall be The Arkansas 4-H Foundation, Incorporated.

ARTICLE II - ADDRESS

The location and address of the principal officer of said corporation shall be at Little Rock, in the County of Pulaski and State of Arkansas.

ARTICLE III - PURPOSES

The purposes and objectives of this corporation are exclusively educational. The corporation is formed for such educational purposes as in the judgment of said corporation will best meet the needs and advance the interests of 4-H work throughout the State of Arkansas, by providing practical and experimental training in agriculture and home economics, and for other objectives hereafter stated:

- (1) To form a private non-profit corporation for handling funds received from individuals, organizations, commercial concerns, and others for 4-H activities, awards, and other educational purposes.
- (2) To act as an advisory group for promoting interest in State 4-H activities.
- (3) To assist in acquainting the general public with 4-H work and its purposes.
- (4) To provide a method whereby board members of the corporation and other interested people may cooperate with the Cooperative Extension Service in promoting 4-H work.

(5) To provide a method of acquiring real estate and other property for 4-H camps or other uses.

(6) To provide a method of acquiring real estate to develop and operate the Arkansas 4-H Educational Center.

#### ARTICLE IV - POWERS

Section 1. In general. The purposes for which this corporation is organized and the powers which it has hereunder are not in diminution or limitation of the general powers granted to and acquired by corporations under the act first hereinabove referred to, but are in addition to the general powers provided by such act, except such powers are herein expressly disclaimed.

Section 2. Specific powers. "This corporation shall have the powers to receive, maintain, and hold by bequest, devise, gift or otherwise, either absolutely or in trust, for any of its purposes, any property, both real and personal, any fund or funds, without limitation as to amount or value; to convey such property and to invest and re-invest any principal; and to deal with and expend the income or principal funds of the corporation as well as to administer such funds for various purposes as agreed upon by the corporation and the agency making such funds available to it. The corporation is also expressly empowered to reject any offered contributions which for any reason in the judgment of the Directors should not be accepted."

#### ARTICLE V - EXISTENCE

The corporation shall exist in perpetuity, unless at an earlier date it be voluntarily dissolved through appropriate corporate action.

#### ARTICLE VI - STOCK

The corporation shall be a nonstock corporation and no dividends or pecuniary profits or any other form of personal gain shall accrue or be paid to the members thereof.

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, 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 distribution in furtherance of the purposes set forth in Article III hereof.

#### ARTICLE VII - MEMBERSHIP

The membership shall consist of representatives of business corporations, agricultural and professional associations, state civic organizations, Extension Homemakers organizations, and other individuals who sponsor state 4-H activities, awards, and scholarship programs. These representatives become members by invitation given by the president of the corporation, and then only on approval by a majority vote of the members of the Board of Directors of the corporation.

#### ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Management. The business and property of the corporation shall be managed by a Board of Directors which shall consist of not more than twenty-seven (27) members. In addition to managing its affairs, the Board of Directors shall also be responsible for outlining the policies of the corporation.

Section 2. Selection. The Board of Directors shall be composed of not more than 27 members. One (1) member shall be the Director of the Cooperative Extension Service, one (1) member shall be the State Leader - 4-H, Cooperative Extension Service, and one (1) member shall be the Executive Assistant of the Cooperative Extension Service. The remaining 24 Board of Director positions shall be composed of members representing farm organizations, Extension Homemakers clubs, civic organizations, commercial concerns which sponsor State 4-H activities or awards programs, and the Cooperative Extension Service.

Section 3. Term of office. In order that one-third (1/3) of the Board of Directors may be chosen each year, newly elected Directors shall serve for a term of three years. The remaining two-thirds (2/3) of the Board of Directors shall be equally divided between one- and two-year terms of office. All Directors shall be eligible for re-election.

Section 4. Directors' and officers' liability insurance. The Board of Directors shall make provisions for liability insurance coverage for the Directors and officers of the Arkansas 4-H Foundation, Inc.

Section 5. Indemnification statement. "Directors and officers of The Arkansas 4-H Foundation, Inc., shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of their service to The Arkansas 4-H Foundation, Inc., or to another foundation at the foundation's request. Persons who are not directors and officers of the foundation may be similarly indemnified in respect to such service to the extent authorized at any time by the Board of Directors. . ."

#### ARTICLE IX - HONORARY MEMBERSHIP

Honorary membership will be given to business corporations, agricultural and professional associations, state civic organizations, and other individuals who sponsor state 4-H activities, awards, or scholarship programs. The status of honorary membership shall be prescribed in the by-laws.

#### ARTICLE X - OFFICERS

The officers of The Arkansas 4-H Foundation, Inc., shall consist of a President, a Vice President, a Secretary, and a Treasurer, whose duties and terms of office shall be prescribed in the by-laws. The State Leader - 4-H of the Cooperative Extension Service shall be the Secretary of the Foundation, and the Executive Assistant of the Cooperative Extension Service shall be the Treasurer of the Foundation. The President and Vice President shall be elected by the Board of Directors. The Board of Directors shall make provision for a Surety Bond for all officers authorized to handle money.

#### ARTICLE XI - EXECUTIVE COMMITTEE

The Executive Committee shall consist of seven (7) members, the President, Vice President, and Secretary of the Foundation, the Director of the Cooperative Extension Service, and additional members elected by the Board of Directors. The duties and terms of office of the Executive Committee shall be prescribed in the by-laws.

ARTICLE XII - AMENDMENTS

These articles may be amended at any meeting of the Board of Directors, duly convened and held pursuant to the by-laws, by a vote of at least two-thirds (2/3) of the Directors present, but no such amendment shall change substantially the original purpose of the corporation.

ARTICLE XIII - POLITICAL ACTIVITIES

There shall be no carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XIV - DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the Board of Directors 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, religious or scientific, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE XV

The Agent for Service for The Arkansas 4-H Foundation, Inc., is  
Milas Hale, Attorney-at-Law, Lakewood House, North Little Rock, Arkansas.

Arnold P. Berner  
President

Glenn A. Black  
Vice President

Lyndal T. Whitbeck  
Secretary

Alvin M. Johnson  
Treasurer