

**ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR FOOD AND AGRICULTURE RESEARCH**

To: Department of Consumer and Regulatory Affairs
Corporations Division

I, the undersigned natural person of the age of eighteen years or more, acting as the Incorporator of a corporation under the District of Columbia Nonprofit Corporation Act of 2010 (D.C. Code, Title 29, Chapter 4), adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: Foundation for Food and Agriculture Research (the "Foundation").

ARTICLE II: DURATION

The term of existence of the corporation shall be perpetual.

ARTICLE III: DISTRICT OF COLUMBIA NONPROFIT ACT

The corporation is incorporated as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code, Title 29, Chapter 4 (as amended from time to time, the "DC Nonprofit Act").

ARTICLE IV: PURPOSES

The corporation is organized, and shall be operated exclusively, for charitable, educational, and scientific purposes (as such terms are defined in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The charitable, educational, and scientific purposes shall include (1) advancing the research mission of the U.S. Department of Agriculture (hereinafter "the Department") as carried out under the Department's authorities and in accordance with section 7601 of the Agriculture Act of 2014, including through agricultural research activities focused on addressing key problems of national and international significance including: (A) plant health, production, and plant products; (B) animal health, production, and products; (C) food safety, nutrition, and health; (D) renewable energy, natural resources, and the environment; (E) agricultural and food security; (F) agriculture systems and technology; and (G) agriculture economics and rural communities; and (2) fostering collaboration with agricultural researchers from the Federal Government, State (as defined in section 1404 of the National Agricultural Research, Extension, and Teaching Policy Act of 1977 (7 U.S.C. 3103)) governments, institutions of higher education (as defined in section 101 of the Higher Education Act of 1965 (20 U.S.C, 1001)), industry, and nonprofit organizations.

ARTICLE V: ACTIVITIES

The Foundation shall (1) award grants to, or enter into contracts, memoranda of understanding, or cooperative agreements with, scientists and entities, which may include agricultural research agencies of the Department, university consortia, public-private partnerships, institutions of higher education, nonprofit organizations, and industry, to efficiently and effectively advance the goals and priorities of the Foundation; (2) in consultation with the Secretary of Agriculture, the Foundation shall (A) identify existing and proposed Federal intramural and extramural research and development programs relating to the purposes of the Foundation and (B) coordinate Foundation activities with those programs so as to minimize duplication of existing efforts and to avoid conflicts; (3) identify unmet and emerging agricultural research needs after reviewing the roadmap for agricultural research, education, and extension authorized by the Food, Conservation, and Energy Act of 2008 (7 U.S.C. 7614a); (4) facilitate technology transfer and release of information and data gathered from the activities of the Foundation to the agricultural research community; (5) promote and encourage the development of the next generation of agricultural research scientists; (6) carry out such other activities as the Board of Directors (hereinafter “ the Board”) determines to be consistent with the purposes of the Foundation, with the understanding that all the foregoing activities are supplemental to any other activities at the Department and shall not preempt any authority or responsibility of the Department under another provision of law.

ARTICLE VI: MEMBERSHIP

The corporation shall not have members.

ARTICLE VII: DIRECTORS

The directors of the corporation shall be elected or appointed as provided in the by-laws. There shall be five ex-officio directors of the corporation who shall nominate the initial voting directors of the corporation, as provided in Section 7601 of the Agriculture Act of 2014.

ARTICLE VIII: INTERNAL AFFAIRS

In addition to the by-laws of the corporation, the provisions for the regulation of the internal affairs of the corporation include the following:

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director or officer of the corporation or any other private person, 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 Third hereof.
- B. 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.

- C. 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, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE IX: USE OF FEDERAL FUNDS

The corporation shall use the Federal funds made available under Section 7601 of the Agriculture Act of 2014 to carry out the purposes of the Foundation only to the extent the Foundation secures at least an equal amount of non-federal matching funds for each expenditure of the initial \$200,000,000 in Federal funds provided to the Foundation under that section. None of the funds made available in Section 7601 may be used for construction.

ARTICLE X: EXCULPATION OF LIABILITY

No director shall be liable to the corporation for money damages for any action taken, or any failure to take any action, as a director, except for (i) the amount of a financial benefit received by the director to which the director is not entitled; (ii) an intentional infliction of harm; (iii) a violation of Section 29-406.33 (Directors Liability for Unlawful Distributions) of the DC Nonprofit Corporation Act; or (iv) an intentional violation of criminal law.

ARTICLE XI: INDEMNIFICATION

To the maximum extent permitted by the laws of the District of Columbia in effect from time to time, including the District of Columbia Nonprofit Corporation Act, and subject to compliance with any procedures and other requirements prescribed by said laws and by such rules and regulations, not inconsistent with said laws, as the Board may in its discretion impose in general or particular cases or classes of cases (a) the corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding, civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise which any director or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, and (b) the corporation shall pay, in advance of final disposition of any such action or proceeding, expenses incurred by such person in defending such action or proceeding, subject to the receipt of a written undertaking to repay such expenses in the event that such person is determined not to be entitled to be indemnified.

ARTICLE XII: COMMERCIAL REGISTERED AGENT

The name of the Corporation's commercial registered agent is C T Corporation System, located at 1015 15th Street, NW, Suite 1000, Washington, D.C. 20005. The Corporation may change its registered agent by delivering to the Mayor for filing a statement of change in accordance with, and in addition to, any other method permitted by applicable law.

ARTICLE XIII: INCORPORATOR NAME AND ADDRESS

The name of the incorporator is Thomas J. Vilsack, ex-officio member of the Board and Secretary of Agriculture, U.S. Department of Agriculture, 1400 Independence Avenue, S.W., Room 200-A, Washington, D.C. 20250.

ARTICLE XIV: DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the corporation's property or assets shall not be conveyed or distributed to any director, officer, employee, or member of a committee or person connected with the corporation, or any other private individual, not to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution, or winding up, as the case may be, all the remaining non-federal property and assets of the corporation shall be distributed only to such other organizations as shall then qualify under Section 501(c)(3) of the Internal Revenue Code as the Board shall in their discretion determine. All remaining Federal funds shall be returned to the U.S. Treasury.

ARTICLE XV: AMENDMENTS

Any amendment to the by-laws of the corporation or to the Articles of Incorporation may be adopted only by approval of two-thirds (2/3) of the voting members of the Board in office at the time of the amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, I, the undersigned, have subscribed my name for the purpose of forming a corporation under the District of Columbia Nonprofit Corporation Act of 2010 (D.C. Code, Title 29, Chapter 4) this 15th day of July, 2014.

By: _____



Thomas J. Vilsack
Secretary of Agriculture
U.S. Department of Agriculture