



FRANCISCO V. AGUILAR
 Secretary of State
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Secretary of State State Of Nevada	Filing Number 20233395306
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	Number of Pages 8

Formation - Nonprofit Corporation

- NRS 82 - Articles of Incorporation Nonprofit NRS 81.010 - Formation of Nonprofit Cooperative Corporation With or Without Stock NRS 81.170-81.270 - Articles of Cooperative Association
- NRS 80 - Foreign Nonprofit Corporation NRS 81.410 - Articles of Incorporation Nonprofit Cooperative Corporation Without Stock

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Name of Entity: (If foreign, name in home jurisdiction)	agInnovation
2. Registered Agent for Service of Process: (Check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or position with Entity (title and address below)
	<p>DECS</p> <p>Name of Registered Agent OR Title of Office or Position with Entity</p> <p>5421 KIETZKE LANE SUITE 100 Reno Nevada 89511</p> <p>Street Address City Zip Code</p> <p>_____ Nevada _____</p> <p>Mailing Address (If different from street address) City Zip Code</p>
2a. Certificate of Acceptance of Appointment of Registered Agent:	<p><i>I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.</i></p> <p>X KERRY EATON 08/04/2023</p> <p>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date</p>
3. Names and Addresses of the Board of Directors, Member, or Trustees (NRS 81.410 must not be less than three members, see instructions)	<p>1) CHRIS PRITSOS</p> <p>Name</p> <p>5421 KIETZKE LANE, SUITE 100 RENO NV 89511</p> <p>Address City State Zip Code</p> <p>2) MATTHEW WILSON</p> <p>Name</p> <p>5421 KIETZKE LANE, SUITE 100 RENO NV 89511</p> <p>Address City State Zip Code</p> <p>3) GEORGE SMITH</p> <p>Name</p> <p>5421 KIETZKE LANE, SUITE 100 RENO NV 89511</p> <p>Address City State Zip Code</p> <p>4) BRET HESS</p> <p>Name</p> <p>5421 KIETZKE LANE, SUITE 100 RENO NV 89511</p> <p>Address City State Zip Code</p> <p>5) RICHARD RHODES</p> <p>Name</p> <p>5421 KIETZKE LANE, SUITE 100 RENO NV 89511</p> <p>Address City State Zip Code</p> <p>6) STEVE LOMMEL</p> <p>Name</p> <p>5421 KIETZKE LANE, SUITE 100 RENO NV 89511</p> <p>Address City State Zip Code</p> <p>7) JOSE TOLEDO</p> <p>Name</p> <p>5421 KIETZKE LANE, SUITE 100 RENO NV 89511</p> <p>Address City State Zip Code</p>

8)	ALTON THOMPSON			
	Name			
	5421 KIETZKE LANE, SUITE 100	RENO	NV	89511
	Address	City	State	Zip Code
9)	GARY THOMPSON			
	Name			
	5421 KIETZKE LANE, SUITE 100	RENO	NV	89511
	Address	City	State	Zip Code
10)	JEANETTE THURSTON			
	Name			
	5421 KIETZKE LANE, SUITE 100	RENO	NV	89511
	Address	City	State	Zip Code

4. Jurisdiction of Incorporation: (NRS 80 only)

4a. Jurisdiction of incorporation:

4b. I declare this entity is in good standing in the jurisdiction of its incorporation.

5. Authorized Shares:

(Number of shares corporation is authorized to issue, NRS 80 and NRS 81.010)

Number of common shares with Par value: 0 Par value: \$ 0

Number of preferred shares with Par value: 0 Par value: \$ 0

Number of shares with no par value: **0**

If a Nonprofit Entity: (NRS 80 only)

This is a nonprofit entity with authorized stock, as listed above.

This entity is a nonprofit, non-stock corporation.



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6. Benefit Corporation: <small>(For NRS 81.010, optional. see instructions.)</small>	By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field. <div style="text-align: right;"> Yes <input type="checkbox"/> </div>
7. Purpose: <small>(Required for NRS 80, NRS 81.010, NRS 81.170-81.270, 81.410, and any entity selecting Benefit Corporation. See instructions.)</small>	support agricultural educational and professional development opportunities through a variety of events offered at the national and the regional levels and to expand overall capacity to support education and advocacy efforts which enhance the United States' position as a global leader in agricultural and food systems research
8. Member Property Rights: <small>(NRS 81.010 see instructions)</small>	The property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal
9. Member Property Rights: <small>(NRS 81.410 see instructions)</small>	The voting power and the property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal
10. Term: <small>(NRS 81.010, 81.170-81.270, 81.410 may be perpetual)</small>	The term of existence: <input type="text"/> 11. Equal Interest Rights: <small>(NRS 81.170-81.270)</small> The interest and right of each member therein is to be equal.
12. Membership Fee: <small>(NRS 81.170-81.270, must be completed)</small>	The membership fee is \$ <input type="text"/> per member. Each member signing the articles has paid the fee and their interests and rights are equal.
13. Name, Address and Signature of: <small>NRS 80 Name, title and signature making the statement.</small> <small>NRS 81.010 Name, address and signature of three or more of the original members, a majority of whom must be residents of this state.</small> <small>NRS 81.410 and 82 Name, address and signature of the Incorporator(s).</small> <small>NRS 81.170 Must be signed by the original associates or members.</small>	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 2px;">KERRY EATON</div> <div style="border: 1px solid black; padding: 2px;">United States</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div>Name</div> <div>Country</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="border: 1px solid black; padding: 2px;">5421 KIETZKE LANE, SUITE 100</div> <div style="border: 1px solid black; padding: 2px;">RENO</div> <div style="border: 1px solid black; padding: 2px;">NV</div> <div style="border: 1px solid black; padding: 2px;">89511</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div>Address</div> <div>City</div> <div>State</div> <div>Zip/Postal Code</div> </div> <div style="margin-top: 10px;"> X <u>KERRY EATON</u> (attach additional page if necessary) </div>

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

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**ARTICLE 3
OFFICERS AND DIRECTORS
(Continued from Page 1)**

Section 3.1. The members of the governing board of the Corporation are styled as directors. The number of directors may be changed from time to time in such manner as shall be provided in the Bylaws.

Section 3.2. The business of the Corporation shall be managed by the board of directors of the Corporation (the “Board of Directors” or “Board”) in the manner provided in the Bylaws.

Section 3.3. The Initial Board of Directors shall serve for a term of one (1) year, or as otherwise provided in the Bylaws. Subsequently, the term of office of the directors shall be as set forth in the Bylaws.

Section 3.4. The directors shall be elected in the manner provided in the Bylaws. Except during such brief periods as a vacancy on the Board of Directors hereunder is being filled, there shall at all times be not fewer than one (1) individual acting as a director hereunder who need not be a resident of the State of Nevada.

Section 3.5. The number, titles, duties, manner of appointment and terms of office of the officers of the Corporation shall be as set forth in the Bylaws.

**ARTICLE 7
PURPOSE
(Continued from Page 2)**

Section 7.1. The Corporation is organized exclusively for charitable, religious, literary, educational and scientific purposes, in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) (hereinafter “§ 501(c)(3)”). The primary purpose of the Corporation shall be to support agricultural educational and professional development opportunities through a variety of events offered at the national and the regional levels and to expand overall capacity to support education and advocacy efforts which enhance the United States’ position as a global leader in agricultural and food systems research.

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The Corporation shall receive and administer funds consistent with the provisions of § 501(c)(3) and, to that end, the Corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real or personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; may sell, convey, or otherwise dispose of any such property; and may invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors of the Corporation, will best promote the purpose of the Corporation, subject to such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto.

Section 7.2. The Corporation's services shall be available to all persons regardless of race, color, creed, sex, sexual orientation, religion, disability, or national origin.

**ARTICLE 14
MEMBERS**

The classes, rights, and restrictions of the membership of the Corporation shall be as set forth in the Bylaws of the Corporation.

**ARTICLE 15
NON-STOCK STATUS**

The Corporation shall have no capital stock.

**ARTICLE 16
BYLAWS**

The internal affairs of the Corporation shall be regulated by the Bylaws. The Board of Directors shall have the power to make, amend or repeal such Bylaws as it may deem proper for the management of the affairs of the Corporation.

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**ARTICLE 17
PROTECTION AGAINST LIABILITY AND INDEMNIFICATION**

Any person acting on behalf of the Corporation shall be entitled to protection against liability and indemnification and payment of expenses related thereto, to the fullest extent permitted by the general laws of the State of Nevada as the same exists or shall hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal.

**ARTICLE 18
DURATION**

The Corporation is to have perpetual existence. Where all manner of business is actually conducted, its offices, and where the corporate books are sustained, may be perpetuated in any part of Nevada, or in any state, territory or providence of the United States of America, the District of Columbia, or in any foreign country.

**ARTICLE 19
RIGHTS, POWERS, AND RESTRICTIONS**

Section 19.1. The Corporation shall possess and may exercise all of the rights, powers, privileges, and immunities now or subsequently provided by the laws of the State of Nevada.

Section 19.2. No part of the net earnings of the Corporation shall inure to the benefit of, 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 distributions in furtherance of the purposes set forth in Article IV above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in § 501(h) of the Code, if the Corporation so elects), and 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; provided, however, that nothing contained herein shall preclude individual directors, officers, employees or volunteers

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from so acting solely in their respective capacities. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under § 501(c)(3) and § 170(c)(2) of the Code, or the regulations thereunder, or (b) a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

Section 19.3. In any taxable year in which this Corporation is a private foundation as described in § 509(a) of the Code, the Corporation (a) shall distribute its income for said period at such time and manner as not to subject it to tax under § 4942 of the Code; (b) shall not engage in any act of self-dealing as defined in § 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in § 4943(c) of the Code; (d) shall not make any investments in such manner as to subject the Corporation to tax under § 4944 of the Code; and (e) shall not make any taxable expenditures as defined in § 4945 of the Code.

**ARTICLE 20
CHANGE IN ARTICLES OF INCORPORATION**

The Board of Directors of the Corporation shall have the right from time to time to propose or recommend that the Corporation be dissolved or that any provision contained in these Articles of Incorporation be amended, altered, changed, or repealed, provided that no such plan of dissolution or amendment, alteration, change, or repeal shall become effective unless it has been submitted to and approved by the Board of Directors as set forth in the Bylaws, and provided that no such amendment, alteration, change, or repeal shall be made which shall:

- A. Amend, alter, change, or repeal the restrictions set forth in Article XII unless the Code changes so that amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Code Sections 501(c)(3) and 170(c)(2) or as an organization the contributions to which are deductible under Code Sections 170, 642, 2055, or 2522.
- B. Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable purposes.

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**ARTICLE 21
DISSOLUTION**

The property of the Corporation is irrevocably dedicated to charitable purposes. Upon the dissolution, liquidation and winding up of the Corporation, assets shall be distributed to one or more organizations entitled to exemption from federal income tax under § 501(c)(3), or shall be distributed to the federal government or to one or more state or local governments for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent 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 said court shall determine which are organized and operated exclusively for such purposes.