

# Alpha Zeta Foundation, Inc.

## ARTICLES OF INCORPORATION

### ARTICLE I

#### Name

The name of the Corporation is Alpha Zeta Foundation, Inc.

### ARTICLE II

#### Purposes

The purposes for which the Corporation is formed are exclusively charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may from time to time be amended, and in particular:

1. To establish scholarships, graduate fellowships, student loan funds, student internships, matching grant funds for scholarships sponsored by third parties, incentive internships awards or grants for superior high school students, continuing education grants for high school and/or college graduates, and other awards and grants similar in nature, all of which shall be designed to promote, foster and encourage quality, leadership, character development and high ethical standards among persons entering, attending or otherwise associated with those agricultural educational programs conducted or sponsored by or in cooperation with colleges, universities and similar institutions of higher learning.
2. To develop, promote, foster and encourage agricultural career awareness and leadership programs for superior high school students, college and university students, and graduates thereof through the publication and distribution of printed, audio/visual and similar materials and national conferences, all of which shall be designed to promote, foster and encourage quality, leadership, character development and high ethical standards among the recipients of such materials, the participants at such conferences and other organizations offering, engaged in or promoting, agricultural education and career development programs.
3. To accept, receive and acquire by gift, devise, bequest, purchase or any other lawful means, any property or assets or interest therein, and to hold and manage the same either outright or in trust for itself and others, in accordance with any lawful conditions, uses or restrictions placed thereon by the transfer or which are acceptable to the Corporation's Board of Directors.
4. To buy, hold, own, improve, manage, operate, lease, sell, convey, and in every way deal with real estate and personal property, and any interest therein of whatever kind, for the purpose stated herein.

5. To invest and reinvest the money and property of this Corporation, and to do any act designed to protect, preserve, improve or enhance the value of the property of the Corporation.
6. To carry out any or all of its powers and purposes both within and without the state of Indiana (so long as such activity is lawful in the jurisdiction in which it occurs).
7. To exercise all powers now or hereafter granted to not-for-profit corporations under the Indiana Not-For-Profit Corporation Act of 1971, as amended and supplemented, together with all powers necessary, convenient or expedient to the accomplishment of its purposes, which are not repugnant to law.

ARTICLE III  
Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV  
Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is G. William Roach, 410 Carr-Robertson Building, Lafayette, Indiana 47901.

Section 2. Principal Office. The post office address of the principal office of the Corporation is Alpha Zeta Foundation, Inc., 410 Carr-Robertson Building, P.O. Box 595, Lafayette, Indiana 47902.

ARTICLE V  
Membership

Section 1. Classes. The Corporation shall have two classes of members, to-wit: voting members and non-voting members.

Section 2. Rights, Limitations, and Restrictions of Classes. The voting members shall include:

- (a) The directors; and
- (b) Such other persons as the Board of Directors may admit to voting membership.

The non-voting members shall include such persons as the Board of Directors may admit to non-voting membership.

Section 3. Voting Rights of classes. Each voting member shall have one vote on all matters properly brought before the members. Voting for directors shall not be cumulative. Non-voting members shall be entitled to attend all meetings of the members, but shall not be entitled to vote, nor shall they be entitled, as a matter of right, to notice of meetings of the members.

Section 4. Miscellaneous. the members of this Corporation shall meet at least once annually and at such annual meeting shall elect directors as hereinafter provided. The annual meeting of the members shall be held at such a place, whether within or outside of the State of Indiana, and at such time as the Board of Directors shall determine. A majority of the voting

members must be present, in person or by proxy, in order to conduct business. Unless otherwise provided herein, the vote of a majority of the voting members who are present shall determine every issue.

The Board of Directors may prescribe certificates evidencing membership in this Corporation and, in such event, each member shall be entitled to a certificate, signed by the President (or Vice President) and secretary (or Assistant Secretary), stating that he is a member of the Corporation.

## ARTICLE VI

### Directors

Section 1. Management. The management of this Corporation shall be vested in the Board of Directors, which shall establish the policies of the Corporation and have the responsibility for its operation.

Section 2. Number of Directors. The number of directors shall be not less than three nor more than twenty-four, the exact number to be as stated from time to time in the By-Laws. In the absence of such statement the number shall be eleven.

Section 3. Names and Post Office Addresses of Initial Directors. The names and post office addresses of the initial Board of Directors are:

- 1) Maurice G. Cook  
3458 Leonard Street, Raleigh, NC 27607
- 2) Steven C. Drake  
867 Holly Ridge, Ballwin, MO 63011
- 3) John C. Foltz  
303 Weydon Road, Worthington, OH 43085
- 4) David P. Horn  
RD #9, box 368, Carlisle, PA 17013
- 5) G. W. Roach  
628 South Street, Lafayette, In 47901
- 6) Paul D. Hummer  
2602 Ivy Court, Stillwater, OK 74074
- 7) Monte G. Richardson  
101 North Olympia, Ponca City, OK 74601
- 8) Ronald J. Seibel  
10441 Edgefield Drive, Adelphi, MD 20783
- 9) Dehlia Rae Wilkinson  
101 Westview Drive #229, Houston, TX 77043
- 10) Cecilia A. Frisz  
925 South 9th Street, Lafayette, IN 47905
- 11) Judy K. Fetchina  
3059 Portsmouth Drive East, Lafayette, IN 47905