

ARTICLES OF INCORPORATION
OF
VIRGINIA PUMPKIN GROWERS' ASSOCIATION, INC.

We hereby associate to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

Article One

Name

The name of this Corporation shall be Virginia Pumpkin Growers' Association, Inc.(hereinafter referred to as "the Corporation or Association").

Article Two

Purposes and Powers

- (1) The purpose for which the Corporation is formed is exclusively for nonprofitable purposes, as contemplated by Section 501(c)(5) of the Internal Revenue Code of 1954 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented or superseded).

The purpose for which the Association is formed and the powers which, in addition to those conferred by law, it shall have are as follows:

- a. To carry on educational and promotional work in connection with the production and sale of produce and to sponsor sales of produce but not for profit.
- b. To charge and receive membership fees from producers which shall be used for promotional activities, to encourage production testing and exhibiting of produce, to stimulate interest among 4-H, FFA, and other youth groups in good produce, and to aid the produce industry however possible in conducting educational and promotional work in connection with production and marketing.
- c. Do each and every thing needful and necessary, suitable and proper to the carrying out of the above purposes, but this corporation shall not engage in any activity for profit.
- d. To have and possess and exercise any and all other powers conferred by law on like corporations.
- e. To solicit and promote the making of gifts, donations, bequests and devises of moneys and properties of every kind and nature to and for the use and benefit of this corporation.
- f. To receive, administer, invest, re-invest, sell, lease, or otherwise dispose of and expend and use any and all moneys and properties and the income thereon for the conduct and operation of the Corporation and to carry out the purposes hereinabove set forth.
- g. To do all things which a corporation of like character is, or may be authorized or permitted to do by the laws of the State of Virginia, and of the United States.
- h. The purpose of the Association shall be to effectively organize, advance, merchandise, standardize and improve products and services of Virginia through uniting the efforts of producers, shippers, marketers and others who have direct or indirect interest in the welfare of the industry.

(2) The assets of the Corporation shall be at all times dedicated to the purposes set out above, and

none of the net earnings shall insure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to the Southwest Virginia Agricultural Association or any other non-profit organization which promotes agriculture as designated by the Board of Directors for any use qualifying under Section 501(c)(3) of the Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

- (3) The Corporation may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the purposes set out in Paragraph (1) above.
- (4) The Corporation shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the purposes set out in Paragraph (1) above.
- (5) The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.
- (6) The Corporation will engage in the procurement of knowledge, goods and services for the benefit of the individual members.

Article Three

Membership

Membership in the Corporation shall be through application to and election by a majority vote of the Board of Directors present at the meeting. Application shall be open to any individual eighteen (18) years or older interested in the purposes of the Corporation. Each member shall pay such dues and may from time to time be set by the Board of Directors in accordance with the Association's by-laws.

Each member shall be entitled to one vote in all matters coming before membership meetings. Each member shall have full voting rights.

Article Four

Board of Directors

- (1) The affairs of the Corporation shall be managed by the Board of Directors.
 - (a) The initial number of directors of the Corporation shall be 13. The number of directors may be increased or decreased from time to time by amendment to the by-laws. The terms of directors may be set by amendment to the by-laws.
 - (b) The directors shall be elected by and from the voting membership at the annual membership meeting as specified in the by-laws and the immediate past President shall serve as a director.

- (2) The names and addresses of the persons to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
Jim Hutchens	Route 3, Box 760, Galax, VA 24333
David Buchanan	P. O. Box 605, Saltville, VA 24370
Robert Williams (Bobby)	Route 4, Box 276, Wytheville, VA 24382
Henry Sink	3020 River Road, Christiansburg, VA 24073
Scott Hagood	418A Price Hall, Va. Tech, Blacksburg, VA
Jimmy Neel	Route 3, Box 544A, Tazewell, VA 24651
Robert (Bob) Coates	3631 Peters Creek Rd. Roanoke, VA 24019
Kevin Semones	Route 1, Box 343, Hillsville, VA 24343
John Ayers	Route 5, Box 670, Stuart, VA 24171
Paul Combs	21536 Concord Lane, Abingdon, VA 24211
Walter Manis	Route 1, Box 207E, Nicholasville, VA 24271
Fred Givens	Route 1, Box 254, Newport, VA 24128
Jeff Cassell	Route 1, Box 864, Ceres, VA 24318

Article Five

Registered Agent

The initial registered office of the Corporation will be located at Route 1, Box 343, Hillsville, Virginia 24343. The name of the County, in which the initial registered office is physically located in Carroll County, Virginia. The name of the initial registered agent is Kevin Semones, who is a resident of Virginia and an initial director of the corporation.

By-laws
of the
Virginia Pumpkin Growers' Association, Incorporated
A Non-Stock Association Incorporated Under
Chapter 10 of Title 13.1 of the Code of Virginia

Article I

PURPOSES

The members of this Association have voluntarily associated themselves together into an organization designed to carry out the following purposes:

- (1) To carry on educational and promotional work in connection with the production and sale of produce and to sponsor sales of produce but not for profit.
- (2) To charge and receive membership fees from producers which shall be used for promotional activities, to improve methods of production of produce, and to encourage production testing, to stimulate interest among 4-H, FFA, and other youth groups in produce, and to aid the produce industry however possible in conducting education and promotional work in connection with produce production and marketing.
- (3) Do each and every thing needful and necessary, suitable and proper to the carrying out of the above purposes, but this corporation shall not engage in any activity for profit.
- (4) To have and possess and exercise any and all other powers conferred by law on like corporations.
- (5) To solicit and promote the making of gifts, donations, bequests and devises of moneys and properties of every kind and nature to and for the use and benefit of this corporation.
- (6) To receive, administer, invest, re-invest, sell, lease, or otherwise dispose of and expend and use any and all moneys and properties and the income thereon for the conduct and operation of the Corporation and to carry out the purposes hereinabove set forth.
- (7) To do all things which a corporation of like character is, or may be authorized or permitted to do by the laws of the State of Virginia, and of the United States.
- (8) The Corporation will engage in the procurement of knowledge, goods and services for the benefit

of the individual members

ARTICLE II

POWERS

The powers, which this Association may exercise, shall be those set forth in the Certificate of Incorporation and those, which are conferred by law.

ARTICLE III

MEMBERS

Section 1. Membership. (a) Regular Member - Any producer in Virginia who agrees to be a member of the Association and who pays such membership fees and meets such other conditions as may be prescribed by the Board of Directors, may become a member of the Association upon acceptance by the Board of Directors. (b) Associate member - Any person, firm, or organization interested in the advancement of educational and promotional work in connection with the production and roles of produce in Virginia may become an associate member by filing an application for such membership, obtaining due approval by the Board of Directors, and payment of prescribed dues.

Section 2. Membership Roll. There shall be maintained in the office of the Association a roll of all members and their addresses.

Section 3. Duties of Members. Each member shall loyally support their Association and shall properly and in good faith comply with these by-laws and any amendments thereof duly adopted and with the terms and conditions of any and all agreements with the Association on their part to be performed and with any and all rules and regulations adopted by the Association and their conduct in all matters and things shall not be detrimental to the rights and interests of the Association.

Section 4. Resignation, Suspension or Termination. Any member may resign their membership upon giving notice in writing to the Treasurer. A member of the Association in arrears with dues for more than 3 months after being duly notified at least twice during this time shall forfeit membership and the privileges of the Association. Membership shall terminate when the member withdraws, or they or the Board of Directors cancel the membership. The Board of Directors shall also have the right at all times to dismiss any member who has been judged by the Board to be acting contrary to the aims and purposes of the best interest of the Association, provided, however, that any such member shall have the opportunity to appear in their own defense before the next regular or special meeting of the membership. In such a case, the dismissed member may be reinstated by a two-thirds majority vote of the members present.

Section 5. Death. The death of any member shall automatically cancel their membership in the Association. Any certificate evidencing indebtedness to the member may, in the discretion of the Board of Directors, be paid to the descendant's estate. The legal heir or assign of any deceased member may, upon admission to the Association and subject to the approval of the Board of Directors, succeed to the rights and membership privileges previously enjoyed by the deceased member.

Section 6. Services to Non-Members. The Association, if it elects, may provide services for non-members.

Section 7. Liability. Except for debts lawfully contracted between them and the Association, no member shall be liable for the debts of the Association.

Section 8. Member's Property Interests. No member or patron shall have a property interest in this Association.

Section 9. Annual Meeting. The time and place of the annual meeting of the Association shall be determined by the Board of Directors.

Section 10. Special Meeting. The Board of Directors shall have the right to call a special meeting at any time, and ten percent of the members may file a petition stating the specific business to be brought before the Association and demand a special meeting at any time. Such meeting shall thereupon be called by the president and secretary.

Section 11. Notice. Notice of all meetings, together with a statement of the purposes thereof, shall be mailed or electronically transferred to each member at least 5 days prior to the meeting. No business shall be transacted at special meetings other than that referred to in the call. Notices and services thereof may be waived in writing or by the attendance in person or by mail ballot, of all the members.

Section 12. Quorum. The members present shall constitute a quorum for the transaction of business at any meeting.

Section 13. Payment of Dues and Voting Rights. Each regular member and each associate member shall have one vote and only one vote at all meetings of the membership of the Association on each question presented. Firms, partnerships, corporations or associations shall be entitled to only one vote

each, the same as an individual, and may be represented by an individual, associate, officer, or member thereof, duly authorized in writing.

Section 14. Proxy Voting. Proxy voting shall not be allowed.

Section 15. Order of Business. The order of business at the annual meeting, and as far as possible at all other business meetings of the members, shall be:

- A. Proof of due notice of meeting.
- B. Reading and disposal of any unapproved minutes.
- C. Annual reports of officers and committees.
- D. Unfinished business.
- E. New business, including election of directors.
- F. Adjournment.

Section 16. Annual Dues. Annual dues shall be set by the Board of Directors. During the month of January, the Treasurer shall send to each member a statement of his dues for the ensuing year. Dues are payable in full within 30 days of statement.

Section 17A. Standing Committees. In addition to the Nominating Committee, the Board may each year appoint standing committees to advance the work of the Corporation in such matters as Marketing/Promotion, Education, Finance, and Communication. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 17B. Committee Membership. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon 30 days written notice to the appointee; and the Board may appoint successors to those appointees whose services have been terminated.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1. Number. The business of this Association shall be managed, conducted and controlled by a Board of Directors composed of at least six elected directors. The number of directors may be increased or decreased from time to time by amendment to the by-laws. At no time shall the number of directors authorized by the by-laws be less than six (6) nor more than twenty (20).

Section 2. Eligibility for Directors. All members shall be eligible for election as directors. No director during the term of their office, shall be party of a contract with the Association differing in any way from the relations accorded regular members of the Association. No more than two Board of Directors can be from a county.

Section 3. Election of Directors. At the first annual meeting of the members of this Association, directors shall be elected to succeed the incorporating directors. Two directors or 1/3 of total shall be elected to a three-year term, two directors or 1/3 of the total shall be elected to a two-year term, and two directors or 1/3 of the total shall be elected to a one-year term. Thereafter, directors shall be elected for

terms of three years. A director may be re-elected for not more than two successive three-year terms. After a director has been off the Board for a period of one year, they will again be eligible for re-election to the board. If the immediate past President's term on the Board of Directors has expired, the Board of Directors shall automatically be expanded and the immediate past President shall remain on the Board of Directors for a period of one year following the expiration of the Past President's term.

Section 4. Officers. The Board of Directors shall meet immediately or no later than 30 days following the annual meeting and shall elect a president and a vice-president from among themselves, and a secretary and/or treasurer who may or may not be a member of the Association. Such officers shall hold office for one year; or until their successors are duly elected and qualified unless earlier removed by death, resignation or for cause. The Board of Directors shall also have the power to elect or appoint any assistant officers, Educational Advisors and Technical Advisors that shall be found necessary in the operation of the Association. The Board of Directors shall manage the affairs of the Association, and shall possess all powers that have been conferred upon it by law or by its certificate of incorporation. The Board of Directors may appoint non-Board members to serve on committees, manage, or carry out authorized activities of the Association.

Section 5. Meetings. The Board of Directors shall meet at least once yearly at a place and time set by the president. Special meetings of the Board of Directors shall be held upon call of the President or upon written request of a majority of the directors. Except for the annual meeting, all Board and committee meetings may be conducted by means of a telephone conference, e-mail, fax, or similar telecommunications.

Section 6. Notice of Meetings. Notice of both regular and special meetings of any committee of the Board of Directors shall be given either by mailing a written notice of the time and place of such

meeting to each member of the committee at their last known post office address at least five days before the time of such meeting, or by communicating notice of the time and place of such meeting to each member of the committee by telephone, telegram, e-mail, fax, or otherwise, at least twenty-four hours before the time of such meeting.

Section 7. Quorum. The Board members present shall constitute a quorum at any meeting of the Board.

Section 8. Vacancies. When a vacancy on the Board of Directors occurs, other than by expiration of term, the remaining members of the Board of Directors, by a majority vote of the members present, shall fill the vacancy until the annual meeting, when the members shall elect a director for the balance of the term.

Section 9. Compensation. The compensation, if any, of the members of the Board of Directors and of the executive committee shall be determined by the Board of Directors subject to membership approval at any annual or special meeting of the Association; provided, however, that no member of the Board of Directors, other than one who is acting as an officer of the Association and receiving a regular salary, therefor, shall receive compensation or allowance for services rendered the Association for more than thirty (30) days in any one year, exclusive of the periods for which compensation is paid for attendance at Directors' meetings or at meetings of the executive committee.

ARTICLE V

DUTIES OF DIRECTORS

Section 1. Management of the Association. The Board of Directors shall have general supervision and control of the Association and its affairs and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the Association and the guidance of the members, officers, employees, and agents of the Association. They shall have installed an accounting system which shall be adequate to the requirements of the business, and it shall be their duty to require proper records to be kept of all transactions. They shall make the arrangements necessary for adequately financing the operations of the Association.

Section 2. Executive Committee and Other Committees. The Board of Directors may in their discretion appoint from their own membership an executive committee, determine their tenure of office and their powers and duties. The executive committee shall have such powers and duties as may, from time to time, be prescribed by the Board of Directors and these duties and powers may be all of the duties and powers of the said Board of Directors, subject to the general direction, approval, and control of the Board of Directors. The executive committee shall be responsible to and shall report to the Board of Directors, as the Board shall direct. Such other committees as may be deemed advisable by the Board of Directors in conducting the affairs of the Association may be appointed by the Board from time to time as need arises. Such committees shall be responsible to and shall report to the Board of Directors as the Board shall direct.

Section 3. Bonds and Insurance. The Board of Directors shall require all officers, agents and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company at the expense of the Association and approved by the Board of Directors.

The Board shall provide for the adequate insurance of the property of the Association, or property which may be in the possession of the Association, or stored by it, or not otherwise adequately insured, and in addition insurance covering liability for accidents to all employees.

Section 4. Audits. At least once in each year the Board of Directors shall secure the services of a competent and disinterested public auditor or accountant, or appoint a disinterested committee of three persons who shall make a careful audit of the books and accounts of the Association and render a report in writing, thereon, which report shall be submitted to the members of the Association at their annual meeting. The report shall include at least (1) a balance sheet showing the true assets and liabilities of the Association; (2) an operating statement for the fiscal period under review; (3) an itemized statement of all expenses for the period under review; (4) a statement showing the amount of capital, if any, furnished by the members during the periods under review; and (5) a statement of the number of members at the beginning of the fiscal year, the number admitted to membership during the year, the number of memberships terminated, and the number of members at the close of the year. Special audits shall be made upon order of the Board of Directors or upon a majority vote of the members at any regular or called meeting.

Section 5. Reports to State and Federal Authorities. The directors shall cause the Association to make and file with State and Federal authorities all reports and returns as are now or may hereafter be required by law.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. Duties of President. The President shall (1) preside over all meetings of the Association and of the Board of Directors, (2) call special meetings of the Board of Directors, (3) perform all acts and duties usually performed by an executive or presiding officer, and (4) sign all such papers of the Association as they may be authorized or directed to sign by the Board of Directors; provided, however, that the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the Association. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 2. Duties of the Vice-President. In the absence of disability of the President, the Vice-President shall perform the duties of the President; provided, however, that in case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect their successor.

Section 3. Duties of Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge and supervision of the books and records of the Association. They shall serve all notices required by law and by these by-laws and shall make a full report of all matters and business pertaining to their office to the members at the annual meeting. They shall act as secretary to the executive committee, and shall perform such other duties as may be required of them by the Association or the Board of Directors. Upon the election of their successor, the secretary shall turn over to them all books and other property belonging to the Association that they may have in their possession.

Section 4. Duties of Treasurer. The treasurer shall perform such duties with respect to the finances of the Association as may be prescribed by the Board of Directors. They shall make all reports

required by law.

Section 5. Duties of the Technical/Educational Advisor(s). The technical/educational advisor(s) shall furnish technical information from available produce research data when requested to do so by the Board of Directors, the officers, or Educational Advisor. The technical/educational advisor(s) shall periodically analyze the data gathered in the field and make recommendations on production needs.

ARTICLE VII

METHOD OF OPERATION

Section 1. General. This Association shall be so operated that the current and active members of the Association will be treated on a fair and equitable basis in the performance of services for them and in the proration of the operating costs of the Association as determined by the Board of Directors.

Section 2. Marketing Produce or Processed Produce. The Board of Directors shall prescribe all rules and regulations governing the eligibility of produce sold by its members at the sales sponsored by the Association, or contracts arranged by the Association, and shall enter into such agreements as may be deemed necessary in connection with the promotion and conducting of such sales and shall have the authority and responsibility for promulgating such rules and regulations as may be needful and necessary, suitable and proper for the carrying out of the purposes of the Association and to conducting the sales and other activities of the Association, authorized by the charter, these by-laws, and by law, but shall not engage in marketing transactions for profit.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of this Association shall begin on January 1, and shall end on December 31 of each year.

Section 2. Director Liability. The Board of Directors shall not be liable or responsible for debts or obligations of the Corporation.

ARTICLE IX

AMENDMENTS

Section 1. By the Members. These by-laws may be amended, repealed, or altered, in whole or in part, by a majority vote of the members present in person at any regular or special meeting at which there is a quorum and the notice of which contained a statement covering the proposed amendment. The membership may specify that an amendment adopted by the membership shall not be amended, repealed, or altered, in whole or in part, by the Board of Directors.

These by-laws may be amended at any meeting of the Association upon affirmative vote of 2/3 of the members present. Previous notice of such meeting must be given in writing to each member not less than five (5) days prior to such meeting.

Section 2. By the Board of Directors:

These by-laws may be amended at any meeting of the Board of Directors upon giving five days notice of the amendment to the members by a 2/3 affirmative vote of the directors present. Any amendment so made shall become operative upon adoption but shall be subject to final ratification at the next ensuing meeting of the Association in the manner provided for above.

ARTICLE X

DISSOLUTION

The Corporation may be dissolved at any time by recommendation of the Board of Directors approved in writing by more than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any member, but after payment of all lawful debts of the Corporation, its property and assets shall be given to the Southwest Agricultural Association or non-profit agricultural association as described in Section 501 of the Internal Revenue Code of 1954, to be selected by the Board of Directors.

Adopted at the organizational meeting of the Board of Directors of the Virginia Pumpkin Growers' Association, Inc., on the 17th Day of April, 1997.

Frank E. Smith

Secretary

Attachment A

Election of Directors

At the first annual meeting of the members of this Association, directors shall be elected to succeed the incorporating directors. Two directors or 1/3 of total shall be elected to a three-year term, two directors or 1/3 of the total shall be elected to a two-year term, and two directors or 1/3 of the total shall be elected to a one-year term. Thereafter, directors shall be elected for terms of three years. A director may be re-elected for not more than two successive three-year terms. After a director has been off the Board for a period of one year, they will again be eligible for re-election to the board. If the immediate past President's term on the Board of Directors has expired, the Board of Directors shall automatically be expanded and the immediate past President shall remain on the Board of Directors for a period of one year following the expiration of the Past President's term.

ATTACHMENT B

Initial Directors

<u>Name</u>	<u>Address</u>
Jim Hutchens	Route 3, Box 760, Galax, VA 24333
David Buchanan	P. O. Box 605, Saltville, VA 24370
Robert Williams (Bobby)	Route 4, Box 276, Wytheville, VA 24382
Henry Sink	3020 River Road, Christiansburg, VA 24073
Scott Hagood	418A Price Hall, Va. Tech, Blacksburg, VA
Jimmy Neel	Route 3, Box 544A, Tazewell, VA 24651
Robert (Bob) Coates	3631 Peters Creek Rd. Roanoke, VA 24019
Kevin Semones	Route 1, Box 343, Hillsville, VA 24343
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