

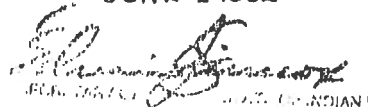
ARTICLES OF INCORPORATION

OF

TRI-STATE FOOD BANK, INC.

APPROVED
AND
FILED

JUN 24 1982


PUBLIC SERVICE
STATE OF INDIANA

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the "CORPORATION") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, (hereinafter referred to as the "ACT"), executed the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Tri-State Food Bank, Inc.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are:

(a) To collect and store donated food from growers, manufacturers, processors, wholesalers and retailers; to facilitate distribution of donated food to charitable agencies serving the poor, elderly, handicapped and children; to accept donations of food, money and other property; and to cooperate with other food banks in distributing food to poor and needy persons.

(b) To establish a meeting place for meetings of the members of the Corporation to be held.

(c) To receive donations, gifts, grants, devises, bequests, fees and contributions for the purposes enumerated for this Corporation and to expend, use, manage, invest, hold and reserve the same in accordance with the terms and conditions of any grant, gift, devise, same in accordance with the terms and conditions of any grant, gift, devise, bequest, will or trust or other instrument and under the policies adopted by the Board of Directors.

(d) To deal in real property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(e) To deal in personal property. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(f) To act as agent. To act in any state in which the Corporation is qualified to do business, as agent or representative

for any individual, association, corporation, or legal entity, respecting business which the Corporation is authorized to transact.

(g) To make contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(h) To raise funds. To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

(i) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects of the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or the provisions of these Articles of Incorporation.

(j) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities nor exercise any powers not permitted by a Corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

(k) Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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).

(l) To engage in any charitable enterprise or activity in which it would improve society or any members thereof.

(m) To make charitable donations and gifts to organizations and societies.

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

Louise Mann Bela, 119 N. W. Sixth Street, Evansville, Indiana (47708).

Section 2. Principal Office. The post office address of the principal office of the Corporation is 119 N. W. Sixth Street, Evansville, Indiana (47708).

ARTICLE V

Section 1. Classes. All members shall be of one class. All persons elected by a majority vote of the Board of Directors, shall become members of the Corporation with full and equal privileges with all other members. Each member shall have equal voting rights at all membership meetings.

Section 2. The Board of Directors shall establish the requirements for membership by and through the By Laws of the Corporation.

ARTICLE VI DIRECTORS

Section 1. Number of Directors. The initial Board of Directors is composed of four (4) members. The minimum number shall be four (4) and the maximum number shall be fifteen (15). Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation. And provided further that under no circumstances shall the minimum number be less than four (4).

Section 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

Henry C. Campbell, 110 N. Oakland Avenue, Evansville, Indiana 47711
Earl H. Rohleder, 704 First Avenue, Evansville, Indiana 47710
Tom Ulrich, Middle Mt. Vernon Road, Evansville, Indiana 47712
Louise Mann Bela, 119 N.W. Sixth Street, Evansville, Indiana 47708

ARTICLE VII INCORPORATORS

Section 1. Names and Post Office Addresses. The names and post office addresses of the incorporators of the Corporation are as follows:

Henry C. Campbell, 110 N. Oakland Avenue, Evansville, Indiana 47711
Earl H. Rohleder, 704 First Avenue, Evansville, Indiana 47710
Tom Ulrich, Middle Mt. Vernon Road, Evansville, Indiana 47712
Louise Mann Bela, 119 N.W. Sixth Street, Evansville, Indiana 47708

ARTICLE VIII
STATEMENT OF PROPERTY

A statement of the property and an estimate of the value thereof, to be taken over by this Corporation at or upon its incorporation are as follows:

Cash - \$100.00

ARTICLE IX
PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS
OF CORPORATION

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this Corporation, and creating, defining, limiting or regulating the powers of this Corporation, of the directors or of the members of any class or classes of members are as follows:

Meetings of the members of the Board of Directors shall be held at such place or places in Vanderburgh County, Indiana, as may, from time to time, be designated in the notice of such meetings.

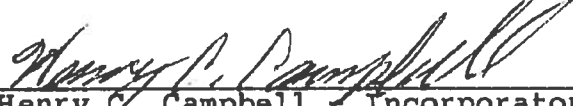
The By-Laws of the Corporation shall be enacted and shall be amended from time to time by a majority vote of the membership at any annual meeting or special meeting of the membership called for this purpose.


No profit shall enure to the benefit of any member, director or other officer of the Corporation; however, this provision shall not preclude the reimbursement to any member, officer or director for expenditures directly made on behalf of the Corporation.

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes 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 Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above named Corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, we the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this ___ day of May, 1982.

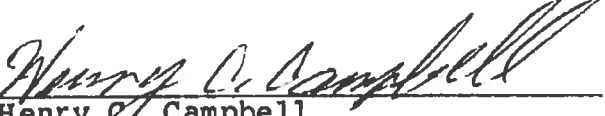

Henry C. Campbell - Incorporator


Earl H. Rohleder - Incorporator



Tom Ulrich - Incorporator


Louise Mann Bela - Incorporator

WE THE UNDERSIGNED, AND EACH OF US, DO HEREBY VERIFY THAT SUBJECT TO PENALTIES OF PERJURY THAT THE FACTS CONTAINED HEREIN ARE TRUE.


Henry C. Campbell


Earl H. Rohleder


Tom Ulrich


Louise Mann Bela

This instrument prepared by EDWIN W. JOHNSON of the firm of JOHNSON, CARROLL and GRIFFITH, P.C., Attorneys, 2230 West Franklin Street, Evansville, Indiana (47712) (#33)