

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION




C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT
OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and
accordingly, this CERTIFICATE of INCORPORATION is hereby issued to
THE U.S. CANOLA ASSOCIATION

as of MAY 4TH , 1989 .

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration


Assistant Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
OF
THE U.S. CANOLA ASSOCIATION

FILED
MAY - 4 1989
BY: KJ

TO: The Department of Consumer and Regulatory Affairs
District of Columbia

We, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a non-profit corporation under the District of Columbia Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is The U.S. Canola Association (hereinafter called the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized for the purpose of promoting such common interests of its members as may qualify it as exempt from federal tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax laws); and within such limits to conduct activities to take all other appropriate action in furtherance of such purposes; and consistent with the above, to exercise all powers available to corporations organized pursuant to the District of Columbia Non-Profit Corporation Act.

ARTICLE IV

The corporation shall have members who shall have such rights, powers, and obligations as are set forth in the By-Laws.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors (not more than 25, and not less than 15) and the manner of choosing Directors shall be set forth in the By-Laws.

ARTICLE VI

At all times and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by the operation of law, or upon amendment of the Articles of Incorporation --

(a) The Corporation shall not engage in any activity that is unlawful under the laws of the United States, District of Columbia, or any jurisdiction where such activities are carried on.

(b) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax laws).

(c) No part of the asset or net earnings of the Corporation shall inure to the benefit or be distributable to its incorporators, Directors, Officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III thereof.

(d) The corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(6).

(e) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(f) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be distributed to the members in accordance with non-profit law.

ARTICLE VII

The address, including street number, of the Corporation's initial registered office in the District of Columbia is Suite 507, 1150 Connecticut Avenue, N.W., Washington, DC 20036. The name of the Corporation's initial registered agent at such address is John Gordley.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors is 18 and the names and addresses of the persons who are to serve as the initial Directors until the first annual meeting or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Chan A. Atchley	DNA Plant Technology Corp. 2611 Brank Pike Cinnaminson, NJ 08077
Mr. Andrew Baum	Calgene 5100 Poplar Avenue Suite 2805 Memphis, TN 38137
Mr. Bruce McGee	Allelix 6850 Goreway Drive Mississauga, Ontario L4V 1P1 CANADA
Mr. Dave Ashworth	Terra International 600 4th Street Sioux City, IA 51101
Mr. Curtis R. Henning	Spectrum Crop Development Corp. HC 10 Box 515 Ritzville, WA 99169
Mr. Larry Horn	Central Soya Judd Road Chattanooga, TN 37406
Mr. Steve Kent	Sigco Research PO Box 289 Breckenridge, MN 56520
Mr. John Lankester	Procter & Gamble Company 301 E. 6th Street Cincinnati, OH 45202
Mr. Billy Joe Miles	Miles Farm Supply 2760 Keller Road

Mr. Harley E. Neshem

Archer Daniels Midland Co.
Highway 52 East
Velva, ND 58790

Mr. David Holman

Conti Seeds
100 Scurfield Blvd.
Winnipeg R3Y 1G4
CANADA

Mr. Alan States

Mid-America Oil Seed Assn
240 State Street
Phillipsburg, KS 67661

Mr. Tim Vaux

E.I. duPont de Nemours Co.
Barky Mill Plaza - WM4-180
Wilmington, DE 19898

Mr. Bill Winecki

Palmco
1205 N Burgard Road
Portland, OR 97203

Mr. Tom Graham

Graham Farm Inc.
291 East Main
Washington, IN 47501

Mr. Clayton Ernst

4250 S. Parker Road
Ann Arbor, MI 48103

Mr. Robert O'Daniel

Route 3
Farfield, IL 62837

Mr. Bill Lindamood

116 Phoenix
Tiptonville, TN 38079

ARTICLE IX

The name and address of each incorporator of the Corporation is:

<u>Name</u>	<u>ADDRESS</u>
John Gordley	1150 Connecticut Avenue, NW Suite 507 Washington, DC 20036
Macon Edwards	1150 Connecticut Avenue, NW Suite 507 Washington, DC 20036
Don Wallace	1150 Connecticut Avenue, NW Suite 507 Washington, DC 20036

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate on this 4 th day of May 1989.

Don Wallace

John Gordley
Macon Edwards

District of Columbia

I, Patricia L. DePhillips, a Notary Public, hereby certify that on the 4 th of May, 1989, personally appeared

John Gordley, Macon Edwards, Don Wallace,
before me first duly sworn, declared that they signed the foregoing Articles of Incorporation of The U.S. Canola Association as incorporators, and that the statements therein contained are true.

Patricia L. DePhillips
Notary Public

My commission expires on:

My Commission Expires July 31, 1989



NOTARY
PUBLIC
DISTRICT OF COLUMBIA
COMMISSION EXPIRES
JULY 31, 1989