

ARTICLES OF INCORPORATION
OF
MULCH & SOIL RESEARCH FOUNDATION

TO: The State Corporation Commission
Richmond, Virginia

I, the undersigned person of the age of eighteen years or more, acting as the incorporator of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the Virginia Non-stock Corporation Act.

1. **Name:** The name of the corporation is: Mulch & Soil Research Foundation
2. **Duration:** The period of duration is perpetual.
3. **Purposes:** This corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:
 - (a) To promote public health and safety;
 - (b) To develop and implement scientific testing methods;
 - (c) To conduct scientific research; and
 - (d) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and scientific purposes, and for no other purpose or purposes, the corporation shall have the all of the powers granted to nonstock corporations by Sections 13.1-826 and 13.1-827 of the Code of Virginia, and may do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

4. **Members.** The corporation shall not have members

5. **Restrictions.** (a) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

6. **Board of Directors.** The affairs of the corporation shall be carried on through its Board of Directors. The officers and Executive Director of the Mulch & Soil Council, a nonprofit corporation incorporated under the laws of the Commonwealth of Virginia, shall serve as directors of the corporation, ex officio and with voting rights. The directors who serve ex officio may elect up to three additional directors. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual, regular, or special meetings of its Board of Directors either within or without of any of the states, territories or possessions of the United States, or the District of Columbia.

7. **Corporate protection.** The private property of the incorporator, directors, and officers shall not be subject to the payment of corporate debts to any extent whatever.

8. **Limitation of liability.** In any proceeding brought by or in the right of the corporation, or by or on behalf of members of the corporation, no officer or director shall be liable for any damages arising out of any one or more transactions, occurrences, or courses of conduct. The preceding sentence shall not apply to any transaction, occurrence, or course of conduct with respect to which the officer or director engaged in willful misconduct or in knowing violation of the criminal law or federal or state law.

9. **Dissolution.** Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or scientific purposes

or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

10. **Registered office and agent.** The address, including the street and number of its initial registered office, is 10210 Leatherleaf Court, Manassas, Virginia 20111, located in the County of Prince William. The name and address of its initial registered agent is Robert C. LaGasse, a Virginia resident and an initial director of the corporation, whose business office is identical with the registered office.

11. **Amendments.** The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation. In addition, no such amendment, change, repeal, merger, or consolidation shall be filed or effective without the express written consent of the Board of Directors of the Mulch & Soil Council.

12. **Initial directors.** The number of directors constituting the initial Board of Directors is four (4), but the number of directors may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less than three (3). The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
1. Steve Jarahian	1471 Amity Rd., Anderson, SC 29621
2. Kathryn Louis	22650 SE 183 Ave., Kent, WA 98042
3. Bob Miller	13260 Corporate Exchange Dr., St. Louis, MO 63044
4. Robert LaGasse	10210 Leatherleaf Court, Manassas, VA 20111

13. **Incorporator.** The name and address of the incorporator is Charles M. Watkins, 1747 Pennsylvania Avenue, Suite 1000, Washington, D.C. 20006.

Date: October 22, 2004


Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 26, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of

Mulch & Soil Research Foundation

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective October 26, 2004.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink that reads "Mark L. Christie". The signature is written in a cursive style with a large initial "M".

Commissioner

Commonwealth of Virginia

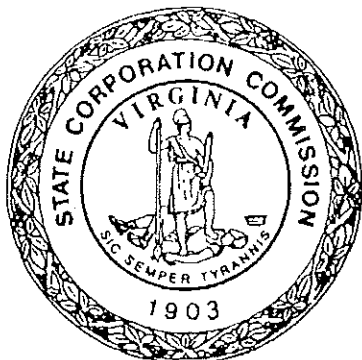


State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Mulch & Soil Research Foundation on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
October 28, 2004*

Joel H. Peck
Joel H. Peck, Clerk of the Commission