



J. Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC."

was on the 26th day of October, 1968,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Spalding County for a period of thirty-five years
from said date, in accordance with the certified copy hereto attached, and that a certified copy
of the charter of said corporation has been duly filed in the office of the Secretary of State and
the fees therefor paid, as provided by law.



IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this 19th day of November, in the year
of our Lord One Thousand Nine Hundred and Sixty
Eight and of the Independence of the United States
of America the One Hundred and ninety-third.

Ben W. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

IN THE SUPERIOR COURT FOR THE COUNTY OF SPALDING
STATE OF GEORGIA

IN THE MATTER OF:	X	
NORMAN D. DAVIS, DAN L. HALLOCK, DAVID L. MOAKE, COYT T. WILSON, MAX HINDS, A. H. ALLISON, J. W. DICKENS, ROSS WILSON, ROBERT PENDER, PETER J. TIEMSTRA, EDWARD SEXTON, CURTIS JACKSON and DEVOC H. WILLARD, Incor- porators for AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC.	X X X X X X X X X	FILE NO. INCORPORATION

The petition of Norman D. Davis, Dan L. Hallock,
David L. Moake, Coyt T. Wilson, Max Hinds, A. H. Allison,
J. W. Dickens, Ross Wilson, Robert Pender, Peter J. Tiemstra,
Edward Sexton, Curtis Jackson and Devoc H. Willard respectfully
shows to the Court:

-1-

Petitioners desire to be incorporated and made
a body corporate under the laws of this State under the
name and style of AMERICAN PEANUT RESEARCH AND EDUCATION
ASSOCIATION, INC. for a period of thirty-five (35) years,
with full right of renewal as may be provided by law,
with its principal office in Spalding County, Georgia,
or in such other place within or without the State of
Georgia as its Board of Directors may from time to time
determine.

-2-

The object and purpose of said corporation
is as follows:

(a) To provide a continuing means for the
exchange of information, cooperative planning and periodic
review of all phases of peanut research and extension

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CLERK OF SUPERIOR COURT
COUNTY OF SPALDING

being carried on by State Research Divisions, Cooperative State Extension Services, the United States Department of Agriculture, the Commercial Peanut Industry and supporting service businesses; and

(b) To conduct said Association in such manner as to comply with Section 501(c) (3) of the United States Internal Revenue Code of 1954 and Acts amendatory thereto.

-3-

The corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, provided that the objects specified by the testator or donor are within the objects and purposes of the corporation.

-4-

The governing body shall be a Board of Trustees and shall be composed as provided in the By-laws of the corporation as such By-Laws may from time to time be adopted and amended by the membership. The initial Board of Trustees shall consist of the present directors of the (unincorporated) American Peanut Research and Education Association, each of whom shall continue to serve until the first annual meeting of the American Peanut Research and Education Association, Inc. and until their successors are elected and qualified.

-5-

The corporation, unless otherwise required by the terms of any contribution, shall have the power in its discretion to retain all contributions in the original form in which they may have been received, and also to buy, sell, exchange and otherwise deal in stocks, bonds,

real estate and any other forms of property at either public or private sale, without order of any court or other authority, to invest and reinvest any funds belonging to the corporation at any time in such securities and property, real and personal, as the Trustees in their sole discretion see fit, irrespective of whether such investments may not be legal investments for trust funds under the laws of Georgia.

-6-

The corporation is not organized for profit and shall have no capital stock. No part of the property of said corporation and no part of its net earnings shall ever at any time inure to the benefit of any private shareholder or individual.

-7-

The corporation shall have all other powers, privileges and immunities which may now or hereafter be vested in similar corporations under the laws of Georgia.

WHEREFORE, petitioners pray that they may be incorporated under the name and style aforesaid, with all the rights, privileges and immunities hereinabove set out, and such other rights, powers, privileges and immunities as are or may hereafter be conferred upon corporations of like character under the laws of Georgia.

BECK, GODDARD, OWEN & SMALLEY
Attorneys for Petitioners

By /s/ Robert H. Smalley
Robert H. Smalley, Jr.

ADDRESS:

Post Office Box 116
Griffin, Georgia 30223
Telephone: 227-9411

IN THE SUPERIOR COURT FOR THE COUNTY OF SPALDING
STATE OF GEORGIA

IN THE MATTER OF:	X	
NORMAN D. DAVIS, DAN L. HALLOCK, DAVID L. MOAKE, COYT T. WILSON, MAX HINDS, A. H. ALLISON, J. W. DICKENS, ROSS WILSON, ROBERT PENDER, PETER J. TIEMSTRA, EDWARD SEXTON, CURTIS JACKSON and DEVOE H. WILLARD, Incor- porators for AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC.	X X X X X X X X X	FILE NO. INCORPORATION

ORDER

The foregoing petition of Norman D. Davis, Dan L. Hallock, David L. Moake, Coyt T. Wilson, Max Hinds, A. H. Allison, J. W. Dickens, Ross Wilson, Robert Pender, Peter J. Tiemstra, Edward Sexton, Curtis Jackson and DeVoe H. Willard for a charter, praying that they be incorporated under the name and style as set out in said petition, having been read and considered; and it appearing to the Court that said petition is within the purview and intent of the law in such cases made and provided, and it further appears to the Court that petitioners have complied with all conditions precedent and all statutory requirements applicable to such petitions:

IT IS HEREBY ORDERED AND ADJUDGED that said petition be and the same is hereby granted, and the petitioners and their successors are hereby incorporated for the term of thirty-five (35) years, with the right to renew this charter, as may be now or hereafter provided by law, as a body corporate under the name and style of AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC. without capital stock, and with all of the powers, privileges

and immunities set forth in said petition, together with such other rights, powers, privileges and immunities as are or may hereafter be afforded by the laws of this State to similar corporations.

IN OPEN COURT, this 26 day of October, 1968.

/s/ John H. McGehee

JUDGE, Spalding Superior
Court

*mailed in office
Nov 15 - 1968
H. L. Lindsey
att. [signature]*

IN THE SUPERIOR COURT FOR THE COUNTY OF SPALDING
STATE OF GEORGIA

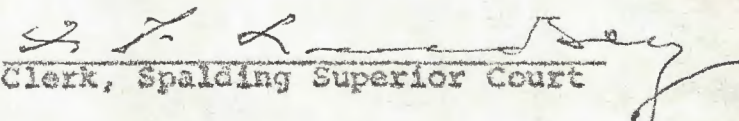
IN THE MATTER OF:

NORMAN D. DAVIS, DAN L. HALLOCK, DAVID L. MOAKE, COYT T. WILSON, MAX HINDS, A. H. ALLISON, J. W. DICKENS, ROSS WILSON, ROBERT PENDER, PETER J. TIEMSTRA, EDWARD SEXTON, CURTIS JACKSON and DEVOE H. WILLARD, Incor- porators for AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC.	X X X X X X X X X X X	FILE NO. INCORPORATION
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CERTIFICATE OF CLERK

I, F. P. LINDSEY, as Clerk Superior Court of Spalding County, Georgia, hereby certify that the within and foregoing pages contain a true and correct copy of the original petition, the order and judgment of the Superior Court of said County thereon entered in the matter of the incorporation of AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC. together with the correct date of filing thereon signifying when the same were filed in this office, as will appear from the original petition and order now of file in this office. I further certify that all costs in connection with this proceeding and required by law have been paid.

IN WITNESS WHEREOF, I have hereunto affixed my official signature together with the seal of the Superior Court of Spalding County, Georgia, on this 17 day of November, 1968.


Clerk, Spalding Superior Court

IN THE SUPERIOR COURT FOR THE COUNTY OF SPALDING
STATE OF GEORGIA

IN THE MATTER OF:	X	
NORMAN D. DAVIS, DAN L. HALLOCK, DAVID L. MOAKE, COYT T. WILSON, MAX HINDS, A. H. ALLISON, J. W. DICKENS, ROSS WILSON, ROBERT PENDER, PETER J. TIEMSTRA, EDWARD SEXTON, CURTIS JACKSON and DEVOC H. WILLARD, Incor- porators for AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC.	X X X X X X X X X	FILE NO. INCORPORATION

AFFIDAVIT OF PUBLISHER

Personally appeared before the undersigned
attesting officer duly authorized to administer oaths,
Cary Reeves, who first being duly
sworn, deposes and says on oath that he is general manager
of the Griffin Daily News, a newspaper having general
circulation and its principal place of business in
Spalding County, Georgia, and that he is one of its
authorized agents; that there has been deposited with
said newspaper a sufficient amount of money to cover
the cost of publishing four (4) insertions of the
application of the applicants, Norman D. Davis, Dan L.
Hallock, David L. Moake, Coyt T. Wilson, Max Hinds,
A. H. Allison, J. W. Dickens, Ross Wilson, Robert
Pender, Peter J. Tiemstra, Edward Sexton, Curtis Jackson
and Devoc H. Willard, to be incorporated as a nonprofit
corporation under the name and style of AMERICAN PEANUT
RESEARCH AND EDUCATION ASSOCIATION, INC. in said newspaper
once a week for four weeks, together with the order of
the Judge and the certificate of the Clerk of Superior
Court of Spalding County, Georgia.

This the 15th day of November, 1968.

/s/ Cary Reeves
Affiant

Sworn to and subscribed before me,
this the 15th day of November, 1968.

/s/ Joseph L. Woodle
Notary Public, Spalding County, Georgia