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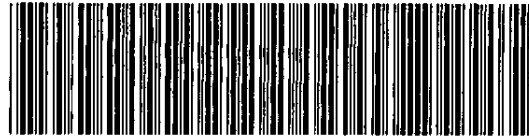
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TALLAHASSEE, FLORIDA

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N5540 Rocky Ridge Rd  
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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S. (Not for Profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I, Name.**

The name of the corporation shall be:

**AGRICULTURE SCHOLARSHIP CENTRE  
FOR BASIS TRADING EDUCATION, INC.**

**Article II, Principal Office.**

The principal street address of the corporation is:

3477 S E Willoughby Blvd, Suite 103  
Stuart, Florida 34994

The mailing address is:

3477 S E Willoughby Blvd, Suite 103  
Stuart, Florida 34994

**Article III, Purpose.**

1. The purpose for which the corporation is organized is to provide scholarships for students to attend college courses for agricultural financial and economic education, including the study of the agricultural use of grain futures and "Basis Trading." Basis is a formula the grain industry uses to value grain and is distinguished from but related to the grain futures. The values set by the futures market are used as a benchmark for establishing local grain values. The Basis determination results from the difference between the local cash price and the futures price. To educate students of all ages to properly assess this pricing difference and to trade grain pursuant to the determined Basis, is the goal of "Basis Trading Education." The educational purpose of this not-for-profit corporation is to assist students planning to work in any of the phases of the grain industry to increase and enhance said student's knowledge of agriculture finance and economics, including the use of grain futures and Basis Trading by the granting of scholarships to students to attend colleges and universities that provide agricultural educational course including, but not limited to, use of grain futures and Basis Trading educational courses. The benefit to the public of the corporation's granting of the aforesaid scholarships is the resulting increase in the efficiency and competitive openness of the grain trading markets in the United State of America. The corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. The additional purpose of the corporation is for any lawful purpose permitted by the Florida Not For Profit Corporation Act of the State of Florida, provided said purposes do not disqualify the corporation as an exempt private foundation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereinafter be amended.

**Article IV, No Members of Corporation.**

The corporation shall have no members.

**Article V, Manner of Election.**

The corporation shall not have any members and therefore directors are not elected. The original five (5) Directors have been appointed by the Incorporator. A vacancy on the board of directors of the corporation, whether by resignation, incapacity or death, shall be filled by a majority vote of the remaining directors or by the sole remaining director, regardless of whether the remaining director(s) constitute(s) a quorum. The term of office of all Directors shall continue until each respective Directors resignation, incapacity or death.

**Article VI, Initial Officers and/or Directors:**

Name and Title: Donald S. White, Director and Chairman of the Board of Directors  
827 SE MacArthur Blvd  
Stuart, Florida 34996

Name and Title: John J. Werner, Director and President  
Address: 841 SW Lighthouse Drive  
Palm City, Florida 34990

Name and Title: Sherry Lorton, Director and Secretary/Treasurer  
Address: 2164 SE St. Lucie Blvd  
Stuart, Florida 34996

Name and Title: Darrell Fredrickson, Director  
Address: 511 North 6<sup>th</sup> Street  
Kentland, Indiana 47951

Name and Title: Peter G. Rufenacht, Director  
12580 Pittsford Road  
Waldron, Michigan 49288-9771

**Article VII, Officers of the Corporation.**

The officers of the Corporation shall be a president, vice president, secretary, treasurer and such

other officers as may be determined by the board of directors from time to time. The offices of secretary and treasurer may be held by the same person.

#### **Article VIII, Election and Term of Office.**

The officers shall be nominated by the board of directors and elected by the board of directors annually from the board of directors at the annual meeting of the board of directors. Each officer shall hold her/his office until the next annual meeting of the board of directors. The annual meeting of the board of directors is the first Tuesday of April of each year of the existence of the corporation.

#### **Article IX, Special Provisions for Private Foundation.**

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in section 4745(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article X, Distribution of Assets Upon Dissolution of Corporation.**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **Article XI, Registered Agent.**

The name and Florida street address of the registered agent is:

Name: Sherry Lorton  
Address: 2164 SE St. Lucie Blvd, Stuart, Florida 34996

**Article XII, Incorporator.**

FILED

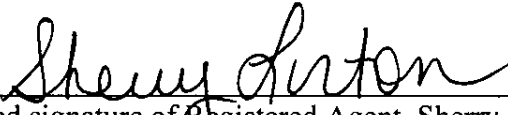
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The name and address of the Incorporator is:


Name: Donald S. White  
Address: 827 MacArthur Blvd  
Stuart, Florida 34996

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

 December 12, 2012  
Required signature of Registered Agent, Sherry Lorton

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

 December 12, 2012  
Required signature of Incorporator, Donald S. White