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CHARLES A. KAROWSKY
RETIRED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 1, 1998

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Kenneth and Myra Monfort Charitable Foundation, Inc.

Dear Secretary of State:

Enclosed please find the following documents to be filed with the Florida Department of State:

1. Original and one copy of Articles of Incorporation of Kenneth and Myra Monfort Charitable Foundation, Inc. together with check number 20647 in the amount of \$70.00 for requisite filing fee; and
2. Original and one copy of letter dated November 19, 1998 to the Florida Department of State signed by Myra H. Monfort as Registered Agent for the Kenneth and Myra Monfort Charitable Foundation, Inc.

Please return the Florida Department of State file stamped copies to our office in the enclosed, self-addressed stamped envelope. Thank you.

WITWER, OLDENBURG, BARRY & BEDINGFIELD, LLP

Diane R. Goddard

Diane R. Goddard
Legal Assistant to Jeffrey T. Bedingfield

/drg

Enclosures

Diane R. Goddard GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Pg 3 - ARTICLE V*
DATE *ADD (1) DIRECTOR*
DOC. EXAM. *PK*
P. Hall DEC - 8 1998

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**ARTICLES OF INCORPORATION
OF
KENNETH AND MYRA MONFORT CHARITABLE FOUNDATION, INC.**

FILED

98 DEC -4 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act (the "Act"), certifies:

**ARTICLE I
Name**

Section 1. The name of the proposed corporation, hereinafter called the "Corporation," is the Kenneth and Myra Monfort Charitable Foundation, Inc.

**ARTICLE II
Life of the Foundation**

Section 1. The period of existence of the Corporation shall be perpetual.

**ARTICLE III
Objects and Purposes**

Section 1. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and, to that end, to hold any property or any undivided interest in property, without limitation as to amount or value; to dispose of any such property; and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any applicable laws; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Florida Not For Profit Corporation Act.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. 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

(including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. 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, or corresponding provisions of any subsequent federal tax laws.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

Section 9. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE IV

Office

The office of the Corporation is to be located at 1241 Gulf of Mexico Drive, #302, Longboat Key, FL 34228.

ARTICLE V Directors

Section 1. The names and addresses of the initial directors until the first annual meeting of the Corporation are:

<u>Name</u>	<u>Address</u>
Kenneth W. Monfort	1241 Gulf of Mexico Drive, #302 Longboat Key, FL 34228
Myra H. Monfort	1241 Gulf of Mexico Drive, #302 Longboat Key, FL 34228
Dave Evans	822 7th St, #530 Greeley, CO 80631

Section 2. Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors.

Section 3. The number of directors may be changed by amending the Bylaws.

Section 4. Upon the resignation of a director or directors, or upon the failure of any director or directors to act as such, the remaining directors shall select by majority a successor or successors to hold such office for the remainder of the term and shall serve as the directors until the successor directors are duly elected and qualified.

ARTICLE VI Members

The nonprofit corporation will not have members.

ARTICLE VII Registered Office and Initial Registered Agent

The address of the initial registered office of this Corporation shall be 1241 Gulf of Mexico Drive, #302, Longboat Key, FL 34228, and the initial Registered Agent at that address shall be Myra H. Monfort.

ARTICLE VIII Territory

The territory in which the operations of the Corporation are to be conducted is the United States of America, and its territories and possessions.

ARTICLE IX

Bylaws

The directors of the Corporation shall have the power to make, alter, and amend the Bylaws of this Corporation at any regularly held meeting of the Board of Directors. The directors of the Corporation shall have the power to make such Bylaws as they may deem proper for the management of the affairs of said Corporation according to the statutes in such case made and provided.

ARTICLE X

Amendments

These Articles of Incorporation may be altered or amended in accordance to the Act, as amended.

ARTICLE XI

Indemnification of Directors

The Corporation shall, to the fullest extent permitted by the Act, indemnify a person made a party or witness to a proceeding, because the person is or was a director of the Corporation, against liability incurred in the proceeding if (a) the person conducted himself or herself in good faith; and (b) the person reasonably believed (i) in the case of conduct in an official capacity with the Corporation, that his or her conduct was in the Corporation's best interests and (ii) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests; and (c) in the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.

The Corporation shall indemnify a person who was wholly successful, on the merits, or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director or officer of the Corporation against reasonable expenses incurred by him or her in connection with the proceeding.

To the fullest extent permitted by the Act, the Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation, at its option, may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the Corporation to the same extent as a director.

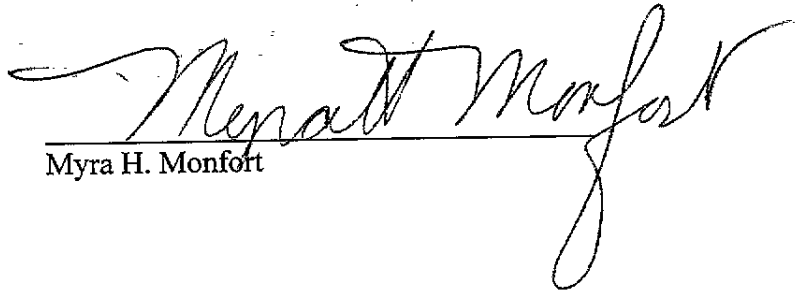
Indemnification of a director, officer, employee, fiduciary, or agent by the Corporation shall be determined and authorized in accordance with the Act.

ARTICLE XII
Incorporator

The name and address of the incorporator is:

Myra H. Monfort
1241 Gulf of Mexico Drive, #302
Longboat Key, FL 34228

IN WITNESS WHEREOF, the undersigned has set his hand and seal on this 25 day of November, 1998.

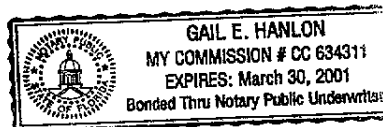

Myra H. Monfort

STATE OF Florida)
) ss.
COUNTY OF Sarasota)

I, Gail E. Hanlon, a Notary Public in and for the said County of Sarasota, State of Florida, do hereby certify that Myra H. Monfort, who is personally known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, personally appeared before me this date and acknowledged that she signed, sealed, and delivered the said instrument of writing as her free and voluntary act, for the uses and purposes therein set forth.

WITNESS my hand and seal this 25 day of November, 1998.


Notary Public



FILED
98 DEC -4 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 19, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Kenneth and Myra Monfort Charitable Foundation, Inc.

I, Myra H. Monfort, having been designated to act as Registered Agent for Kenneth and Myra Monfort Charitable Foundation, Inc. hereby consent to act in such capacity until removed or my resignation is submitted in accordance with Florida Statutes 1997.


Myra H. Monfort