



**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL PLANT BOARD, INC.**

The undersigned natural persons of the age of eighteen (18) years or more, hereby establish a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled “Non-Profit Corporation Act,” and the several amendments thereto, and to that end do hereby set forth:

I.

The name of the non-profit corporation is the **National Plant Board, Inc.**

II.

The period of duration of the corporation shall be perpetual.

III.

The purposes for which the corporation is organized are:

- (1) To provide national representation for the Eastern Plant Board, the Southern Plant Board, the Central Plant Board, and the Western Plant Board, and to receive, consider and implement to the extent possible, all regional plant board recommendations.
- (2) To foster effective and harmonized plant health programs; to act as an information clearinghouse on plant pest prevention and regulatory matters; to provide for a discussion of principles, policies and methods; and to make recommendations to the regional boards for the promotion of efficiency, harmony and uniformity in and among the states in the field of plant pest prevention and regulation.
- (3) To collaborate and communicate effectively with public and private agencies and organizations on plant health and plant pest regulatory issues which affect the states.

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- (4) To protect agriculture, horticulture, forestry, and the environment on state, national and international levels.
- (5) Notwithstanding any other provisions of this document, the organization is organized exclusively for one or more of the purposes as specified in Section 501 (c) (5) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c) (5) or corresponding provisions of any subsequent tax laws.

IV.

This corporation shall be a non-profit corporation pursuant to Chapter 55A—Non-Profit Corporation Act of North Carolina, with the following additional purposes and powers:

- (a) To enter into any and all forms of contract documents and agreements and to conduct education, information, and referral services;
- (b) To incur liabilities, and other obligations, and to secure any of its obligations by mortgage or pledge of all or any of its jointly held property or assets;
- (c) To conduct its affairs, carry on its operations, and adopt policies and procedures for the furtherance of the affairs of the corporation and to promote the common business interest of the members.
- (d) To have and exercise all other powers necessary or convenient to effect any or all of the purposes for which the corporation is organized;
- (e) To exercise all general powers provided in Chapter 55A- Non-Profit Corporation Act of North Carolina;
- (f) To assume all powers granted to a non-profit corporation by the laws of the State of North Carolina;
- (g) To assume all powers granted to a non-profit corporation by the laws of the United States.

V.

No part of the net earnings of the corporation shall inure to the benefit of any private member or individual or corporation, either during its existence or in the event of its dissolution.

VI.

The membership of the National Plant Board, Inc. shall include only United States of America official State or Commonwealth plant regulatory agencies that are members in good standing with their regional plant boards or chapters or such other entities or groups as shall be approved by the Board of Directors.

A representative from each State or Commonwealth or other groups is the voting unit unless otherwise provided.

VII.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(5) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

VIII.

The affairs of the corporation shall be managed by a Board of Directors, selected as provided in the Bylaws and the Board of Directors shall select a president, vice-president and a secretary/treasurer, and such other officers as the Board of Directors may deem proper.

Such Board of Directors shall initially consist of twelve (12) members and shall not be less than three (3) and may be in such larger or smaller amount as determined by the Board of Directors. The officers shall complete power and authority to act for and on behalf of the corporation in all transactions and matters within the power and objects of the corporation or incident thereto.

IX.

In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under section 501 (c)(5) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to Federal government or State or local government to be used exclusively for a public purpose consistent with the purposes of the corporation.

X.

The place in this state where the principal office of the Corporation is to be located is 216 W. Jones Street, Raleigh, Wake County, North Carolina 27603 (Mail: 1060 Mail Service Center, Raleigh, NC 27699-1060).

The initial registered agent for the corporation is: Samuel H. Johnson

The initial registered office for the corporation is: 434 Fayetteville Street Mall, Suite 2200, Raleigh, NC 27602 (Mail: P.O. Box 1776, Raleigh, NC 27602).

XI.

The initial Board of Directors consists of twelve (12) persons, whose names and addresses are:

NAME	ADDRESS
John Caravetta	Arizona Department of Agriculture 1688 West Adams, Phoenix, AZ 85007
Esther Chapman	Wisconsin Department of Agriculture P. O. Box 8911, Madison, WI 53708-8911
Charles Coffman	West Virginia Dept. of Agriculture 1900 Kanawha Blvd. East, Charleston, WV 25305-0191
Willard Dickerson	North Carolina Dept. of Agriculture & Consumer Services 1060 Mail Service Center, Raleigh, NC 27699-1060
Dennis Martin	Rhode Island Division of Agriculture 235 Promenade St., Rm. 370, Providence, RI 02908-5767
David Nelson	North Dakota Department of Agriculture State Capitol 600 E. Blvd., Bismarck, ND 58505-0020
Shashank Nilakhe	Texas Dept. of Agriculture P. O. Box 12847, Capitol Station, Austin, TX 78711
Scott Pfister	Vermont Agency of Agric., Food & Markets 116 State St., Drawer 20, Montpelier, VT 05620-2901
Kenneth Rauscher	Michigan Department of Agriculture P. O. Box 30017, Lansing, MI 48909
Craig Roussel	Louisiana Department of Agriculture and Forestry PO Box 3596, Baton Rouge, LA 70821-3596
Sherry Sanderson	New Mexico Dept. of Agriculture MSC, 3BA, PO Box 30005, Las Cruces, NM 88003-0005
Douglas Warner	Alaska Dept. of Natural Resources, Division of Agriculture 1800 Glenn Highway, Suite 12, Palmer, AK 99645-0949

XII.

To the full extent, from time to time as permitted by law, no person or State or State's representative who is serving or who has served as a director or member of the corporation shall be personally liable for any action for monetary damages for breach of his or her duty as a director or member or for any action of the corporation for which liability might be attached. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this paragraph, shall eliminate or reduce the protection afforded by this paragraph to a director or member of the corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this paragraph would have accrued or arisen, prior to such amendment, repeal or adoption. Nothing in this paragraph shall eliminate or reduce the immunity of a director or member or a right of indemnification of a director or member otherwise provided by law.

XIII.

The Board of Directors shall select the date of the first and succeeding annual meetings of the corporation.

The initial Board of Directors shall make and adopt Bylaws for the corporation and said Board and its successors in office shall have the power to alter, amend, and rescind such Bylaws and adopt new Bylaws.

XIV.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute and rights conferred herein are granted subject to this reservation, provided, however, that under no circumstances shall this certificate of incorporation be amended so that the corporation may operate for other than the purposes set forth in these articles of incorporation or so that any member or other private individual may participate in the distribution of the earnings, funds or properties of this corporation.

XV.

The names and addresses of the incorporators are:

NAME	ADDRESS
Willard Dickerson	North Carolina Dept. of Agriculture & Consumer Services 1060 Mail Service Center, Raleigh, NC 27699-1060
Scott Pfister	Vermont Agency of Agric., Food & Markets 116 State St., Drawer 20, Montpelier, VT 05620-2901

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Kenneth Rauscher

Michigan Department of Agriculture  
P. O. Box 30017, Lansing, MI 48909

These articles will be effective upon filing.

This, the 17<sup>th</sup> day of December, 2003.

/s/ \_\_\_\_\_  
Willard Dickerson, President

/s/ \_\_\_\_\_  
Kenneth Rauscher, Vice-President

/s/ \_\_\_\_\_  
Scott Pfister, Secretary/Treasurer

December 17, 2003