

CERTIFICATE OF ORGANIZATION AND ARTICLES OF INCORPORATION ECOLOGY CROSSROADS COOPERATIVE FOUNDATION, INC.

The **Articles of Incorporation** of the undersigned, all being of full legal age, and all being citizens or legal residents of the United States, do, voluntarily, under and by virtue of the laws of the United States of America, hereby associate themselves with the desire and intention to form a non-profit charitable membership organization in the benefit and interest of the public.

The **Undersigned**, in order to form a non-profit corporation for the purposes hereinafter stated, do so, under and pursuant to the provisions and outline of the Model Nonprofit Corporation Act (ABA), the Non-Profit Corporation Laws and Revised Statutes (KRS Chapter 273) of the State of Kentucky; other applicable laws of the State and the laws of the United States of America, and further do hereby make and adopt the following Certificate of Organization and Articles of Incorporation. We the Incorporators do hereby certify as follows:

ARTICLE I

The name of the corporation is the **Ecology Crossroads Cooperative Foundation, Inc.** hereafter known as the "Corporation". The Corporation shall commence business with the filing of these articles and from thereon be perpetual in its existence.

ARTICLE II

The initial registered office and the initial principal office of the Corporation in the State of Kentucky is located at 2972 Mount McKinley Way, Lexington, Fayette County, 40515. The regular mailing address of the Corporation is Post Office Box 12395, Lexington, Kentucky 40583-2395. The name of the Corporation's registered resident agent on whom process may be served at such addresses is that of the Acting Secretary of Records, at the time of this Incorporation that persons' name is S. Andrea Wright.

ARTICLE III

The Corporation is a non-profit cooperative and public membership association organized and created exclusively for educational, environmental, literary, agricultural, cultural, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purposes for which the Corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

- A) To educate the general public regarding environmentally sensitive matters in need of attention, with special attention on local, national, and global ecological knowledge and understanding.
- B) To provide and disseminate factual literature, resources, and information free of charge and/or at little cost in an effort to educate and inform the public regarding natural resource conservation, to foster that which is environmentally sound for the earth, and to promote ecologically sustainable values and social responsibility among the general population.
- C) To introduce sustainable development techniques, environmentally safe products and green technologies to developing and underdeveloped areas of the world; including private property, public property, farms, communities, counties, states, federations and/or countries.
- D) To extend the specific educational programs related to our purposes of universities and colleges to areas where universities do not exist through various modern technologies such as satellite and computer communications as well as future technologies as they are developed and become available.
- E) To establish and/or assist others in the establishment of easements and land trusts that favor the preservation and natural ecology of indigenous environmental habitats for their use and continued existence as such, with special attention on stewardship land trust establishment, reforestation, wildlife management, ecological restoration, habitat enhancement and land preservation in general.

F) To stimulate and extend the appreciation of native flora and fauna of the Americas with special attention on keystone, rare, endangered and threatened species and their environments.

G) To demonstrate, identify, research, promote, cultivate, champion, advocate, provide prototype and exhibit ecologically sustainable community development both in theory and practice, and to provide homes and develop community life within these establishments for the benefit of the public.

H) To sponsor, establish, organize, promote and operate social, cultural, scientific, charitable and educational activities which are beneficial to this organization, the public interest and the members of the organization.

I) To provide, distribute, manufacture and/or demonstrate on a non-profit basis natural, organic and other related products, foods and services free and/or at a low-cost to the members of the organization and general public.

J) To establish and promote environmentally and ecologically sustainable intentional communities, membership housing cooperatives, and low-cost rural housing and housing programs with emphasis on agricultural reliance, self-sufficiency, natural resource conservation and land stewardship.

K) To construct, develop, operate, maintain, occupy, control and improve and to buy, take, purchase, exchange, own, sell, convey, assign, lease or sublease and hold unconditionally or otherwise alienate or dispose of, within and without the State of Kentucky and elsewhere, to mortgage or otherwise encumber and otherwise to handle and to deal in real estate, real property or land either improved or unimproved, and any interest rights therein incident to the provision of such aforementioned rural community or low cost housing program developed.

L) To borrow or raise moneys for any of the purposes of this corporation and from time to time issue warrants, bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for moneys so borrowed, in furtherance of any or all of the objects of the Corporation's business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property rights, privileges or franchises of this corporation wheresoever situated, acquired or to be acquired, and to pledge, sell, or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

M) To build, erect, construct, purchase, lease, or otherwise acquire, own, provide, establish, maintain, hold and operate homes, schools, child nurseries, factories, laboratories, warehouses, agencies, depots, buildings, structures, offices, works, stores, plants, commissaries, and all other things of whatsoever kind and nature, suitable, necessary, useful, convenient or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

N) To employ, engage, hire and to appoint corporations, firms and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Trustees (directors), with the approval of the Regular Members. The procedure necessary to obtain the approval of the membership shall be provided in the by-laws.

O) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the purposes of this corporation with any person, firm, association, corporation private, public or municipal, body politic, any State, territory or municipality of the United States or any foreign government, colony or body politic, or with the United States of America, any political, administrative or governmental subdivision therein, or any corporation formed within or by or supervised by the laws of the United States of America, or by any foreign government, colony or body politic as allowed.

P) To seek, apply for, obtain or cause to be obtained, assistance in the form of volunteer work, in-kind contributions, bequests, gifts, grants, other contributions, loans, donations, awards and property of any nature or kind without limitation as to its amount or value from individuals, private foundations, non-profit organizations, corporations and governments and to hold, invest, reinvest, manage, use, option, donate or otherwise dispose of such property or income, principal and proceeds of such in order to accomplish any of the purposes set forth herein.

Q) To enter into any kind of activity, engage itself in any business enterprise(s) whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property or business, to have and to exercise all of the powers conferred by the laws of the United States of America upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended to the accomplishment of the non-profit purposes of the corporation.

R) To establish if ever necessary an ecumenical missionary church, and in connection therewith suitable and customary organizations, for the purpose of remote public worship and religious moral enlightenment, according to the rules and discipline of non-denominational churches under the supervision of those who attend to take charge of the affairs of the church.

S) The funds of the corporation and/or benefits of membership of the corporation shall not be restricted in use to any people or be discriminate on the basis of race, faith, religion, color, life-style, ancestry, national origin, political party, sex, marital status, belief, creed, physical or mental handicap. Funds and benefits shall always be administered on an open nondiscriminatory and interdenominational basis.

T) To operate and conduct the corporation's activities within the applicable guidelines, principles and ethics of 'The International Bill of Human Rights', 'The Rio Declaration on Environment and Development' as well as 'Agenda 21: Programme of Action for Sustainable Development', all of which are documents of the United Nations and any future revisions and/or amendments of these documents.

U) To provide missionary relief, education, assistance, humanitarian aid and guidance to neighbors in need without reserve to the organization through cooperative means on an open free non-discriminatory, non-secular, eclectic and ecumenical basis.

V) To solicit, receive, invest, administer and distribute funds for the above purposes, and for no other purposes.

ARTICLE IV

No part of the earnings of this Corporation shall ever inure to the particular benefit of, or be distributable to any Member, Trustee, Officer or individual having a personal or private interest in the activities of this Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, reimbursements and distributions in furtherance of the purposes set forth in Article III hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in the opposition to any candidate for any public office. Said Corporation shall not be authorized to accept gifts or contributions for other than the purposes hereinbefore stated. As a means of accomplishing the foregoing purposes, said Corporation shall have the power to do any and all such acts as are necessary or conducive to the attainment of any of the objects and purposes set forth herein, to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of these articles or any provisions of applicable state or federal law. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 of the Internal Revenue Code or any future federal tax code.

The Corporation shall be subject to the following restrictions:

A) 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 or corresponding provisions of any subsequent federal tax laws.

B) The Corporation shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

C) The Corporation shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

D) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

E) The Corporation shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

ARTICLE V

The Corporation shall be a membership cooperative association and individual membership organization and shall have no authority to issue any capital stock. The members shall have no right, title or interest whatsoever in the corporation, in its income, property, assets nor shall any member solely or collectively have right or claim to any legal portion or interest. The specific conditions of membership and the voting powers of the members shall be set forth in the By-Laws of the Corporation.

ARTICLE VI

The business and affairs of the Corporation, and the control and disposition of its property and funds, shall be managed by or under the direction of the Board of Trustees of the Corporation. The qualification, tenure, number, election, selection, powers, and duties of the Board of Trustees shall be provided in the By-Laws of the Corporation. No officer, trustee, member or employee of the Corporation shall receive any pecuniary profit from the operations thereof, except reasonable compensation for services actually rendered on behalf of the Corporation.

A Trustee of the Corporation or an Officer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Trustee or Officer, except that of liability (i) for any breach of the Trustee's or Officer's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct, (iii) under any section of the laws pertaining to non-profit corporations, or (iv) for any transaction from which the Trustee or Officer derived any improper personal benefit. If the Laws of the State are amended after the filing of these Articles of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of Trustees or Officers, then the liability of a Trustee or Officer of the Corporation shall be eliminated, enhanced or limited to the fullest accordance by such Laws as pertaining to non-profit corporations, as so amended.

Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a Trustee or Officer of the Corporation at the time of such repeal or modification.

ARTICLE VII

The incorporators of the Corporation of whom are also the initial Board of Trustees of the Corporation, shall serve as Trustees until the first annual meeting of the members of the Corporation or until their successors are elected and qualify, whichever occurs first. Their names and addresses are as follows:

Ryan Finneran • 1236 Gainesway Drive, Lexington, Kentucky 40517
Maxine E. Rose-Lenett • 14344 Encanto Drive, Victorville, California 92392
Salvatore Perice • 132 Wagonwheel Court, Marlton, New Jersey 08053
Calvin D. Williams • 11 Cemetary Lane, Belize City, Belize, Central America
David J. Wright • 2972 Mount McKinley Way, Lexington, Kentucky 40515
S. Andrea Wright • 2972 Mount McKinley Way, Lexington, Kentucky 40515

ARTICLE VIII

Each Initial Trustee / Incorporator named has consented to their appointment through mutual association and the filing of these Articles of Incorporation. The number of Trustees may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The Regular Members shall elect the Trustees every year on a five year rotational basis. The By-Laws may provide for ex officio and honorary Trustees, and their rights and privileges.

ARTICLE IX

This Corporation has been founded, chartered and organized initially by its Incorporators whom for as long as this Corporation remains in existence will be known as its Founders. This article shall not be changed, altered, amended, deleted or otherwise modified, unless done unanimously by said Founders. Henceforth each founder shall be known and may use within their affiliation of the organization the title of Co-Founder as long as they remain involved with the organization.

ARTICLE X

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers, Assistant Officers, Committee Chairpersons, and Honorary Officers as may be provided in the By-Laws. Each Officer shall be

electd by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE XI

In the event of liquidations, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as otherwise provided by law, the Board of Trustees and Officers of this Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they, in the exercise of any absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that such disposition shall be calculated to carry out the objects and purposes for which the Corporation is formed and only such objects and purposes; provided further, that the recipients of such disposition shall be limited exclusively to the Federal Government, a State or local government, or to any organization which, at the time of disposition, is qualified exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent United States Internal Revenue Law.

ARTICLE XII

The By-Laws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation, unless otherwise noted, in the manner now or hereafter prescribed by statute. All the rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Trustees or it's Officers to conduct the affairs of the Corporation in any manner for any purpose which would cause it to lose its tax-exempt status under the provisions of the applicable Internal Revenue Codes, or the corresponding provisions of any future federal tax laws, as amended.

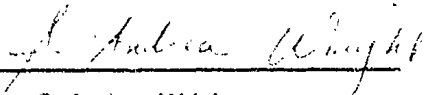
ARTICLE XIV

This Corporation shall begin to and continue to conduct its activities as a non-profit charitable entity as defined by section 501(c)(3) the Internal Revenue Service Code. The Corporation will further carry on its practices to apply to be recognized as a publically supported organization and in due process become classified as either a 509(a)(1) or 509(a)(2) organization within one year of such qualification expectation. The organization will immediately apply for an Internal Revenue Service (E.I.N.) Employer's Identification Number on the same day of this incorporation, this number will be used as the organization's tax identification number and as appropriate tax exemption number during the corporation's interim preëemptive non-profit status.

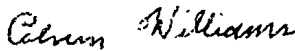
ARTICLE XV

The Corporation shall hereforth proceed with its authority to organize and conduct business under the statues cited herein, applicable laws that may apply or come to apply to the operation of the corporation, including for such puposes laws of the lands it may eventually operate within.

In the hand of authorized representative Incorporators and Founders, this Certificate of Organization and Articles of Incorporation hath been finally filed with the Secretary of State of Kentucky in person at the State's Capitol in Frankfort on the twelfth day of April, in the nineteen hundred and ninety fourth year of the common era.



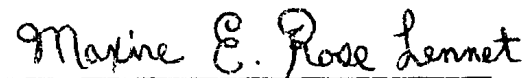
S. Andrea Wright



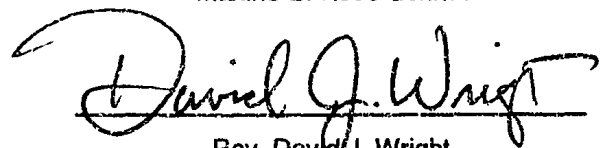
Calvin D. Williams



COOPERATION



Maxine E. Rose-Lennet



Rev. David J. Wright