

Internal Revenue Service

Department of the Treasury

Washington, DC 20224

Person to Contact:

Farm Aid, Inc.
c/o Suite 4200
One First National Plaza
Chicago, IL 60603

B. Brockner
Telephone Number:

(202) 566-4757
Refer Reply to:

OP:E:EO:R:3
Date:

JUN 10 1986

Employer Identification Number: 36-3383233
Key District: Chicago
Accounting Period Ending: December 31
Foundation Status Classification: 509(a)(1) and
170(b)(1)(A)(vi)
Advance Ruling Period Ends: December 31, 1987

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

You were organized on September 4, 1985, under the General Not-for-Profit Corporation Act of Illinois. Your purposes include generating public awareness of the problems confronting the American family farmer and to provide assistance to poor and needy families in rural farming communities.

Your fundraising program is focused on conducting "Farm Aid" benefit concerts highlighting the plight of the American farmer. Your primary source of financial support will be contributions solicited from individuals, corporations, civic and religious organizations, and foundations. Additional revenue sources include "Farm Aid" concert ticket sales and media broadcast licensing revenues.

"Farm Aid I" was nationally-televised and conducted on September 22, 1985, in Champaign, Illinois. Over 50 country and rock performers donated their professional services. "Farm Aid II" is scheduled to be held in Austin, Texas, on July 4, 1986, and will be conducted in the same manner as "Farm Aid I."

You will fund the efforts of other entities which run educational programs and/or charitable assistance programs for the poor and needy members of the farm community. Grants made will include funding for: food pantries, shelter, clothing, energy, and other necessities of life programs; educational "hotline" and other informational, awareness, or job training and counseling programs; and, through organizations exempt under section 501(c)(3) of the Code, charitable legal assistance programs, including public interest litigation, on behalf of the American farm community.

Farm Aid, Inc.

You will make grants for exclusively charitable and/or educational purposes to organizations exempt under 501(c)(3) of the Code.

With respect to grants made to entities not recognized as tax exempt under section 501(c)(3) of the Code (or government instrumentalities), you require that the grant funds be used for proper charitable and educational purposes. Specifically, your procedures to ensure compliance involve:

(1) a pre-grant inquiry, which includes prior experience of the recipient organization, satisfactory demonstration of prior compliance with the terms of previous grants, and any other information concerning the recipient organization, its management, or practices; (2) a written agreement with the recipient organization regarding the use and disposition of the funds and a statement that the recipient organization agrees to repay any funds not used for the purposes of grant funds; and (3) periodic written reports on the actual use of the grant funds, the compliance with the terms of the grant, and the progress they have made toward achieving the purposes for which the grant was made.

For your information, and generally, charitable assistance funding within the meaning of section 501(c)(3) of the Code may not include grants made for personal services and responsibilities, or for commercial services, such as job placement programs, mortgage and other creditor financial assistance, investment management services, insurance obligations, and seed, livestock, machinery, and gasoline costs. It is recommended that you request rulings from the Internal Revenue Service as to the effect on exemption if you contemplate funding any such programs in the future. See Rev. Proc. 83-36, 1983-1 C.B. 763.

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a). However, we have determined that you can reasonably be expected to be a publicly supported organization described in section shown above.

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins on the date of your inception and ends on the date shown above.

Before the end of your advance ruling period, you will be asked to furnish to your key District Director information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date that you were organized for purposes of section 4940,

Farm Aid, Inc.

which imposes an excise tax on your net investment income, and section 507(d), which defines, in the event of termination of status, the aggregate tax benefit from tax exemption as a section 501(c)(3) organization.

Grantors and donors may rely on the advance ruling that you are not a private foundation until 90 days after your advance ruling period ends. If you submit the required information within the 90 days, grantors and donors may continue to rely on the advance ruling until we make a final determination of your foundation status. However, if notice that you will no longer be treated as the type of organization shown above is published in the Internal Revenue Bulletin, grantors and donors may not rely on this advance ruling after the date of such publication. Also, a grantor or donor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of the foundation classification shown above, or if he or she acquired knowledge that we had given notice that you would be removed from classification as the type of organization shown above.

If your sources of support, or your purposes, character, or method of operation change, please let your key district know so that office can consider the effect on your exempt status and foundation status. Also, you should inform your key District Director of all changes in your name or address.

Unless specifically excepted, beginning January 1, 1984, you must pay taxes under the Federal Insurance Contributions Act (social security taxes) for each employee who is paid \$100 or more in a calendar year. You are not required to pay tax under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, contact your key District Directors.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522.

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$25,000. If your gross receipts are not normally more than \$25,000 we ask that you establish that you are not required to file Form 990 by completing Part I of that Form for your first tax year. Thereafter, you will not be required to file a return until your gross receipts normally exceed the \$25,000 minimum. For guidance in determining if your gross receipts are "normally" not more than the \$25,000 limit, see the instructions for the Form 990. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. There is

Farm Aid, Inc.

a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late unless you establish, as required by section 6652(d)(1), that the failure to file timely was due to reasonable cause.

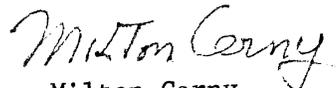
You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under Code section 511. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513.

Please show your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

We are informing your key District Director of this ruling. Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions about this ruling, please contact the person whose name and telephone number are shown in the heading of this letter. For other matters, including questions concerning reporting requirements, please contact your key District Director.

Sincerely yours,



Milton Cerny
Chief, Exempt Organizations
Rulings Branch

SIDLEY & AUSTIN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60603
TELEPHONE 312: 853-7000
TELEX 25-4364

2040 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
213: 553-8100 TELEX 18-1391

520 MADISON AVENUE
NEW YORK, NEW YORK 10022
212: 418-2100 TELEX 97-1896

1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
202: 429-4000 TELEX 89-463

31 ST. JAMES'S SQUARE
LONDON, SW1Y 4JR, ENGLAND
44-1: 930-5596 TELEX 21781

5 SHENTON WAY
SINGAPORE 0106
65: 224-5000 TELEX 28754

P.O. BOX 190
MUSCAT, SULTANATE OF OMAN
968: 736-411 TELEX 3266

P.O. BOX 6750
DEIRA, DUBAI, U.A.E.
9714-283194 TELEX 47216

P.O. BOX 6891
ABU DHABI, U.A.E.
9712-321850 TELEX 23603

P.O. BOX 8650
RIYADH, SAUDI ARABIA
966-1-463-4160 TELEX 204947

SIDLEY & AUSTIN & NAQUIB
12, MIDAN EL SHEIKH YOUSSEY
GARDEN CITY, CAIRO, EGYPT
202: 540-608 TELEX 21014

September 19, 1985

BY MESSENGER

Internal Revenue Service
EP/EO Division
22nd Floor
Chicago, Illinois 60604

Re: Farm Aid, Inc. Application
for Recognition of Exemption

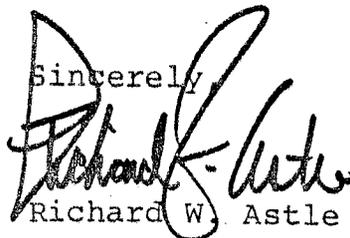
Gentlemen:

Enclosed are the following documents relating to Farm Aid, Inc.'s application for recognition of exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended:

- (1) Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code; and
- (2) Form 2848, Power of Attorney and Declaration of Representative.

Please feel free to call me at (312) 853-7270 if you have any questions or need any additional information. Thank you.

Sincerely,


Richard W. Astle

Enclosures

cc w/ enclosure: Mr. William Brocker
Internal Revenue Service

SEP 19

Application for Recognition of Exemption

Under Section 501(c)(3) of the Internal Revenue Code

For Paperwork Reduction Act Notice, see page 1 of the instructions.

To be filed in the key district for the area in which the organization has its principal office or place of business.

This application, when properly completed, constitutes the notice required under section 508(a) of the Internal Revenue Code so that an applicant may be treated as described in section 501(c)(3) of the Code, and the notice required under section 508(b) for an organization claiming not to be a private foundation within the meaning of section 509(a). (Read the instructions for each part carefully before making any entries.) If required information, a conformed copy of the organizing and operational documents, or financial data are not furnished, the application will not be considered on its merits and the organization will be notified accordingly. Do not file this application if the applicant has no organizing instrument (see Part II).

Part I.—Identification

1 Full name of organization FARM AID, INC.		2 Employer identification number (If none, see instructions) None	
3(a) Address (number and street) c/o Suite 4200 One First National Plaza		Check here if applying under section: <input type="checkbox"/> 501(e) <input type="checkbox"/> 501(f)	
3(b) City or town, State, and Zip code Chicago, Illinois 60603		4 Name and phone number of person to be contacted David Anderson (615) 244-4336	
5 Month the annual accounting period ends December	6 Date incorporated or formed September 4, 1985	7 Activity codes 560 566 	
8 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), years filed, and Internal Revenue office where filed.			

Part II.—Type of Entity and Organizational Document (see instructions)

Check the applicable entity box below and attach a conformed copy of the organization's organizing document and bylaws as indicated for each entity.
 Corporation—Articles of incorporation and bylaws. Trust—Trust indenture. Other—Constitution or articles of association and bylaws.

Part III.—Activities and Operational Information

- 1 What are or will be the organization's sources of financial support? List in order of size.
Please see attached.
- 2 Describe the organization's fund-raising program, both actual and planned, and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.) Attach representative copies of solicitations for financial support.
Please see attached.

SEP 10

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct, and complete.

X _____
(Signature) (Title or authority of signer) (Date)

Part III.—Activities and Operational Information (Continued)

3 Give a detailed narrative description of the organization's past, present, and proposed future activities, and the purposes for which it was formed. The narrative should identify the specific benefits, services, or products the organization has provided or will provide. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for it to become fully operational, and when such further steps will take place. (Do not state the purposes and activities of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include enough information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VI-A.

Please see attached.

4 The membership of the organization's governing body is:**(a)** Names, addresses, and titles of officers, directors, trustees, etc.**(b)** Annual compensation

Please see attached.

None.

Part III.—Activities and Operational Information (Continued)

4 (c) Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

(d) Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons?" (See specific instruction 4(d).) . . . Yes No
If "Yes," explain.

(e) Have any members of the organization's governing body assigned income or assets to the organization, or is it anticipated that any current or future member of the governing body will assign income or assets to the organization? Yes No
If "Yes," attach a complete explanation stating which applies and including copies of any assignments plus a list of items assigned.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

7 (a) What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken.

Please see response to Part IV.

(b) To what extent have you used, or do you plan to use contributions as an endowment fund, i.e., hold contributions to produce income for the support of your exempt activities?

The Corporation does not intend to use contributions as an endowment fund.

8 Will any of the organization's facilities be managed by another organization or individual under a contractual agreement? Yes No
If "Yes," attach a copy of each contract and explain the relationship between the applicant and each of the other parties.

Part III.—Activities and Operational Information (Continued)

9 (a) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? Yes No
If "Yes," explain and show how the charges are determined.

(b) Does or will the organization limit its benefits, services, or products to specific classes of individuals? . Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

Please see attached.

10 Is the organization a membership organization? Yes No
If "Yes," complete the following:

(a) Describe the organization's membership requirements and attach a schedule of membership fees and dues.

Please see attached.

(b) Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

Please see attached.

(c) Are benefits, services, or products limited to members? Yes No
If "No," explain.

Please see attached.

11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? Yes No

If "Yes," explain. (Note: You may wish to file Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation.)

12 Does the organization have a pension plan for employees? Yes No

13 (a) Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed as required by section 508(a) and the related regulations? (See general instructions.) . . . Yes No

(b) If you answer "No," to 13(a) and you claim that you fit an exception to the notice requirements under section 508(a), attach an explanation of your basis for the claimed exception.

(c) If you answer "No," to 13(a) and section 508(a) does apply to you, you may be eligible for relief under regulations section 1.9100 from the application of section 508(a). Do you wish to request relief? . . . Yes No

(d) If you answer "Yes," to 13(c) attach a detailed statement that satisfies the requirements of Rev. Proc. 79-63.

(e) If you answer "No," to both 13(a) and 13(c) and section 508(a) does apply to you, your qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date you were formed (see instructions)? Yes No

Part IV.—Statement as to Private Foundation Status (see instructions)

1 Is the organization a private foundation? Yes No

2 If you answer "Yes," to question 1 and the organization claims to be a private operating foundation, check here and complete Part VII.

3 If you answer "No," to question 1 indicate the type of ruling you are requesting regarding the organization's status under section 509 by checking the box(es) below that apply:

(a) Definitive ruling under section 509(a)(1), (2), (3), or (4) . Complete Part VI.

(b) Advance ruling under sections 509(a)(1) and 170(b)(1)(A)(vi) or section 509(a)(2)—see instructions.

(c) Extended advance ruling under sections 509(a)(1) and 170(b)(1)(A)(vi) or section 509(a)(2)—see instructions.

(Note: If you want an extended advance ruling you must check the appropriate boxes for both 3(b) and 3(c). You must also complete and attach two Forms 872-C to the application.)

Farm Aid, Inc.
c/o Suite 4200
One First National Plaza
Chicago, Illinois 60603
Attachment to Form 1023
September 19, 1985

Part III, Item 1:

The Corporation's primary source of financial support for its programs will be revenues generated by a benefit concert to be held on September 22, 1985, in Champaign, Illinois. The revenue sources will include: (1) ticket sales to the general public, (2) media broadcast licensing revenues and (3) sponsorships. The Corporation also intends to solicit contributions from the general public, including individuals, corporations, civic and religious organizations, and foundations.

Part III, Item 2:

The Corporation's fundraising program is focused on a concert to be held on September 22, 1985, in Champaign, Illinois. As indicated in response to Part III, Item 1, the Corporation expects to raise funds through ticket sales to the general public, media broadcast licensing revenues, and sponsorships. The Corporation will also solicit contributions from individuals, corporations and other.

Part III, Item 3:

The Corporation's current activities consist of (i) preliminary program planning and (ii) planning and managing the September 22, 1985 concert which will produce the majority of the Corporation's revenues. Upon becoming operational, the Corporation's programs and efforts will be oriented at providing assistance to poor and needy families in rural farming communities. Such assistance will include (i) programs designed to provide the public with information regarding the problems faced by persons whose livelihoods depend on agriculture, (ii) financial assistance to poor and needy families in rural farming communities, (iii) counseling and training individuals whose livelihoods depend on agriculture in supplementing their existing job skills and in seeking and developing alternative job skills, (iv) legal aid, and (v) a possible "hot-line" telephone referral service aimed at providing information and referrals regarding the foregoing programs as well as other programs and assistance that may be available from other entities or from governmental agencies.

Farm Aid, Inc.
c/o Suite 4200
One First National Plaza
Chicago, Illinois 60603
Attachment to Form 1023
September 19, 1985

The Corporation intends to develop mechanisms for the collection and dissemination of information regarding the problems faced by poor and needy persons in rural farming communities. Such information will be gathered through contacts and interviews with such persons, agricultural organizations and others, and will be disseminated to the general public through informational messages broadcast from time to time on television and radio.

The Corporation intends to provide financial assistance to poor and needy persons in rural farming communities. The Corporation will identify economically depressed rural farming communities based on published economic criteria, such as median family income in relation to the national average income and the national poverty level income, and then will seek to identify individuals and families within such communities who are severely impacted by depressed economic conditions. The type of financial assistance to be offered will depend on individual needs and circumstances, but may include grants or subsidies to meet the costs of housing, food, health care and other basic necessities.

In addition, the Corporation intends to provide counseling and training to individuals in supplementing their existing job skills and in seeking and developing alternative job skills and training. The Corporation will seek to identify employment opportunities for such persons, to identify the level of training required, and to match persons with such opportunities. The Corporation will provide financial assistance to allow such persons to enroll in appropriate training programs as well as encouraging other persons and entities to develop training programs and employment opportunities for such persons.

Farm Aid, Inc.
c/o Suite 4200
One First National Plaza
Chicago, Illinois 60603
Attachment to Form 1023
September 19, 1985

Part III, Item 4(a):

The names and addresses of the Corporation's Board of Directors are as follows:

<u>Name</u>	<u>Positions Held</u>
David Anderson	Secretary and Director
Paul English	Director
Buddy Lee	Director
Willie Nelson	Chairman of the Board, President and Director
Mark Rothbaum	Director
Neil Young	Director

The address for all of the foregoing is c/o Suite 4200, One First National Plaza, Chicago, Illinois 60603.

For a description of the duties and responsibilities of the Corporation's directors and officers, see Article 4 and 5, respectively, of the Corporation's By-laws, attached hereto as Exhibit B.

Part III, Item 9(b):

The Corporation will direct its benefits toward poor and needy families, in economically depressed rural communities, whose livelihoods depend on agriculture.

Part III, item 10(a):

The Corporation is a membership organization incorporated under the Illinois General Not For Profit Net. Section 3.1 of the Corporation's By-laws limits membership to the members of the Board of Directors. No dues or fees are charged to members.

Part III, Item 10(b):

The Corporation does not intend to expand its membership.

Part III, Item 10(c):

Recipients of the Corporation's benefits will not be members of the Corporation. Members will not be eligible to receive any of the Corporation's benefits.

Farm Aid, Inc.
c/o Suite 4200
One First National Plaza
Chicago, Illinois 60603
Attachment to Form 1023
September 19, 1985

EXHIBIT A

Articles of Incorporation

FARM AID, INC.
(an Illinois not-for-profit corporation)

SECRETARY'S CERTIFICATE

I, DAVID ANDERSON, do hereby certify that I am the duly elected, qualified and acting Secretary of Farm Aid, Inc., an Illinois not-for-profit corporation, and that attached hereto is a true and complete copy of the Articles of Incorporation of said corporation as of the date hereof.

II WITNESS WHEREOF, I have signed this certificate this 15 day of September, 1985.


x

David Anderson
Secretary

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Whereas,

ARTICLES OF INCORPORATION OF FARM AID, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1944.

Now Therefore, I, Jim Edgat, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 4TH day of SEPTEMBER AD 1945 and of the Independence of the United States the two hundred and 10TH.



Jim Edgat
SECRETARY OF STATE

File in Duplicate

FORM NP-29

ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT

(Please type or print using black ink)

(Do Not Write in This Space)

Date Paid 9-4-55

Filing Fee \$50.00

Clerk AV

Secretary of State, Springfield, Illinois.

We, the Incorporators (Not less than three)

Incorporator's Name	Number	Street	Address City	State
Richard W. Astle	Suite 4200	One First National Plaza,	Chicago,	IL 60603
J. Timothy Kleespies	Suite 4200	One First National Plaza,	Chicago,	IL 60603
Samuel K. Skinner	Suite 4800	One First National Plaza,	Chicago,	IL 60603

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is: FARM AID, INC.
- The duration of the corporation is perpetual OR _____ years.
- The name and address of the initial registered agent and registered office are:

Registered Agent Richard W. Astle

Registered Office Suite 4200 One First National Plaza

City, Zip Code, County Chicago, 60603 Cook
(Do Not Use P. O. Box)

- The first Board of Directors shall be SEVEN in number, their names and addresses being as follows:
(Not less than three)

Directors' Names	Number	Street	Address City	State
David Anderson	Suite 4200	One First National Plaza	Chicago,	IL 60603
Paul English	Suite 4200	One First National Plaza	Chicago,	IL 60603
Buddy Lee	Suite 4200	One First National Plaza	Chicago,	IL 60603
John Cougar Mellencamp	Suite 4200	One First National Plaza	Chicago,	IL 60603
Willie Nelson	Suite 4200	One First National Plaza	Chicago,	IL 60603

- The purposes for which the corporation is organized are:

To provide assistance to poor and needy families in rural farming communities (including, particularly, those families whose livelihood is dependent on agriculture), and all activities incidental or related thereto, including, without limitation, planning, sponsoring, producing, managing, and conducting a musical concert to draw attention to the needs of such families and to raise funds to relieve those needs.

The Corporation is organized exclusively for charitable, religious, educational and scientific 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. 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 any candidate for public office. Notwithstanding any provision of the Articles of Incorporation of the Corporation, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(Both copies must contain original signatures)

INCORPORATORS MUST SIGN BELOW

Richard W. Astle
Richard W. Astle

J. Timothy Kleespies
J. Timothy Kleespies

Samuel K. Skinner
Samuel K. Skinner

Incorporators

As the incorporators, we declare that this document has been examined and is, to the best of our knowledge and belief, true, correct and complete.

- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.

File #

Form NP-29

ARTICLES OF INCORPORATION

under the

GENERAL NOT FOR PROFIT
CORPORATION ACT

of

FILED

SEP -4 1985

JIM EDGAR
SECRETARY OF STATE

SECRETARY OF STATE
CORPORATION DEPARTMENT
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-7880

(These Articles must Be Executed and Filed in Duplicate)
Filing Fee \$50.00

C-182.1

Form NP-29
Articles of Incorporation
FARM AID, INC.

Item 4: Names and Addresses of Directors

<u>Directors' Names</u>	<u>Number</u>	<u>Street</u>	<u>City</u>	<u>State</u>
Mark Rothbaum	Suite 4200	One First National Plaza,	Chicago,	IL 60603
Neil Young	Suite 4200	One First National Plaza,	Chicago,	IL 60603

Farm Aid, Inc.
c/o Suite 4200
One First National Plaza
Chicago, Illinois 60603
Attachment to Form 1023
September 19, 1985

EXHIBIT B

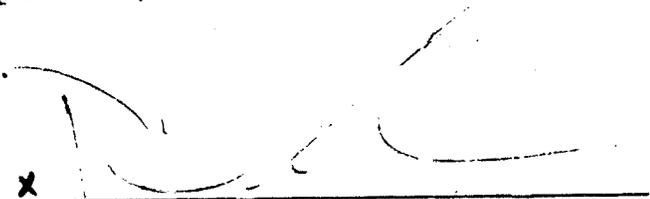
By-Laws

FARM AID, INC.
(an Illinois not-for-profit corporation)

SECRETARY'S CERTIFICATE

I, DAVID ANDERSON, do hereby certify that I am the duly elected, qualified and acting Secretary of Farm Aid, Inc., an Illinois not-for-profit corporation, and that attached hereto is a true and complete copy of the By-laws of said corporation, which By-laws have not been altered, amended, modified or rescinded since their adoption on September 4, 1985, and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have signed this certificate this 18 day of September, 1985.


x

David Anderson
Secretary

BY-LAWS
OF
FARM AID, INC.

ARTICLE 1

Purposes

The purposes for which the Corporation is organized are to provide assistance to poor and needy families in rural farming communities (including, particularly, those families whose livelihood is dependent on agriculture), and all activities incidental or related thereto, including, without limitation, planning, sponsoring, producing, managing, and conducting a musical concert to draw attention to the needs of such families and to raise funds to relieve those needs.

The Corporation is organized exclusively for charitable, religious, educational and scientific 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. 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 any candidate for public office. Notwithstanding any provision of the Articles of Incorporation of the Corporation, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations organized and operated exclusively for such purposes, as said Court shall determine.

ARTICLE 2

Offices

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 3

Members

Section 3.1. Qualification and Term. The members shall be of one class and shall include the members of the Board of Directors and such other individuals as may be selected to membership by, or pursuant to guidelines adopted by, the Board of Directors. A member who is a director shall serve as long as he or she shall remain a director; and any other members shall serve for such term as shall be fixed by the Board of Directors or until he or she shall resign or be removed.

Section 3.2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors.

Section 3.3. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 3.4. Removal. Any member may be removed, with or without cause, by a majority of the Board of Directors.

Section 3.5. Transfer. Membership is not transferable.

Section 3.6. Annual Meetings. The annual meeting of members for the transaction of such business as may properly be brought before the meeting shall be held on the third Tuesday in April in each year at the hour of 10:00 a.m., beginning with the year 1986, if not a legal holiday under the laws of Illinois, and if a legal holiday, then on the next day which shall not be a legal holiday.

Section 3.7. Special Meetings. Special meetings of members may be called by the Chairman of the Board, the President, the Board of Directors or members having not less than one-third of the votes entitled to be cast at such meeting.

Section 3.8. Place of Meeting. All meetings of members shall be held at such place within or without the State of Illinois as the Board of Directors may provide. In the absence of any such provision, the meeting shall be held at the registered office or (except where otherwise required by law) at such other place as may be designated in the notice of meeting.

Section 3.9. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than five nor more than forty days before the date of such meeting, either personally or by mail, by or at the direction of the Chairman of the Board, the President or any persons calling the meeting, to each member entitled to vote at such meeting. In case of a special meeting or one required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice.

Section 3.10. Action Without a Meeting. Any action required by law to be taken at a meeting of members, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote in respect of the subject matter thereof.

Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the General Not for Profit Corporation Act of Illinois.

Section 3.11. Quorum and Adjournment. Members of the Corporation holding not less than one-fifth of the votes entitled to be cast at such meeting, represented in person or by proxy, shall constitute a quorum at any meeting of members, except that in the absence of a quorum a lesser number may adjourn the meeting from time to time.

Section 3.12. Organization. At each meeting of members, the Chairman of the Board or, in the absence of the Chairman of the Board, the President or any Vice President, shall act as chairman of the meeting. The Secretary or, in the Secretary's absence, such person as the chairman of the meeting shall appoint, shall act as Secretary of the meeting.

Section 3.13. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed by the member or the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE 4

Board of Directors

Section 4.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 4.2. Number, Tenure, Election and Qualifications. The number of directors of the Corporation shall be seven. Directors shall be chosen by vote of the directors then in office, and each director shall hold office until the next annual meeting of directors and until a successor has been elected and qualified. Directors need not be residents of Illinois. Any director may resign at any time by giving written notice to the President or the Secretary. A resignation need not be accepted in order to be effective.

Section 4.3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.4. Special Meeting. A special meeting of the Board of Directors may be called by or at the request of any director, and such person may fix any place, either

within or without the State of Illinois, as the place for holding any special meeting of the Board so called.

Section 4.5. Notice. Except as otherwise prescribed by law or these By-Laws, written or actual oral notice of the time and place of any meeting of the Board of Directors shall be given at least two days previously thereto. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or by these By-Laws.

Section 4.6. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all directors entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the General Not for Profit Corporation Act of Illinois.

Section 4.7. Quorum. One-third of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting.

Section 4.8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation or by these By-Laws.

Section 4.9. Vacancies. Any vacancy, however occurring, in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4.10. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall

have and exercise the authority of the Board of Directors in the management of the Corporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

ARTICLE 5

Officers

Section 5.1. Number. The officers of the Corporation shall be a Chairman of the Board, a President, a Secretary and such other officers and assistant officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at their regular annual meeting. If the election of officers shall not be held at such meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until such officer shall resign or shall be removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights. Any officer may resign at any time by giving notice to the Board of Directors or the Secretary. A resignation of an officer need not be accepted in order to be effective.

Section 5.3. Removal. Any officer may be removed by the Board of Directors, either with or without cause, whenever in its judgment the best interests of the Corporation shall be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.4. Vacancies. A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5. Chairman of the Board. The Chairman of the Board shall be the principal executive officer of the Corporation and shall in general direct the policies and affairs of the Corporation, subject to any directions which may be given by the Board of Directors. The Chairman shall preside at any meetings of members or the Board of Directors.

Section 5.6. President. The President shall be the principal operating officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation, subject to any directions which may be given by the Chairman of the Board or the Board of Directors.

Section 5.7. Vice President. If and when elected, the Vice President shall perform the duties of the President in the President's absence. In addition, the Vice President shall perform such other duties as may from time to time be assigned by the Chairman of the Board, the President or the Board of Directors.

Section 5.8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties, in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (a) have custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 6 of these By-Laws; and (b) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman of the Board, the President or the Board of Directors.

Section 5.9. Secretary. The Secretary shall (a) keep the minutes of all meetings of members and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized under the provisions of these By-Laws; (d) keep a register of the post office addresses of each member which shall be furnished to the Secretary by such member; and (e) in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Chairman of the Board, the President or the Board of Directors.

Section 5.10. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bond for the faithful discharge of their duties, in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and the Assistant Secretaries in general shall perform such duties as shall be assigned by the Treasurer or the Secretary, respectively, or by the

Chairman of the Board, the President or the Board of Directors, and in addition, an Assistant Secretary shall have all of the powers and authorities given the Secretary.

Section 5.11. Compensation. The Board of Directors, by affirmative vote of a majority of directors then in office and irrespective of any personal interest of any director, shall have authority to establish reasonable compensation of all officers for their services. No officer shall be prevented from receiving such compensation by reason of being a director.

ARTICLE 6

Contracts, Checks, Deposits and Funds

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instruments.

Section 6.2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments may be signed by any officer of the Corporation.

Section 6.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 6.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 7

Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of

the proceedings of the members, Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered office or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or any member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 8

Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE 9

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE 10

Notices

Section 10.1. Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these By-Laws notice is required to be given to any director, member of any committee designated by the Board of Directors or member, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to (or, if to a director or committee member, by delivering it to a telegraph company, charges prepaid, for transmission to) such director, committee member or member either at such member's address as it appears on the books of the Corporation or at the business address of a director or committee member; and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails (or delivered to the telegraph company). Such requirement for notice shall be deemed satisfied, except in case of meetings of members with

respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these By-Laws.

Section 10.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 11

Indemnification

Each person who at any time is or shall have been a director, officer, employee or agent of this Corporation, or is or shall have been serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Corporation in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of adoption of this by-law or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of the adoption of this by-law or as amended from time to time.

ARTICLE 12

Amendments

The Board of Directors may alter, amend or repeal these By-Laws and may adopt new By-Laws.