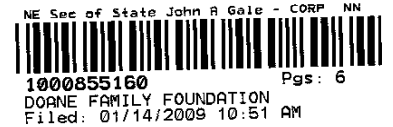


**RESTATED
ARTICLES OF INCORPORATION
OF THE
DOANE FAMILY FOUNDATION**



We, the undersigned, being persons of the age of twenty-one years or more, pursuant to the Nebraska Nonprofit Corporation Act, do hereby adopt the following restated Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be the DOANE FAMILY FOUNDATION, having been incorporated in the State of Nebraska, March 23, 1981, as the Doane Family Association Foundation. This corporation is a Public Benefit Corporation.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Organization and Purpose

The purpose or purposes for which the corporation is organized are:

1. To possess and exercise all powers conferred by the laws of Nebraska upon corporations under the Nebraska Nonprofit Corporation Act, Neb. Rev. Stat. § 21-1901 et. seq., which an organization exempt under section 501 (c) (3) of the Internal Revenue Code of 1986 and the regulations thereunder, as amended or, as hereafter amended, may possess or exercise.
2. Notwithstanding any of the purposes and powers conferred by Neb. Rev. Stat. § 21-1901 et. seq., the corporation is organized and will be operated exclusively for charitable, religious, education, and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, including but not necessarily limited to:
 - a. The establishment of scholarships for students of Doane College in Crete, Nebraska, or other educational organizations as may be approved by the Board of Directors.
 - b. Other charitable or educational uses of funds as determined from time to time by the Board of Directors.

ARTICLE IV
Corporate Operating Requirements

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

(B) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

(C) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

(D) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

(E) The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

(F) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

(G) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501 (c) (3) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(H) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to any charitable, religious, scientific, or educational organization which would then qualify the the provisions of section 501 (c) (3) or the Internal Revenue Code and of the Internal revenue Code, or the Regulations as they now exist or as they may hereafter be amended.

ARTICLE V

Powers

The corporation shall have all of the powers set forth in the Nebraska Nonprofit Corporation Act for nonprofit corporations, including the power to indemnify its directors and officers as may be provided in the Bylaws.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's registered office is Doane College, 1014 Boswell Avenue, Crete, Nebraska 68333. The registered agent at such address is Jonathan Brand, whose address is identical to that of the registered office.

ARTICLE VII

Board of Directors

The affairs of the corporation shall be conducted by a Board of Directors. The number of directors of the corporation shall be not less than five, nor more than seven, and the number of directors constituting the current Board of Directors is five. The names and address of the persons who are to serve as directors are:

<u>Name</u>	<u>Street Address</u>
Richard E. Doane (Chairman)	3888 Mark Twain Drive Pinetop, AZ 85935
Ted Doane (Vice Chairman)	17706 Bluff Road Waverly, NE 68462
Kenneth M. Doane (Secretary-Treasurer)	15917 NE Union Rd, #40 Ridgefield, WA 98642
Jonathan Brand, J.D. (Executive Director)	President Doane College 1014 Boswell Avenue Crete, NE 68333
Dorothy Doan Baker (Director)	4 Creek Ridge Pittsford, NY 14534

The Directors shall be elected as provided in the Bylaws for a two-year term of office. Interim vacancies shall be filled by the Board of Directors. The Board of Directors, shall have the power by a vote of a majority of the full Board to alter, amend and repeal the Bylaws and to adopt new Bylaws at any regular meeting. The time and place of annual or regular meetings shall be fixed by or in the manner provided for in the Bylaws.

The directors may, by resolution, adopted by a majority of the directors in office, designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent permitted by law and provided in such resolution or in the Bylaws of the corporation, shall have and exercise the authority of the Board of Directors in the management of the corporation.

ARTICLE VIII
Officers

The officers of the corporation shall be a Chairman, (President), a Vice-Chairman, (Vice President), and a Secretary-Treasurer. The Chairman, the Vice-Chairman and the Secretary-Treasurer shall be elected or appointed at such time, in such manner and for such terms as may be provided for in the Bylaws.

ARTICLE IX
Amendment of Articles

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a two-thirds vote of the full Board. For purposes of these Articles of Incorporation, the full Board shall mean the number of directors the corporation would have in the absence of any vacancy.

ARTICLE X
Private Property

The private property of the incorporators, directors and officers of the corporation shall not be subject to debts or obligations of the corporation to any extent whatsoever.

ARTICLE XI
Membership


The corporation shall have no member(s) but this provision shall not prohibit the creation in the Bylaws of honorary or advisory representatives to the corporation.

ARTICLE XII
Incorporators


The names and street addresses of each incorporator was as follows:

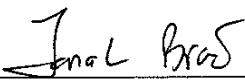
<u>Name</u>	<u>Street Address</u>
Dr. Philip Heckman	Doane College Crete, Nebraska 68333
Albert C. Doane	1149 6 th Street Lorain, Ohio 44052

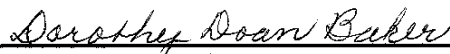
Amended this 15th day of December 2008.


Richard E. Doane


Ted Doane


Kenneth M. Doane


Jonathan Brand


Dorothy Doan Baker

From and Return to:
Richard E. Doane
3888 Mark Twain Drive
Pinetop, AZ85282
Fee: \$30.00 Paid

Doane Family Foundation

3888 Mark Twain Drive
Pinetop, AZ 85935
928-369-4207

TO WHOM IT MAY CONCERN:

This is to certify that the Restated Articles of Incorporation dated December 15, 2008, for the Doane Family Foundation were adopted by the Board of Directors, and does not require approval by its members or any other person.



Richard E. Doane
Chairman

e-mail: rmdoane@cableone.net