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ARTICLES OF INCORPORATION
OF
THE AMERICAN FARMLAND TRUST

To: The Recorder of Deeds, D.C.
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-profit Corporation Act:

FIRST: The name of the corporation is The American Farmland Trust.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are to promote, support and effectuate the preservation of American agricultural land and to disseminate information concerning the importance to the nation of this critical natural resource.

FOURTH: The corporation is not to have members.

FIFTH: The Directors shall be elected or appointed as shall be provided in the By-Laws.

SIXTH: Provisions for the regulation of the internal affairs of the corporation will be provided for in the By-Laws.

SEVENTH: Said corporation is operated 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).

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 in Article SEVENTH hereof. No substantial part of the activities of the corporation shall be the carrying on the 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 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 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 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

NINTH: 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 the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court having jurisdiction over the dissolution of corporations

organized under the District of Columbia Non-profit Corporation Act, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

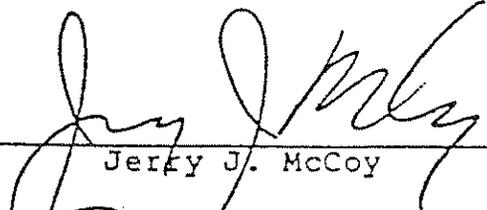
TENTH: The address, including street and number, of its initial registered office is Suite 601, 1717 Massachusetts Avenue, N.W., Washington, D.C. 20036, and the name of its initial registered agent at such address is Douglas P. Wheeler.

ELEVENTH: The number of Directors constituting the initial Board of Directors is four (4) and the names and addresses, including street and number, of the persons who are to serve as the initial Directors until the first annual meeting or until their successors be elected and qualified are:

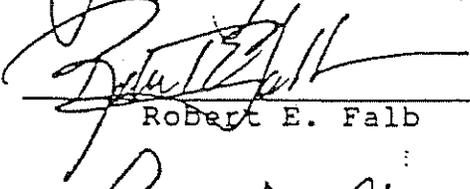
<u>NAME</u>	<u>ADDRESS</u>
Douglas P. Wheeler	Suite 601 1717 Massachusetts Avenue, N.W. Washington, D.C. 20036
Bruce Hansen	1000 Wisconsin Avenue, N.W. Washington, D.C. 20007
Rev. A. J. McKnight	1006 Surrey Street Lafayette, Louisiana 70501
Thomas W. Wahman	Suite 3450 1290 Avenue of the Americas New York, New York 10104

TWELFTH: The name and address, including street and number, of each incorporator is:

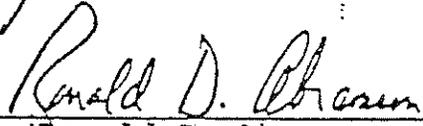
<u>NAME</u>	<u>ADDRESS</u>
Jerry J. McCoy	1776 K Street, N.W. Washington, D.C. 20006
Robert E. Falb	1776 K Street, N.W. Washington, D.C. 20006
Ronald D. Abramson	1776 K Street, N.W. Washington, D.C. 20006



 Jerry J. McCoy



 Robert E. Falb



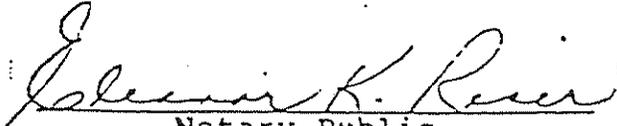
 Ronald D. Abramson

Date: August 13, 1980

DISTRICT OF COLUMBIA: SS

I, ELEANOR K. RISER, a Notary Public hereby certify that on the 13th day of August, 1980, personally appeared before me Jerry J. McCoy, Robert E. Falb and Ronald D. Abramson, who signed the foregoing document as incorporators, and affirmed that the statements therein contained are true.

[Notarial Seal]



 Notary Public
 My commission expires May 14, 1982

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATION DIVISION
515 D STREET, N. W.
WASHINGTON, D. C.



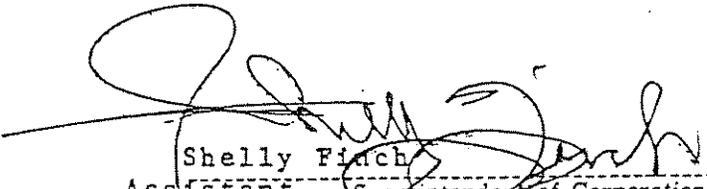
CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Office of Recorder of Deeds, D. C., Corporation Division, on the 15th day of August, 1980, Articles of Incorporation of THE AMERICAN FARMLAND TRUST

WE FURTHER CERTIFY that the above named corporation is duly incorporated and existing under and by virtue of the Code of Laws of the District of Columbia and authorized to ~~exercise~~ conduct its affairs of Columbia as of the date hereinafter mentioned.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 1st day of June, 1983

Carol B. Thompson
Director


Shelly Finch
Assistant Superintendent of Corporations