

**RESOLUTION AUTHORIZING THE ADOPTION OF THE
RESTATED ARTICLES OF INCORPORATION**

WHEREAS, the American Milking Shorthorn Society, Inc. (“AMSS”) conducts activities relating to the promotion, breeding and high quality production of milk and meat of the American Milking Shorthorn cattle breed;

WHEREAS, the AMSS engages in activities relating to the American Milking Shorthorn cattle breed that benefit AMSS member and non-member dairy farmers nationwide;

WHEREAS, the AMSS is restating its Articles of Incorporation, most recently filed in 1986, to ensure current legal compliance;

WHEREAS, adoption of the Restated Articles of Incorporation is submitted to the Members of the AMSS for approval by written electronic ballot as described in section 181.0708 of the Wisconsin Statutes.

NOW, THEREFORE, BE IT RESOLVED by the Members of the AMSS that:

1. Adoption of the Restated Articles of Incorporation. The adoption of the Restated Articles of Incorporation of the AMSS by its Members is hereby approved by the lesser of two-thirds of the votes cast or a simple majority of the Members. The Restated Articles of Incorporation shall be adopted in the form of Exhibit A attached hereto and incorporated herein by reference. The President and Vice President of the Board of Directors are hereby authorized and directed to execute the Restated Articles of Incorporation on behalf of the Members of the AMSS and to cause them to be filed with the State of Wisconsin Department of Financial Institutions.

2. Appointment of Board of Directors. The Board of Directors described on Exhibit B attached hereto are hereby appointed by the Members of the AMSS to serve the organization as described in the By-Laws.

3. Further Authorizations. The officers, employees and agents of the AMSS are hereby authorized and directed to do any and all things reasonable and necessary to accomplish the purposes of this Resolution.

4. Conflicting Actions Rescinded; Severability; Effective Date. All prior resolutions, rules or other actions of the AMSS or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted and recorded this _____ day of _____, 2020.

Marcia Clark, President, Board of Directors

ATTEST: _____

Scott Cailteux, Vice President, Board of Directors

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION
NON-STOCK, NOT FOR PROFIT CORPORATION
Wis. Stat. § 181.1006

American Milking Shorthorn Society, Inc.

The following restated Articles of Incorporation of the American Milking Shorthorn Society, Inc., duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing articles of incorporation and any amendments thereto:

ARTICLE I

Name

The name of the Corporation is American Milking Shorthorn Society, Inc.

ARTICLE II

Purposes

The Corporation is organized under chapter 181 of the Wisconsin Statutes and shall be operated exclusively as an independent, not-for-profit organization for promotion of the interests of persons engaged in raising livestock and shall include the following:

1. To encourage and promote the breeding of Milking Shorthorn cattle;
2. Guarding the integrity of the registry of the American Milking Shorthorn breed of cattle;
3. To make or cause to be made by itself or in conjunction with other agencies or associations adequate provision for the registration and transfer of the pedigrees and the recording of production records of the Milking Shorthorn cattle for the benefit of the dairy industry;
4. To make or cause to be made scientific and statistical studies of the ability of Milking Shorthorn cattle to produce efficiently; encourage and promote the exhibition and public recognition of Milking Shorthorn cattle having desirable qualifications for such production; to prepare and cause to be disseminated by picture and otherwise of desirable or model types of such cattle for the benefit and betterment of the dairy industry;
5. To print and distribute or cause to be printed and distributed an official member publication and such other publications relating to Milking Shorthorn cattle and the Corporation's members, as may be desirable to advertise and promote the breeding thereof.
6. To engage in activities relating to the aforementioned purposes and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(5) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code.

ARTICLE III

Powers

The Corporation shall have all powers conferred on nonstock corporations under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

- (1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(5) of the Internal Revenue Code.

ARTICLE IV

Members

- (1) The Corporation shall have members. Membership shall be open to any individual, partnership or corporation that is interested in Milking Shorthorn cattle.
- (2) The membership shall be unlimited in number. Annual fees or dues for members shall be set by the Board of Directors.
- (3) Any member may register or record change of ownership of Milking Shorthorn cattle or otherwise receive access to the privileges of the Society. Every member who, in any way whatsoever, uses the services of the Corporation, shall be considered to have subjected himself, herself or itself to the terms and conditions of the Restated Articles of Incorporation, By-Laws and Rules and Regulations of the Corporation without reservation.
- (4) The memberships in this Society shall be unlimited in number and shall consist of one Class of members. All members shall have voting rights. The setting of requirements and rules governing memberships shall be fixed by the by-laws of the Corporation.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be twelve (12) members to be elected at the annual meeting upon votes cast and terms of office as prescribed herein or in the By-Laws.

ARTICLE VI

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
- (2) Remaining assets shall be distributed to one or more agricultural organizations described in Section 501(c)(5) of the Internal Revenue Code or a not for profit agricultural organization with a similar purpose and/or one or more governmental units referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more agricultural organizations described in Section 501(c)(5) of the Internal Revenue Code or a not for profit agricultural organization with a similar purpose or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes such as the court shall determine.

ARTICLE VII

Amendment

These Articles may be amended at any regular or special meeting of the Corporation, by two-thirds of the qualified votes present, provided notice of such proposed amendment(s) by mail or in the Corporation's official member publication, is mailed to each qualified member not less than thirty days (30) prior to its (or their) submission. The Board of Directors may amend the Articles to fix syntax or grammatical errors.

ARTICLE VIII

Miscellaneous

- (1) The name of the Corporation's Registered Agent is Kathy Lynch.
- (2) The Corporation's registered office address in Wisconsin and the Principal office address of the Corporation is 800 Pleasant Street, Beloit, Wisconsin 53511-5456.
- (3) Amendments adopted by the Members on _____, 2020, in accordance with sec. 181.1003, Wis. Stats.
- (4) Changes to the Corporation's Registered Agent or registered office address or Principal office address do not constitute changes to these Restated Articles of Incorporation that require separate approval by the Membership.

IN WITNESS WHEREOF, I have hereto set my hand this _____ day of _____, 2020.

Marcia Clark, President, Board of Directors

This document was drafted by:

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EXHIBIT B

American Milking Shorthorn Society Board of Directors – 10/01//2020