

**Certificate of Amendment
of the Articles of Incorporation
of the
Ohio Soybean Association**

RESOLVED, that the Articles of Incorporation of Ohio Soybean Association be amended and restated in their entirety as follows:

**Amended and Restated
Articles of Incorporation
of the
Ohio Soybean Association**

FIRST: Name. The name of the Association is the Ohio Soybean Association.

SECOND: Place of Principal Office. The place in Ohio where the principal office is located is Worthington, Franklin County, Ohio.

THIRD: Purposes. The Association is organized exclusively to better the conditions of those engaged in soybean production and to improve their products under Section 501(c)(5) of the Internal Revenue Code, or the corresponding section of any future federal tax code, more specifically to:

- (a) Bring together soybean producers to work cooperatively to better the soybean industry;
- (b) Collect and disseminate the best available information related to both the practical and scientific aspects of production, distribution, and utilization of soybeans;
- (c) Advise and encourage state, and federal governments in scientific and educational projects related to soybean production, marketing and utilization;
- (d) Initiate and support legislation and regulatory programs that may improve production, marketing, and utilization of soybeans; and
- (e) Join with the American Soybean Association and other nonprofit groups with similar interests to fulfill the Association's purposes.

The Association may engage in any lawful act or activity and exercise all the rights and powers conferred on non-profit associations under the Ohio Nonprofit Corporation Law, as such law is now in effect or may at any time be amended, so long as the exercise of such rights and powers is permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(5) and related regulations of the Internal Revenue Code, or the corresponding sections of any future tax code and regulations. Nothing contained in the foregoing statement of purposes shall be construed to authorize this Association to carry on any activity ordinarily carried on for profit, or to distribute any gains or profits to its members.

FOURTH: Net Earnings: No part of the net earnings of the Association shall inure to the benefit of or be distributable to any member, director, officer, or private individual (except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further its exempt purposes), and no member, director, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association.

FIFTH: Dissolution: Upon the dissolution of the Association, the Board of Trustees, after paying or making provisions for the payment of all the liabilities of the Association, shall dispose of all assets for one or more exempt purposes within the meaning of section 501(c)(3), 501(c)(5), or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to the State of Ohio, or to a local government for a public purpose. Any assets not so disposed of shall be distributed by the Common Pleas Court of the county in which the principal office of the Association is then located, in the Court's discretion, to organizations organized and operated exclusively for such public purposes.

These Amended and Restated Articles supersede all prior Articles of Incorporation of the Association.

Certification of Adoption

The undersigned officers certify that these Amended and Restated Articles of Incorporation of the Ohio Soybean Association, an Ohio nonprofit corporation, were approved by an affirmative vote of not less than a two-thirds majority at a duly called meeting of the Board of Trustees, at which a quorum was present, on _____, 2014, and by an affirmative vote of not less than a majority of the members present and voting at the Association's annual meeting, for which prior notice of the vote on the Amended and Restated Articles was given as required by the Code of Regulations and at which a quorum was present, on December ____, 2014.

President

Secretary