

ARTICLES OF INCORPORATION

The name of the corporation shall be "American Red Poll Association." (Amended 1975)

- I.** The ARPA Board of Directors shall be empowered to establish a principal place to do business. (Amended 1998)
- II.** The object for which this corporation is formed is the promoting of the breeding, importing and improving of Red Poll Cattle; the keeping of records of all breeding and transferring of said cattle of pureblood in America; the proprietorship, publication and copyrighting from time to time of the "American Red Poll Herd Book" and the issuance of proper certificates of the pedigree and ownership of said cattle as registered.
- III.** The corporation shall have power to buy, sell, lease, hold or own real estate or personal property for any of the purposes of the corporation and for such other purposes as may be incidental thereto.
- IV.** This corporation shall have no capital stock and shall declare no dividends.
- V.** The highest amount of indebtedness or liability to which this corporation shall at anytime be subject shall not exceed the value of the property owned by it.
- VI.** The business and prudential affairs of the corporation shall be vested in and discharged by a Board of Directors. The number of Directors shall be from time to time fixed by the Bylaws. Directors are to be elected at each annual meeting of the corporation. The Board of Directors shall have all the powers conferred upon them by the laws of the Sate of Nebraska and by the Articles of Incorporation and Bylaws of the corporation including the power to inquire into and punish infractions of such Bylaws and the power to determine when an infraction has been committed. The findings of such Board of Directors shall be conclusive and binding upon all parties concerned. (Amended 1978)
- VII.** The time of commencement of this corporation is November 19, 1988, and its existence shall be perpetual.
- VIII.** The Bylaws governing the affairs of this corporation shall continue in effect except as herein or as hereafter modified in accordance with the laws of the State of Nebraska and these Articles of Incorporation and its Bylaws.
- IX.** The Articles of Incorporation of the American Red Poll Association are hereby duly amended to read in their entirety as herein set forth duly adopted by its members.

I. ARTICLES OF AMENDMENT

- I. Name of the Corporation: American Red Poll Association, formerly Red Poll Cattle Club of America. *(Also referred to in this document as ARPA) (Also referred to in this document as Association)*
- II. Amendment: Change of corporate name.
- III. The date of the meeting of members at which the Amendment was adopted was November 12, 1975, at which meeting a quorum was present and Amendment received more than two-thirds of the votes which members present at such meeting were entitled to cast.

/s/ Paul B. Hanks
President

/s/ Wendell H. Severin
Secretary

STATE OF NEBRASKA)
SECRETARY'S OFFICE) ss

Received and filed for record November 19, 1975 and recorded on film roll 106 at page 435.

Alien J. Beerman Secretary of State

/s/ by L. G. Harney

Indexed. Microfilmed. Recorded.