

**RESTATED ARTICLES OF INCORPORATION
FOR
NORTH AMERICAN SHAGYA ARABIAN SOCIETY, INC.,
A Montana Nonprofit Corporation**

COME NOW, the undersigned, directed by the Members and Board of Directors of North American Shagya Arabian Society, Inc. to restate the Articles of Incorporation of North American Shagya Arabian Society, Inc., pursuant to §35-2-226, MCA, and this Restatement includes Amendments to the original Articles of Incorporation of the Corporation, filed July 11, 1989, and this Restatement shall supersede said original Articles of Incorporation, in accordance with §35-1-231(5). Accordingly, the Members and Board of Directors of North American Shagya Arabian Society, Inc. hereby adopt the following Restated Articles of Incorporation for the Corporation:

**Article I.
Name**

The name of the Corporation is North American Shagya Arabian Society, Inc.

**Article II.
Purpose**

The Corporation shall be a Mutual Benefit Corporation with Members. The operations and purposes of the Corporation shall be as follows:

- 1) The Corporation shall carry out its functions in a manner exclusively for the agricultural purposes set forth within the meaning of section 501(c)(5) of the Internal Revenue Code of 1986, as amended from time to time (the "Code").
- 2) In particular, the Corporation shall carry out the following purposes, and those purposes set forth in this Article II and otherwise in the content of these Restated Articles:
 - i. Promotion, preservation, and improvement of the Purebred Shagya Arabian horse.
 - ii. Establishment of a Shagya Registry for Purebred Shagya Arabians and for part-bred Shagya Arabians.
 - iii. Regulation and approval of breeding stock of Shagya Arabians.
 - iv. Dissemination of information about the breed to the public.
 - v. Establishment of an awards system for performance achievement of Shagya Arabians.
 - vi. Promotion of cooperation with Shagya Arabian breeders around the world, and in particular with the International Shagya Society.
 - vii. Carrying out of all other such acts and things permitted by law to a Nonprofit Corporation organized pursuant to Montana Statutes.

- 3) To accomplish the foregoing purposes, the Corporation, through its Board of Directors, shall be empowered to: raise and solicit funds from the public at large, including governments, corporations, firms, individuals, foundations or any other person; to acquire and dispose of securities, bonds, stocks and other intangible rights of companies, corporations or governmental units; and to do such other acts and things permitted by law to a nonprofit corporation organized pursuant to Montana Statutes; provided, however, that this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from income taxation pursuant to Section 501 (c)(5) of the Code.
- 4) In accordance with the content of this Article II, it is intended that this Corporation shall be exempt from income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(5) of the Code, and thus, the Corporation shall operate in accordance with such intention and avoid actions that are in contradiction with the same.

**III.
Pecuniary Gain**

The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the earnings or holding of the Corporation shall inure to the benefit of any private individual. The Corporation shall not lend any of its assets to an officer or director of the Corporation.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Location**

The location and post office address of the registered office of the Corporation in the State of Montana shall now be 57398 Moiese Valley Road, Charlo, Montana 59824 and the name of the registered agent at such address is Adele Furby.

**VI.
Incorporators**

The name and addresses of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|-------------|---|
| Lori Baker | 399812 North Short Rd. Deer Park, WA 99006 |
| Gwyn Davis | 9797 S. Rangeline Rd. Clinton, IN 47842 |
| Jamie Buck | 440 Haynes Creek Circle Oxford, GA 30054 |

(Incorporators—continued next page)

| | |
|-----------------|---|
| Terry Hey | 2750 Mallow Rd. Sioux City, IA 51103 |
| Kathy Richkind | P.O. Box 644 Cerrillos, NM 87010 |
| Elaine Kerrigan | 1479 Freshwater Rd. Eureka, CA 95503 |
| Arlene Michaud | 35185 Hwy. 93 St. Ignatius, MT 59865 |

VI. Liability

Without limitation, the incorporators, members and directors of the Corporation shall not be personally liable for any obligations of the Corporation whatsoever.

VII. Board of Directors

The Corporation shall be managed by a Board of Directors. The specific requirements and qualifications for membership on the Board of Directors shall be as set forth in the Bylaws. There shall be not less than three nor more than nine members of the Board of Directors of the Corporation. The directors, as of the date of the filing of these Restated Articles, the Board of Directors shall consist of the following seven (7) individuals whose addresses are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Lori Baker | 399812 North Short Rd. Deer Park, WA 99006 |
| Gwyn Davis | 9797 S. Rangeline Rd. Clinton, IN 47842 |
| Jamie Buck | 440 Haynes Creek Circle Oxford, GA 30054 |
| Terry Hey | 2750 Mallow Rd. Sioux City, IA 51103 |
| Kathy Richkind | P.O. Box 644 Cerrillos, NM 87010 |
| Elaine Kerrigan | 1479 Freshwater Rd. Eureka, CA 95503 |
| Arlene Michaud | 35185 Hwy. 93 |

**VIII.
Personal Liability**

Without limitation, the members of the Corporation, if any, shall not be personally liable for any obligations of the Corporation whatsoever.

**IX.
Capital Stock**

The Corporation shall not issue any capital stock or equity securities of any type whatsoever.

**X.
Membership**

Conditions and provisions for membership, and expulsion, suspension and termination of members and membership, in the Corporation, if any, shall be as provided for in the Bylaws of the Corporation.

**XI.
Dissolution and Liquidation**

In the event of the dissolution of the Corporation or the liquidation of its business, or the winding up of its affairs for any reason, all of the Corporation's remaining property of every kind, nature and description, and wheresoever situated, shall be utilized, first, to satisfy debts and liabilities of the Corporation. Any remaining assets shall be distributed to organizations organized and operated exclusively for agricultural purposes, as organizations exempt from income tax under Section 501(c)(5) of the Code, or to a Federal or State governmental entity, pursuant to a distribution plan adopted by the Board in accordance with all Federal and State laws.

**XII.
Amendment of Articles**

These Articles may be amended in any manner now or hereafter prescribed by law.

**XIII.
Certifications of Amendments to original
Articles of Incorporation [required by §35-2-226(8)]**

This Restatement includes Amendments to the original Articles of Incorporation, filed July 11, 1989, which required member approval, and thus, these Amendments were approved by the members in accordance with Montana law. Accordingly, the following Articles of this Amendment contain Amendments which required Member approval, and the Articles and Amendments set forth therein, were approved as set forth hereinafter:

Article II. Purpose: The Amendments set forth in this Article required approval of the members of the Corporation in accordance with §35-2-230(b), which requires approval by the members by two-thirds (2/3rd) of the votes cast or a majority of the voting power, whichever is less; and accordingly, the Amendment was approved by the Members, as follows:

The Bylaws of the Corporation require one-third (1/3) presence of the Members for a quorum, and in approving the Amendment set forth herein, a quorum was present; and there are 72 memberships outstanding; 30 voted for the Amendments in this Article II, 4 voted against, with the remaining Members abstaining. The number of votes cast for the Amendments were sufficient for approval.

Article VII. Purpose: The Amendments set forth in this Article required approval of the members of the Corporation in accordance with §35-2-230(b), which requires approval by the members by two-thirds (2/3rd) of the votes cast or a majority of the voting power, whichever is less; and accordingly, the Amendment was approved by the Members, as follows:

The Bylaws of the Corporation require one-third (1/3) presence of the Members for a quorum, and in approving the Amendment set forth herein, a quorum was present; and there are 72 memberships outstanding; 30 voted for the Amendments in this Article VII, 4 voted against, with the remaining Members abstaining. The number of votes cast for the Amendments were sufficient for approval.

Article X. Membership: The Amendments set forth in this Article required approval of the members of the Corporation in accordance with §35-2-230(b), which requires approval by the members by two-thirds (2/3rd) of the votes cast or a majority of the voting power, whichever is less; and accordingly, the Amendment was approved by the Members, as follows:

The Bylaws of the Corporation requires one-third (1/3) presence of the Members for a quorum, and in approving the Amendment set forth herein, a quorum was present; and there are 72 memberships outstanding; 30 voted for the Amendments in this Article X, 4 voted against, with the remaining Members abstaining. The number of votes cast for the Amendments were sufficient for approval.

Article XI. Dissolution and Liquidation: The Amendments set forth in this Article required approval of the members of the Corporation in accordance with §35-2-230(b), which requires approval by the members by two-thirds (2/3rd) of the votes cast or a majority of the voting power, whichever is less; and accordingly, the Amendment was approved by the Members, as follows:

The Bylaws of the Corporation requires one-third (1/3) presence of the Members for a quorum, and in approving the Amendment set forth herein, a quorum was present; and there are 72 memberships outstanding; 30 voted for the Amendments in this Article XI, 4 voted against, with the remaining Members abstaining. The number of votes cast for the Amendments were sufficient for approval.

(Signatures Follow)

IN WITNESS WHEREOF, the undersigned, acting at the direction of the Members and Board of Directors of the Corporation, make, execute, and file the Restated Articles of Incorporation, to which this signature page is attached, for the objects and purposes stated herein, and accordingly set their hands hereunto this ___ day of April, 2008.

Lori Baker, President, Incorporator and Director

IN WITNESS WHEREOF, the undersigned, acting at the direction of the Members and Board of Directors of the Corporation, make, execute, and file the Restated Articles of Incorporation, to which this signature page is attached, for the objects and purposes stated herein, and accordingly set their hands hereunto this ___ day of April, 2008.

Gwyn Davis, Incorporator and Director

IN WITNESS WHEREOF, the undersigned, acting at the direction of the Members and Board of Directors of the Corporation, make, execute, and file the Restated Articles of Incorporation, to which this signature page is attached, for the objects and purposes stated herein, and accordingly set their hands hereunto this ___ day of April, 2008.

Jamie Buck, Incorporator and Director

IN WITNESS WHEREOF, the undersigned, acting at the direction of the Members and Board of Directors of the Corporation, make, execute, and file the Restated Articles of Incorporation, to which this signature page is attached, for the objects and purposes stated herein, and accordingly set their hands hereunto this ___ day of April, 2008.

Terry Hey, Incorporator and Director

IN WITNESS WHEREOF, the undersigned, acting at the direction of the Members and Board of Directors of the Corporation, make, execute, and file the Restated Articles of Incorporation, to which this signature page is attached, for the objects and purposes stated herein, and accordingly set their hands hereunto this ___ day of April, 2008.

Kathy Richkind, Incorporator and Director

IN WITNESS WHEREOF, the undersigned, acting at the direction of the Members and Board of Directors of the Corporation, make, execute, and file the Restated Articles of Incorporation, to which this signature page is attached, for the objects and purposes stated herein, and accordingly set their hands hereunto this ___ day of April, 2008.

Elaine Kerrigan, Incorporator and Director

IN WITNESS WHEREOF, the undersigned, acting at the direction of the Members and Board of Directors of the Corporation, make, execute, and file the Restated Articles of Incorporation, to which this signature page is attached, for the objects and purposes stated herein, and accordingly set their hands hereunto this ___ day of April, 2008.

Arlene Michaud, Incorporator and Director