

ARTICLES OF INCORPORATION OF TEXAS ANGUS ASSOCIATION, INC.

(Amendment dated January 25, 2020)

ARTICLE I. NAME.

The name of the corporation is Texas Angus Association, Inc.

ARTICLE II. TYPE.

The corporation is a non-profit corporation.

ARTICLE III. DURATION.

The period of its duration is perpetual.

ARTICLE IV. PURPOSE.

The purposes for which the corporation is organized are to engage in educational, scientific, agricultural and horticultural, animal husbandry, social, and trade association activities relating to the Aberdeen-Angus breed of cattle and to the breeders and feeders thereof within the State of Texas and elsewhere, including but not limited to the following:

- (1)** Advancement of the art and science of breeding, selecting, feeding, fitting, grooming, and showing of Aberdeen-Angus cattle by sponsoring, conducting, or participating in livestock shows and exhibitions, including interbreed competitions, and the award and presentation of trophies and premiums; in field days, local, regional or state; in tours of cattle herds, and by offering to its members a herd consultation, classification, and advisory service.
- (2)** Promoting Aberdeen-Angus cattle, fostering improvement and expansion of the breed and increase in their numbers and in the numbers of breeders thereof by advertising in various ways and manner the breed, its merits and accomplishments and competitive advantages, as well as by attendance and participation in fairs, shows, and livestock expositions and events, including the distribution of literature pertaining to the breed and by making available to any news media information concerning animals, persons, and events concerning the breed.
- (3)** Developing and expanding markets and potential markets for Aberdeen-Angus cattle and aiding breeders thereof in merchandising such cattle by sponsoring, promoting, conducting, assisting and participating in consignment sales, stocker sales, and feeder calf sales and by offering skilled advice and services to members in sale management and private treaty sales.

(4) Aiding identification and location of breeders of Aberdeen-Angus cattle and facilitating communication between them and others interested therein, and providing for the mutual protection of the members by maintaining and distributing membership directories, publishing a newsletter for the members, and by holding, conducting or participating in various meetings, local and state, for the information and interest of livestock growers in general and of Aberdeen-Angus cattle breeders in particular.

ARTICLE V. POWERS.

The corporation shall have, and may exercise all of the powers, general and specific, that are authorized by the Texas Non-Profit Corporation act or any other applicable provision of law.

ARTICLE VI. COMPENSATION.

No dividends shall be paid and no part of the income of the corporation shall be distributed to its members, directors or officers except that reasonable compensation for services rendered may, in the discretion of the Board of Directors, be paid to those officers authorized in these articles of incorporation to be elected or appointed by the Board of Directors; provided however, that expenses and costs actually and necessarily incurred by any member, director or officer in furtherance of the business of the corporation, when previously and specifically authorized by the Board of Directors, may be reimbursed; and provided further that present and former directors and officers of the corporation may be indemnified to the extent, in the manner, and subject to the limitations prescribed by Article 1396-2.22 of the Texas Non-Profit Corporation Act and any other applicable provision of law, as well as to the rules of the Conflict of Interest Policy.

ARTICLE VII. DISSOLUTION.

Should the corporation ever be dissolved, voluntarily or involuntarily, all of its assets shall be applied and distributed as follows:

(1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged; in case its property and assets are not sufficient to satisfy or discharge all the corporation's liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.

(2) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

(3) All other assets, if any, shall be distributed to a successor non-profit corporation to be selected by the voting members of this corporation in the manner authorized by law provided that the purposes and activities of such successor non-profit corporation qualified and selected as aforesaid, then all such other assets, if any, shall be distributed to the American Angus Association.

ARTICLE VIII. MEMBERS.

Section 1.

The corporation shall have members who shall be divided into five (5) classes designated as follows: (a) MEMBERS; (b) LIFE MEMBERS; (c) ASSOCIATE MEMBERS; (d) JUNIOR MEMBERS; and (e) NON-TEXAS-RESIDENT MEMBERS.

Section 2.

Any person or legal entity possessing all of the qualifications required by these articles of incorporation, and the bylaws of the corporation, who complies with all requirements thereinto appertaining, and is otherwise acceptable to the Board of Directors shall be eligible to become, and to annually renew membership in the corporation, except that Life Members shall be members for life. All such members shall be classified in one of the five classes designated above, according to their qualification therefore.

Section 3.

Classification of members in one of the five classes designated above shall be made by the Board of Directors according to the following qualifications:

(a) **MEMBERS** - Members shall be residents of the State of Texas, and be an active member in good-standing of the Texas Angus Association engaged in breeding registered Aberdeen-Angus cattle. A Texas resident must reside in an owned home or rent in any county in Texas over a 12-month period, and must receive mail at that address.

(b) **LIFE MEMBERS** - Life Members shall possess all of the qualifications stated in (a) above for members, and have paid a one-time dues payment in such amount as prescribed by the Board of Directors, the full amount of which one-time dues payment has been deposited in the name of the Association in an interest bearing account, in a depository designated by the Board of Directors, the principal of which account shall not be used or withdrawn except upon approval of the members entitled to vote thereon at any regular or special membership meeting. The earnings of such separate account shall be available to and may be used by the Association as part of its operating funds.

(c) **ASSOCIATE MEMBERS** - Associate Members shall be residents of the State of Texas (Texas resident definition in 3a) who are interested in Aberdeen-Angus cattle but are not seed stock breeders.

(d) **JUNIOR MEMBERS** - Junior Members shall be residents of the State of Texas (Texas resident definition in 3a), under the age of twenty-one (21) years, who are active F.F.A. or 4-H Club members, and who are interested in Aberdeen-Angus cattle, either registered or commercial.

(e) **NON-TEXAS-RESIDENT MEMBERS** - Non-Texas-Resident Members are breeders or a person of legal entity otherwise interested in Aberdeen-Angus cattle who are non-residents of the State of Texas (Texas resident definition in 3a).

Section 4.

Each member of the classes designated as Members, Life Members and Associate Members shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of members, but members of the class designated as Non-Texas-Resident Members and Junior Members shall not have any vote. Cumulative voting is prohibited.

Section 5.

Other rights and privileges of members of each class, not inconsistent with law or these articles of incorporation, may be prescribed in the bylaws of the corporation.

ARTICLE IX. AMENDMENTS.

The power to make, adopt, alter, amend and repeal bylaws, not inconsistent with the law of this State or these articles of incorporation, for the administration and regulation of the affairs of the corporation is hereby delegated to the Board of Directors.

ARTICLE X. BOARD OF DIRECTORS.

Section 1.

Until otherwise prescribed in the bylaws, the affairs of the corporation shall be managed by a Board of Directors consisting of sixteen (16) members, which number includes the President, the First Vice-President, the Second Vice-President, and the Secretary / Treasurer each of who are ex-officio members thereof.

Section 2.

Only natural persons twenty-one (21) years of age or older, who are members of one of the classes designated elsewhere in these Articles of Incorporation as Members, Life Members or Associate Members shall be eligible to election, appointment, or to serve as a director of the Corporation. Directors shall also possess such other qualifications, if any, that may be required by the bylaws, not inconsistent with the law of this State, or these Articles of Incorporation.

Section 3.

Terms of office, method of election or appointment, and the numbers of directors shall be prescribed in the bylaws of the corporation, provided however, that any director may be removed, with or without cause and with or without notice, by the members entitled to vote thereon at any regular or special membership meeting.

Section 4.

The Board of Directors shall have no power to delegate any of the authority of the Board of Directors in the management of the corporation to any regular or standing committee or committees; provided, however, that the Board of Directors may ~~be resolution to~~ adopted by a majority of the directors in office delegates, subject to the limitations imposed by Article 1396-

2.18 of the Texas Non-Profit Corporation Act and any other applicable law of this State, a specific duty for a limited period of time to be stated in such resolution to a special committee of four or more persons (a majority of whom shall be directors) to be named in such resolution.

Section 5.

The names of the persons who are presently serving as directors of the corporation will be listed in the office of the Texas Angus Association.

ARTICLE XI. OFFICERS.

Section 1.

The officers of the corporation shall consist of a President; a First Vice-President, who shall automatically succeed to the office of the President upon the completion of the two-year term of or upon the disability, resignation or removal of the President; a Second Vice-President, who shall automatically succeed to the office of the First Vice-President upon the completion of the term of or upon the disability, resignation or removal of the First Vice-President; a Secretary / Treasurer; and such other officers and assistant officers as may be deemed necessary by the Board of Directors.

Section 2.

The Second Vice-President shall be elected every two-years during the last board meeting of the calendar year by the Board of Directors entitled to vote thereon. The Second Vice-President will join the President, the First Vice-President and the Secretary / Treasurer to make up the Executive Committee. The office of the Secretary / Treasurer shall be filled by the Executive Committee and the in-coming President, and shall serve as Secretary / Treasurer at a minimum one-year or the remaining period of their Board of Director's term. No person shall be eligible to serve as President or First Vice-President or as Second Vice-President or as Secretary / Treasurer who does not have and continuously maintain the qualifications required of directors. Any of these four officers may be removed from office at any time, with or without cause and with or without notice, by the Board of Directors at any regular or special meeting.

Section 3.

The Secretary / Treasurer and such other officers and assistant officers as the Board of Directors may from time to time deem necessary (none of whom may serve as a director at the same time) shall be appointed annually by the Board of Directors to serve for the term remaining, provided that any such officer may be removed from office at any time with or without cause and with or without notice, by the Board of Directors at any regular or special meeting of the Board of Directors, but any such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 4.

Unless otherwise provided in the bylaws, the President shall be the chief administrative officer of the corporation.

ARTICLE XII. REGISTERED OFFICE.

Section 1.

The street address of the registered office of the corporation is 131 East Exchange Street, Suite 116, Fort Worth, Texas 76164. Such registered office may be, but need not be the same as the principal office of the corporation.