

# Articles of Incorporation

## of the

# National Grain and Feed Association

We, the undersigned, being natural persons of the age of twenty-one years or more, and citizens of the United States, for the purpose of forming a corporation under "The General Not for Profit Corporation Act" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

### Article I.

The name of the corporation is:  
**National Grain and Feed Association**

### Article II.

The period of duration of the corporation is perpetual.

### Article III.

The address of its initial registered office in the State of Missouri is 100 Merchants Exchange Building, 111 Memorial Drive, St. Louis 2, Missouri; and the name of its initial registered agent at such address is John C. Bowden.

### Article IV.

The number of persons constituting the Board of Directors shall be fixed by the by laws of this corporation. The first Board of Directors, however, shall be three (3) in number, and the names and addresses of the persons constituting the first Board of Directors are as follows:

**Edward S. Deibel**  
8 Middlebrook, Creve Coeur, Mo.

**Norvell D. Seele**  
No. 2 St. Thomas Court, Florissant, Mo.

**Benjamin M. Schulein, Sr.,**  
4525 Lindell, St. Louis, Mo.

The number of directors to be elected and appointed after the first Board of Directors, and the manner of their appointment shall be fixed by the bylaws of this corporation as aforesaid, and the determination thereof shall not require any amendment to these Articles of Incorporation, it being the intention of the parties that the bylaws to be adopted rather than these Articles of Incorporation shall, after the first Board of Directors, govern both the number of directors and the manner of their election and appointment to the said Board of Directors.

*(published 4/03)*

### Article V.

The purpose or purposes for which this corporation is organized are:

To advance and protect the common interests of the members of this corporation (and those who will become members) engaged in the grain and feed business, and all businesses incident thereto or associated therewith.

To formulate rules for the transaction of business between such persons or firms, and in the grain and feed trade generally, and for the improvement of marketing procedures in the industry.

To promote friendly relations among those engaged in the grain and feed business and businesses incidental thereto or associated therewith in the United States of America, and such other countries as may be determined from time to time by the Board of Directors of this corporation, and all such other and additional purposes incident to the foregoing or concomitant therewith; and in connection with all of the said foregoing purposes, to arbitrate or cause to be arbitrated, in such manner as may be determined by the bylaws, rules and regulations to be adopted or approved by the Board of Directors or the Executive Board of this corporation, or the membership of this corporation, or any of them, from time to time, any and all disputes arising in said grain and feed industry and businesses incidental thereto or associated therewith.

To print, publish and distribute, by mail or otherwise, such publications as may be desirable or expedient to accomplish, enhance or enforce any and all of the foregoing purposes and any and all purposes incident thereto or concomitant therewith.

To from time to time employ such persons and persons as may be deemed desirable or expedient to carry out any and all of the purposes for which this corporation is organized, and to pay such compensation to such person so employed as may be expedient.

To do and perform any and all acts incidental to carrying out the purposes for which this corporation is formed and to do and perform all and everything necessary, suitable, proper or expedient for the accomplishment of any and all of said purposes

# Articles of Incorporation

enumerated herein or incidental thereto, both in the United States and in foreign countries, either alone or in association with other corporations, firms or individuals, and in connection therewith, to make and execute such contracts as may be necessary therefor, and to do every act or acts, thing or things, incidental or appertaining to, growing out of, or connected with the aforesaid purposes, and any of them or any part thereof.

To borrow money, make and execute promissory notes, bills of exchange, credit acceptances, and other obligations and evidences of indebtedness, of all kinds, whenever necessary, without limitation as to amount, either with or without security and, whenever requisite, to give security for such moneys so borrowed.

## Article VI.

The corporation shall have all the powers now and hereafter granted to corporations organized under "The General Not for Profit Corporation Act" of the State of Missouri, without limitation, and in addition thereto, the following powers:

(a) To provide by its bylaws:

1. For the mode, manner and procedures of electing or appointing each of the officers to the offices provided for in the bylaws to be adopted.

2. For the number of directors, and for the mode, manner and procedure of electing the directors of the corporation, and for the appointing persons as directors to the Board of Directors of this corporation, it being intended that some directors shall be elected by the membership and other directors shall be appointed or designated by a class or classes of the membership, by the Board of Directors, or by the Chairman of the corporation.

3. When not inconsistent with the law of Missouri, to provide that directors may vote at any and all valid meetings either in person or by mail, and the manner and mode thereof.

4. That members may vote at all valid meetings of the membership, either by proxy or by mail, or either of them, and the manner and mode thereof.

5. For the subdivision into various classes of the several classes of members hereinafter provided for and to authorize by said bylaws the Board of Directors or the Executive Committee, or either of them, or such other committee as may be designated to make such subdivision, and to provide for the rights and

privileges, duties, obligations of each of such members in each of said classes or sub-classes.

6. For the dues to be paid by each member in each class or subclass of membership, or authorize the Board of Directors or the Executive Committee to, from time to time, fix and determine the dues to be paid by said members in each class and subclass.

7. (a) For the length of time a director or class of directors shall hold office.

(b) To make and publish trade rules governing transactions in grain, trade rules governing transactions in feed, and trade rules governing transactions in any other commodity in which its membership may be interested; to make and publish arbitration rules; and to arbitrate, disputes between its members and nonmembers, or both; and to from time to time repeal, change or modify said rules, and enact new rules in lieu thereof; to make and publish such rules and regulations as may be necessary or expedient to enforce the same, including but without limitation, the right to expel any member violating said rules or any part thereof. All of such aforesaid rules and regulations shall be enacted by the Board of Directors of this corporation, the Executive Committee of this corporation, or the members of this corporation, as may, from time to time, be determined by the bylaws of this corporation.

(c) To provide by its bylaws or by resolution of the membership, or of the Board of Directors, for the appointment by the Chairman or by the Board of Directors, of an Executive Board or an Executive Committee and such other boards and committees as may be deemed prudent or expedient, and to further provide, in and by the same mode and manner, for the vesting and delegation of powers in and to said board or committees, and any and all of them, and without limitation to vest in the Executive Board or Committee, as and when appointed, the full power and authority to act for and in behalf of the corporation, and to administer and conduct its affairs and business, including the enforcement of any rule or regulation validly adopted, and to do and perform all acts and things which the Board of Directors shall authorize to be done, the doing of which said acts and things are not, by the bylaws, rules and regulations of the corporation, or by these Articles of Incorporation required to be done by the Board of Directors.

(d) To have and exercise such other and further powers as to the Board of Directors may seem necessary or expedient to accomplish the purposes for which this corporation is formed. (As used in

# Articles of Incorporation

these Articles of Incorporation, the terms "Executive Board" and "Executive Committee", are used interchangeably).

## Article VII.

The membership of this corporation may consist of one or more classes. Classes of membership, the qualification and rights of each class shall be determined in the bylaws.

## Article VIII.

The officers to be elected by the members at an annual meeting, and the officers to be designated by the Board of Directors, or by the Executive Committee, or by the Chairman, shall be determined by the bylaws, it being intended as aforesaid, that the election and appointment of officers to occupy the several offices designated by the bylaws, or by the law of the State of Missouri, shall be either elected or appointed, as may be provided for by the bylaws.

## Article IX.

All members and classes of members now in good standing of a certain voluntary association now in existence, and known as The National Grain and Feed Association, shall, upon the payment of

dues as fixed by the Board of Directors of this corporation for the respective class and subclasses thereof, or if not so fixed by the Board of Directors, then by the Executive Committee as and when appointed, become members (of the same class of this corporation), all with the same force and effect as though a voluntary application for such membership had been filed with this corporation and approved by the Board of Directors thereof, provided however, that:

(a) Such persons, firms or corporations so becoming members as aforesaid shall, in all respects, be bound by these Articles of Incorporation and bylaws, rules, regulations and resolutions from time to time enacted or adopted by the Board of Directors, Executive Committee and membership of this corporation, and

(b) That their initial dues to this corporation, as hereinabove provided, shall be paid within ninety (90) days from the time when said dues have been fixed as aforesaid, and the members notified thereof.

**In witness whereof**, we have hereunto set our hands this 28th day of August, 1956.

/s/ Edward S. Deibel

/s/ Norvell D. Seele

/s/ Benjamin M. Schulein, Sr.