

ARTICLES OF AMENDMENT TO THE CHARTER OF
AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC.

The undersigned non-profit corporation, for the purpose of amending its Articles of Incorporation, and in accordance with the provisions of Chapter 22-28 of the Georgia Non-Profit Corporation Code, hereby sets forth:

ARTICLE I

The name of the corporation is AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC.

ARTICLE II

At a regularly convened annual meeting of the members of the corporation held on July 16, 1979, the following amendments to the Articles of Incorporation were adopted:

RESOLVED that Article 1 of the Articles of Incorporation be amended to change the name and style of the corporation to AMERICAN PEANUT RESEARCH AND EDUCATION SOCIETY, INC.

FURTHER RESOLVED that Article 2 of the Articles of Incorporation be amended to reflect the object and purpose of the corporation to be as follows:

(a) To instruct and educate the public on the properties, production and use of the peanut through the organization and promotion of public discussion groups, forums, lectures, and other programs or presentations to the interested public.

(b) To promote scientific research on the properties, production, and use of the peanut by providing forums, treatises, magazines, and other forms of educational material for the publication of scientific information and research papers on the peanut and the dissemination of such information to the interested public.

(c) This corporation is organized and shall be operated exclusively for educational and scientific purposes, and not for profit. This corporation shall engage in no activity prohibited for organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. No part of the earnings of this corporation or the funds contributed by any person or corporation shall inure to the benefit of any officer or director of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affect-

ing one or more of its purposes. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no officer or director of the corporation or any private individual shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be transferred to an organization whose purposes are similar to those of this organization or to some other educational, scientific organization as shall be selected by the Board of Directors, provided such organization is exempt from Federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. No substantial part of the activities of the corporation shall be carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

FURTHER RESOLVED that the Articles of Incorporation be amended by adding a new Article 8 as follows:

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The By-Laws of the corporation may be amended consistent with the provisions of these Articles of Incorporation by a two-thirds vote of all eligible voting members present at any regular business meeting provided such amendments shall be submitted in writing to each member of the Board of Directors at least thirty days before the meeting at which the action is to be taken.

The By-Laws or amendments to the By-Laws shall take effect immediately upon their adoption, except that the Board of Directors may establish a transition schedule when it considers that the changes may best be effected over a period of time. The amendments and transition schedules, if any, shall be published in the "Proceedings of APRES".

ARTICLE III

The corporation has members with voting rights. A quorum was present at the meeting held on the above date consisting of sixty-three (63) members each entitled to one (1) vote. The amendment was adopted by a vote of fifty-two (52) in favor of adoption and five (5) opposed to adoption.

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 20th day of November, 1979.

AMERICAN PEANUT RESEARCH AND EDUCATION ASSOCIATION, INC.

By: James S. Kirby
President
By: Donald N. Smith
Secretary

STATE OF Oklahoma :
COUNTY OF LeFlore :

This is to certify that on this the 20th day of November, 1979, personally appeared before me James Kirby, President, who, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

Deja Lee Hautman
Notary Public

My Commission expires: April 11, 1983

STATE OF Texas :
COUNTY OF Lavaca :

This is to certify that on this the 23 day of November, 1979, personally appeared before me Donald N. Smith, Secretary, who, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

Deanon Petrich
Notary Public

My Commission expires: Jan 1 1981