

OFFICE OF THE SECRETARY OF STATE



**RESTATED  
CERTIFICATE OF INCORPORATION**

*WHEREAS, the Restated Certificate of Incorporation of*

**OKLAHOMA STATE UNION OF THE FARMERS EDUCATIONAL  
AND CO-OPERATIVE UNION OF AMERICA, INC.**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



*Filed in the city of Oklahoma City this  
4th day of June, 2014.*

A handwritten signature in cursive script, appearing to read "Chris Benz", is written over a horizontal line.

*Secretary of State*



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AMENDED/RESTATED

ARTICLES OF INCORPORATION

OF

OKLAHOMA STATE UNION OF THE FARMERS EDUCATIONAL  
AND CO-OPERATIVE UNION OF AMERICA, INC.

TO: THE HONORABLE CHRIS BENGE  
SECRETARY OF STATE  
STATE OF OKLAHOMA  
Room 101, State Capitol Building  
Oklahoma City, Oklahoma 73105

This Restated Certificate of Incorporation of Oklahoma State Union of The Farmers Educational and Co-Operative Union of America, Inc., an Oklahoma non-profit corporation organized and existing under the laws of the State of Oklahoma (the "Corporation"), restates and integrates and does not further amend the provisions of the Corporation's Articles of Incorporation filed on February 15, 1984, as amended prior to the date of this filing.

ARTICLE ONE

The name of the Corporation shall be:

OKLAHOMA STATE UNION OF  
THE FARMERS EDUCATIONAL AND  
CO-OPERATIVE UNION OF AMERICA, INC.

ARTICLE TWO

The address of its registered office in the State of Oklahoma is 4400 Will Rogers Parkway, Oklahoma City, Oklahoma. The mailing address is P. O. Box 24000, Oklahoma City, Oklahoma, 73102-2813, and the name of its registered agent at such address is Paul Jackson.

ARTICLE THREE

The duration of the Corporation shall be perpetual provided, however, that in the event of the dissolution; the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation.

1. Pay the dissolution or liquidation expense.
2. The assets remaining shall be vested in trustees who shall be appointed by the State Board of the State Union. Trustees shall divide the residual assets and distribute them to the membership on the then determined percentage to the individual members based upon the indebtedness, if any, which might exist between an individual member and the Farmers Union at the time of said distribution.

## ARTICLE FOUR

This Corporation is organized exclusively for the following purposes:

1. To function as a general farm organization, establish and issue charters to Local and County Unions.
2. To foster, promote and conduct agricultural education, legislation and research which will encourage and protect the family farm and the families on the land.
3. To foster, promote and teach the concept of cooperation and the co-operative movement among farmers and ranchers.
4. To secure equity, establish justice and apply the Golden Rule.
5. To assist our members in buying and selling.
6. To secure and maintain profitable and uniform prices for farm products.
7. To strive for harmony and goodwill among all mankind, and brotherly love among ourselves; therefore be it remembered, that the Corporation (to be known as State Union) shall have a fraternal relationship with the National Union to stimulate interest in, to enhance and improve the agricultural way of life and betterment of conditions of those engaged in agricultural pursuits.
8. To encourage better methods of operation in improving efficiency and grade of products produced by persons engaged in agricultural pursuits.
9. To promote, foster and encourage the intelligent handling, processing and orderly marketing of Agricultural products for the mutual benefits of the members as Agricultural producers.

## ARTICLE FIVE

To accomplish the foregoing purposes, and for no other purpose, the organization shall have the power:

1. To adopt programs calculated to promote better conditions for its members.
2. To promote the general welfare of family type farmers and ranchers.
3. To publish and distribute literature.
4. To distribute and disseminate information to farm families and especially to its members for carrying out a program of education in cooperation and cooperative philosophy generally and engage in such activities in carrying out its declared purposes and, if possible and practical, in a way that will entitle it, operating for its members, to exemption from the payment of income taxes as such organization.
5. To hire or contract with such professional, technical and other persons or employees as may be necessary to carry out the purposes for which is Corporation is formed and to enter into such contracts or agreements with other corporations or organizations formed for similar or related purposes as may further or assist this Corporation in its authorized purposes.
6. The State Union, as agent for and on behalf of its members, may sue and be sued and service of process may be had on it, in said capacity, as provided by the law and shall act in such regard for the advancement of the interests of persons in agricultural pursuits and for protection of the property and assets of the said State Union and the preservation of principles for which the State Union is organized for which it stands.
7. To exercise any and all powers including, but not limited to, the borrowing of money and securing the same, the holding, administration, manufacture, purchase, leasing and disposition of property, the making of conveyances, assignments and contracts and the incurring

of obligations which may be necessary, incidental or convenient to the purposes and objects of this Corporation and which are not specifically prohibited by law.

8. All of the above named purposes and powers of the Corporation shall at all times be accomplished in conformance with all applicable Federal and State laws.

#### ARTICLE SIX

The number of Directors constituting the first Board of Directors, the name and address of each such Director, and the tenure in office of the first Directors as follows:

DIRECTOR	ADDRESS	TERMS OF OFFICE
Raymond Schiltz	Route 1 Box 234, Ponca City, OK 74601	One Year or Until Successor is Elected
Edward Preble	3822 Cedarbrook Court Norman, OK 73079	One Year or Until Successor is Elected
John F. Stermer	Rural Route 1, Box 8 Arapaho, OK 73620	One Year or Until Successor is Elected
Jene Mungle	Route 5 Atoka, OK 74525	One Year or Until Successor is Elected
John Ogden	P. O. Box 943 Muskogee, OK 74401	One Year or Until Successor is Elected
Loy Harold Hodges	Route 1 Fort Cobb, OK 73034	One Year or Until Successor is Elected
Ronal G. McMurtrey	Route 1 Cherokee, OK 73728	One Year or Until Successor is Elected

The business and affairs of the Corporation shall be under the control and management of a Board of Directors consisting of seven (7) members. No person shall be eligible to serve as a member of the Board of Directors of the Corporation who is not a member of the Corporation. In the event a person so elected as a member of the Board of Directors shall cease to be a member of the Corporation, that person shall cease to be a member of the Board of Directors of this Corporation. Notwithstanding the above, the Board of Directors shall at all times consist of a majority of Directors who are independent. To be considered independent for purposes of this Article Six, the Director and his/her "Family Member(s)" (defined as Director's spouse, parent, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home) may not, other than in the capacity as a member of the Board of Directors of the Company or committee of the Board, accept any consulting, advisory or other compensatory fee from the Company, be an affiliated person of the Company or subsidiary thereof since the first day of the year in which the "Director" files for office. A "Director" shall not be an "insurance producer or agent" (defined as a person required to be licensed under the laws of Oklahoma to

sell, solicit, or negotiate insurance) for AFRMIC its subsidiaries or affiliates while serving as a Director and shall not have been an "insurance producer or agent" for AFRMIC, its subsidiaries or affiliates at any time during the two (2) years prior to the date of his or her election as a Director of the Corporation.

The President may vote as if he is a Director for the limited purpose of breaking tie votes of the Board of Directors. Under no circumstance shall the President exercise more than one vote.

The Board of Directors shall be elected by statewide vote with (a) one independent Director elected from each of the four (4) districts defined in the map below ("District Directors"), and (b) three (3) Directors, who are not required to be independent, elected as At-Large Directors. Each district shall have a minimum of one (1) Director. No district may have more than two (2) Directors. Only individuals who are independent shall be elected as a district Director. At-Large Directors may be, but are not required to be independent.



Vacancies in the Board of Directors shall be filled by majority vote of the remaining members of the Board, and each person so elected shall serve for the unexpired term created by the vacancy. If a majority of the Board of Directors is not independent as required above in this Article Six, then, as necessary for the Board of Directors to be comprised of a majority of independent Directors and notwithstanding anything herein to the contrary, the Board of Directors by majority vote (excluding the Director proposed to be removed) shall remove any one or more non-independent Directors and replace each such removed Director with an independent Director who shall serve for the unexpired term created by the removal of each such non-independent Director.

## ARTICLE SEVEN

This Corporation is organized without capital stock. Each member of the Corporation shall have equal property rights and interests in the Corporation. Persons engaged in the production of Agricultural products may be admitted to membership upon satisfying the requirements set forth in the By-Laws.

The management, regulation, government, financing, indebtedness, membership, voting districts, election of delegation for representative purposes and operations of the Corporation

with respect to its members, officers, or directors shall be governed by the By-Laws of the Corporation, as adopted from time to time.

No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation that is not germane to the accomplishment of the purposes of the Organization and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) the political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under § 501(c) (5) of the Internal Revenue Code of 1954.

ARTICLE EIGHT

These Articles of Incorporation can be amended only by a resolution of the Board of Directors which resolution must be ratified by a super majority (2/3 vote) of the members of the Organization present or by proxy at a meeting called for said purpose, notice of such meeting to be given in compliance with Title 18, O.S. § 1067(B).

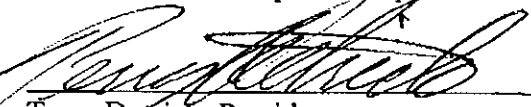
Amendments to the organization's By-Laws may be proposed by resolution from the County Union, Local Union or the Board of Directors, and filed with the Secretary not less than ninety (90) days preceding any special or annual meeting, which proposals are to be published or included in a mailed notice at least thirty (30) days prior to the meeting.

The President shall appoint a By-Laws Committee for the purpose of consideration of proposed changes and to make recommendations with regard to the proposed changes to the delegates at the Annual Meeting. Proposed amendments shall be presented to the Annual Meeting by the Chairperson of the By-Laws Committee and may be adopted and these By-Laws amended by a two-thirds (2/3) favorable vote of the delegates voting at the Annual Meeting.

County and Local Unions may adopt such By-Laws as do not conflict with the By-Laws of the National and State Union.

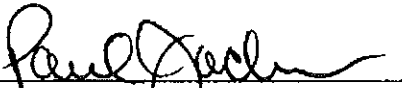
IN WITNESS WHEREOF, this Restated Certificate of Incorporation, having been duly adopted by the Board of Directors of the Corporation in accordance with Title 18, Section 1080 of the Oklahoma Statutes, and has been signed by its President and attested by its Secretary, this 21<sup>st</sup> day of February, 2014.

OKLAHOMA STATE UNION OF THE  
FARMERS EDUCATIONAL AND  
CO-OPERATIVE UNION OF AMERICA,  
INC., an Oklahoma non-profit corporation

By:   
Terry Detrick, President

ATTEST:

OKLAHOMA STATE UNION OF THE  
FARMERS EDUCATIONAL AND  
CO-OPERATIVE UNION OF  
AMERICA, INC., an Oklahoma  
non-profit corporation

By:   
Paul Jackson, Secretary

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