

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**CEREALS & GRAINS ASSOCIATION**

Pursuant to Minnesota Statutes Chapter 317A, the following Restated Articles of Incorporation have been properly adopted on recommendation by the Board of Directors by the voting members of the corporation to supersede the original Articles of Incorporation and all amendments thereto.

**ARTICLE I**

**NAME/REGISTERED OFFICE**

The name of this corporation shall be: Cereals & Grains Association. The address of the registered office of this corporation prior to this Restatement remains and shall be (until later changed per annual registration filing with the Minnesota Secretary of State, or by later amendment of these Articles): 3340 Pilot Knob Rd, Eagan, MN 55121.

**ARTICLE II**

**PURPOSE(S)**

This corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

In furtherance of the preceding paragraph's dedication to Code Section 501(c)(3) purposes, the corporation shall be operated for and with the following specific purpose(s) and dedication:

1. To engage in those activities that will advance and encourage scientific and technical research on cereal grains and related materials, and on their processing utilization;
2. To assist in the study of analytical methods used in cereal chemistry/science and in the development and adoption of uniform (or standard) methods of examination and analysis;
3. To provide a means of bringing such scientific information together, reviewing and organizing it on the basis of scientific merit, and making it available, through technical conferences and such publications as best serve the purpose of doing so, to members as a part of the privileges enjoyed by such members, and to other interested scientists, scientific groups, institutions and the general public throughout the world;
4. To promote the spirit of scientific cooperation among all workers in the field of cereal knowledge.

**ARTICLE III**  
**LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (hereinafter, "the Code"), nor to any Director or officer of the corporation, nor to any other private persons, excepting solely any reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public (except as otherwise provided in subsection (h) of Section 501 of the Code), and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and
4. The corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

**ARTICLE IV**  
**VOTING MEMBERS / BOARD OF DIRECTORS**

The corporation shall have voting members to whom it is accountable and whose voting rights and powers are established by the corporation's Bylaws.

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

**ARTICLE V**  
**DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No voting member, member of the Board of Directors, or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall the property of those parties be subject to the payment of the debts or obligations of this corporation, except to the extent that federal or State law shall mandate individual party responsibility for tax obligations or trustee-impres funds.

**ARTICLE VI**  
**ACTION WITHOUT MEETING**

Any action that the Board of Directors could take at a duly called meeting of the Board, may be taken by a written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the board at which all Directors were present. The written action is effective when signed, or consented to by electronic communication, by the required number of Directors. All Directors must be notified of the text and effective date of any action approved hereunder.

**ARTICLE VII**  
**AMENDMENTS**

Aside from altering the registered office address of the corporation which may be done by the Board of Directors, these Articles of Incorporation may be amended by the voting members, upon proposal by the Board of Directors, upon a two-thirds (2/3rds) vote of the voting members.

**ARTICLE VIII**  
**DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, in accord with a plan of dissolution properly noticed to the Attorney General in accord with Minnesota Statutes section 317A.811 (as now enacted or hereafter amended) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall be or distributed to the federal government, or to a state or local government, for a public purpose.

The undersigned officer certifies both that she/he executes these Restated Articles of 3 pages for the purposes herein stated, and that by such execution, affirms the understanding that should any of the information in these Restated Articles be intentionally or knowingly misstated, she/he is subject to the penalties for perjury set forth in Minnesota Statutes section 609.48 as if this document had been executed under oath.

  
\_\_\_\_\_  
Officer

10/4/14  
\_\_\_\_\_  
Date



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*Steve Simon*

Steve Simon  
Secretary of State