



State of Missouri
John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

N01382505
Date Filed: 1/4/2024
John R. Ashcroft
Missouri Secretary of State

Articles of Amendment
for a Nonprofit Corporation
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is: Missouri Society of American Foresters N01382505
Name Charter Number

2. The amendment was adopted on 10/16/2023 and changed article(s) All Articles to state as follows:
month/day/year

See attached Amended and Restated Articles of Incorporation.

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): [ ]

4. If approval by members was required, check here and provide the following information: [x]

- A. Number of memberships outstanding: 139
B. Complete either C or D:
C. Number of votes for and against the amendments(s) by class was:

Table with 4 columns: Class, Number entitled to vote, Number voting for, Number voting against. Row 1: Member, 139, 48, 1

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Table with 2 columns: Class, Number Voting undisputed:

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: [ ]

(Please see next page)

Name and address to return filed document:
Name: Lindsey Wolfe
Address: 2 West Washington Street, Suite 400
City, State, and Zip Code: Greenville, S.C. 29601

ORI-01082024-0531 State of Missouri
No of Pages 6 Pages
Barcode
Amend/Restate - Non-Profit

6. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless a future date is otherwise indicated: \_\_\_\_\_  
(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:  
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

**Michael D. Bill                      Chair**

\_\_\_\_\_  
*Authorized signature of officer or chairman of the board                      Printed Name                      Title                      Date*

**Signature:** Michael Bill  
Michael Bill (Oct 17, 2023 11:47 CDT)  
**Email:** michael.bill@mdc.mo.gov

**MISSOURI SOCIETY OF AMERICAN FORESTERS**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The Missouri Society of American Foresters, a corporation organized and existing under and by virtue of the provisions of the Missouri Nonprofit Corporation Act (the "Act"), does hereby certify as follows:

1. The name of this corporation is the Missouri Society of American Foresters (the "Corporation").
2. The Corporation was originally incorporated pursuant to the provisions of the Act on March 3, 2014.
3. The Amended and Restated Articles of Incorporation, attached hereto as Exhibit A, require approval by the Corporation's voting members. The voting members of the Corporation have duly adopted resolutions, effective October 16, 2023, adopting and approving these Amended and Restated Articles of Incorporation in accordance with the provisions of the Act.
4. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as set forth on Exhibit A attached hereto and incorporated herein by this reference.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation on this 17 day of October, 2023.

**MISSOURI SOCIETY OF AMERICAN  
FORESTERS**

By: Michael Bill  
Michael Bill (Oct 17, 2023 11:12 CDT)

Michael Bill

Chair

**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF THE**  
**MISSOURI SOCIETY OF AMERICAN FORESTERS**

The Missouri Society of American Foresters (the "Corporation") hereby amends and restates its Articles of Incorporation originally filed on March 3, 2014. These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation and all amendments thereto. The Corporation continues itself as a nonprofit corporation under the Missouri Nonprofit Corporation Act (the "Act") and states and certifies as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation shall be:

**Missouri Society of American Foresters**

**ARTICLE II**  
**TYPE OF CORPORATION**

The Corporation is a **Public** Benefit Corporation.

**ARTICLE III**  
**DURATION**

The period of duration of the corporation is **Perpetual**.

**ARTICLE IV**  
**REGISTERED AGENT**

The name and street address of the Registered Agent and Registered Office in Missouri is:

**Name:** Paracorp Incorporated

**Address:** 222 E. Dunklin St., Suite 102, Jefferson City, MO 65101

**ARTICLE V**  
**MEMBERSHIP**

1. The Corporation shall have one member within the meaning of Section 355.066 of the Act. As of the date of filing of these Amended and Restated Articles of Incorporation, the sole member of the Corporation shall be the Society of American Foresters (National), a District of Columbia nonprofit corporation (the "Corporate Member" or "SAF"). The Corporate Member shall have those rights and powers specified in these Amended and Restated Articles of Incorporation and the Bylaws.
2. The Corporation will refer to persons other than the Corporate Member as members of the Corporation. Notwithstanding the Corporation's references to these other persons as members, they shall not be considered "members" for purposes of the Act and only the Corporate Member shall be a "member" within the meaning of Section 355.066 of the Act and other provisions of the Act.

**ARTICLE VI**  
**DISTRIBUTIONS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer any remaining assets to SAF, as long as SAF is active and in good standing as a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). If SAF is not active and in good standing, or declines the assets of the Corporation, then the Board of Directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine.

**ARTICLE VII**  
**PURPOSE**

The purposes of the Corporation shall be to advance sustainable management of forest resources through science, education, and technology, promoting professional excellence while ensuring the continued health, integrity, and use of forests to benefit society in perpetuity.

The Corporation is a charitable organization and shall be operated exclusively for such purposes and shall exercise those powers consistent therewith granted to non-profit corporations by the laws of Missouri, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Code or the corresponding provisions of any future United States Internal Revenue Code.

**ARTICLE VIII**  
**PROHIBITED ACTIVITIES**

Notwithstanding any other provisions of these articles, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Amended and Restated Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provisions of 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 Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

## CERTIFICATE OF AMENDMENT AND RESTATEMENT

WHEREAS,

*Missouri Society of American Foresters*  
*N01382505*

a corporation organized under the Missouri Nonprofit Corporation Law has delivered to me Articles of Amendment and Restatement of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment and Restatement of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended and restated in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this 4th day of January, 2024.

  
Secretary of State

