

**RESOLUTIONS ADOPTED BY THE VOTE OF THE MEMBERS
OF THE
MISSOURI SOCIETY OF AMERICAN FORESTERS**

A Missouri Nonprofit Corporation

As of October 16, 2023

The following resolutions (the “Resolutions”) are adopted by a vote of the members of the Missouri Society of American Foresters, a Missouri nonprofit corporation (“MOSAF”):

WHEREAS, MOSAF is a nonprofit corporation organized and existing under and by virtue of the Missouri Nonprofit Corporation Act (the “Act”);

WHEREAS, MOSAF was originally incorporated pursuant to the provisions of the Act on March 3, 2014, upon the proper filing of MOSAF’s original Articles of Incorporation;

WHEREAS, pursuant to Article 15 of the July 23, 2009 MOSAF Bylaws (the “MOSAF Bylaws”), amendments to the MOSAF Bylaws shall, *inter alia*, “require a two-thirds majority vote of the members voting”;

WHEREAS, the members of MOSAF, by a vote of at least two-thirds of the members voting, wish to adopt and approve Amended and Restated Articles of Incorporation pursuant to the provisions of the Act, with such Amended and Restated Articles of Incorporation superseding the existing articles and all amendments thereto;

WHEREAS, the members of MOSAF, by a vote of at least two-thirds of the members voting, wish to authorize the Chair of MOSAF to execute Articles of Amendment, to be filed with the Missouri Secretary of State along with the Amended and Restated Articles of Incorporation;

WHEREAS, the members of MOSAF, by a vote of at least two-thirds of the members voting, wish to name Society of American Foresters (National), a District of Columbia nonprofit corporation, as the sole member of MOSAF;

WHEREAS, the members of MOSAF, by a vote of at least two-thirds of the members voting, wish to adopt and approve new bylaws (the “2023 MOSAF Bylaws”), with such 2023 MOSAF Bylaws superseding the existing bylaws and all amendments thereto;

WHEREAS, the members of MOSAF, by a vote of at least two-thirds of the members voting, wish to appoint the following individuals as the initial members of the MOSAF board of directors (the “Initial Directors”), with such Initial Directors serving in accordance with the provisions of the 2023 MOSAF Bylaws and until their successors shall have been duly appointed and qualified:

Michael D. Bill, Chair
Kristen E. Goodrich
Dr. John M. Kabrick
Angela George
David C. Vance

WHEREAS, the members of MOSAF, by a vote of at least two-thirds of the members voting, wish to name Paracorp Incorporated as the new statutory agent of MOSAF; and

WHEREAS, the members of MOSAF, by a vote of at least two-thirds of the members voting, wish to authorize the Chair of MOSAF to execute and file a Statement of Change of Registered Agent with the Missouri Secretary of State, so as to name Paracorp Incorporated as the new statutory agent of MOSAF.

NOW, THEREFORE, BE IT RESOLVED, that the members of MOSAF hereby ratify, approve, and consent to the adoption of the Amended and Restated Articles of Incorporation pursuant to the provisions of the Act, with such Amended and Restated Articles of Incorporation superseding the existing articles and all amendments thereto.

RESOLVED FURTHER, that the members of MOSAF hereby ratify, approve, and consent to the execution of the Articles of Amendment by the Chair of MOSAF, to be filed with the Missouri Secretary of State along with the Amended and Restated Articles of Incorporation.

RESOLVED FURTHER, that the members of MOSAF hereby ratify, approve, and consent to naming Society of American Foresters (National), a District of Columbia nonprofit corporation, as the Corporate Member of MOSAF. The Corporate Member shall be the sole member of MOSAF within the meaning of Section 355.066 of the Act. The Corporate Member shall have those rights and powers specified in the Amended and Restated Articles of Incorporation and MOSAF's bylaws. MOSAF will refer to persons other than the Corporate Member as members of MOSAF; however, notwithstanding MOSAF's references to these other persons as members, they shall not be considered "members" for the 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.

RESOLVED FURTHER, that the members of MOSAF hereby ratify, approve, and consent to the adoption of the 2023 MOSAF Bylaws, with such 2023 MOSAF Bylaws superseding the existing bylaws and all amendments thereto.

RESOLVED FURTHER, that the members of MOSAF hereby ratify, approve, and consent to the appointment of the above-named Initial Directors as the initial members of the MOSAF board of directors, with such Initial Directors serving in accordance with the provisions of the 2023 MOSAF Bylaws and until their successors shall have been duly appointed and qualified.

RESOLVED FURTHER, that the members of MOSAF hereby ratify, approve, and consent to naming Paracorp Incorporated as the new statutory agent of MOSAF.

RESOLVED FURTHER, that the members of MOSAF hereby ratify, approve, and consent to the execution of the Statement of Change of Registered Agent by the Chair of MOSAF, so as to name Paracorp Incorporated as the new statutory agent of MOSAF. The Chair of MOSAF shall file the Statement of Change of Registered Agent with the Missouri Secretary of State following execution.

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IN WITNESS WHEREOF, the undersigned hereby certifies the approval of a motion, by a vote at least two-thirds of the MOSAF members voting, to adopt the above Resolutions on this 16th day of October 2023.

Dated: 10/16/2023

Michael Bill

Name: Michael Bill
Position Within MOSAF: Chair

Signature: Michael Bill
Michael Bill (Oct 17, 2023 11:59 CDT)

Email: michael.bill@mdc.mo.gov






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Final Audit Report

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