

**RESOLUTIONS OF THE SOLE MEMBER
OF THE
MISSOURI SOCIETY OF AMERICAN FORESTERS**

A Missouri Nonprofit Corporation

As of October 16, 2023

The following resolutions (the “Resolutions”) are adopted by the sole member (the “Corporate Member”) 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, the Corporate Member of MOSAF wishes 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 Corporate Member of MOSAF wishes 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 Corporate Member of MOSAF wishes to name Society of American Foresters (National), a District of Columbia nonprofit corporation, as the sole member of MOSAF;

WHEREAS, the Corporate Member of MOSAF wishes 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 Corporate Member of MOSAF wishes 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 Corporate Member of MOSAF wishes to name Paracorp Incorporated as the new statutory agent of MOSAF; and

WHEREAS, the Corporate Member of MOSAF wishes 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 Corporate Member of MOSAF hereby ratifies, approves, and consents 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 Corporate Member of MOSAF hereby ratifies, approves, and consents 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 Corporate Member of MOSAF hereby ratifies, approves, and consents 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 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 Corporate Member of MOSAF hereby ratifies, approves, and consents 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 Corporate Member of MOSAF hereby ratifies, approves, and consents 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 Corporate Member of MOSAF hereby ratifies, approves, and consents to naming Paracorp Incorporated as the new statutory agent of MOSAF.

RESOLVED FURTHER, that the Corporate Member of MOSAF hereby ratifies, approves, and consents 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.

IN WITNESS WHEREOF, the undersigned has executed the above Resolutions, on behalf of the Corporate Member, effective as of the date first written above.

SOLE MEMBER

SOCIETY OF AMERICAN FORESTERS
(NATIONAL)

By: Terry Baker
Name: Terry Baker
Title: Chief Executive Officer