

**RESTATED ARTICLES OF INCORPORATION  
OF  
NATIONAL PLANT BOARD, INC.**

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These Restated Articles of Incorporation of National Plant Board, Inc. are adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, and supercede and take the place of the existing Articles of Incorporation of National Plant Board, Inc.

**ARTICLE 1  
NAME**

The name of the Corporation is National Plant Board, Inc., hereinafter referred to as the "Corporation."

**ARTICLE 2  
EXISTENCE**

The Corporation is domesticated as a nonprofit, nonstock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The period of the Corporation's existence is perpetual.

**ARTICLE 3  
PURPOSES**

3.1 The Corporation is organized and operated exclusively for agricultural and horticultural purposes under 501(c)(5) of the Internal Revenue Code (the "Code"), or corresponding section of any future federal tax code. The specific purposes shall include:

- (1) To provide national representation for the Eastern Plant Board, the Southern Plant Board, the Central Plant Board, and the Western Plant Board, and to receive, consider and implement to the extent possible, all regional plant board recommendations.
- (2) To foster effective and harmonized plant health programs; to act as an information clearinghouse on plant pest prevention and regulatory matters; to provide for a discussion of principles, policies and methods; and to make recommendations to the regional boards for the promotion of efficiency, harmony and uniformity in and among the states in the field of plant pest prevention and regulation.
- (3) To collaborate and communicate effectively with public and private agencies and organizations on plant health and plant pest regulatory issues which affect the states.
- (4) To protect agriculture, horticulture, forestry, and the environment on state, national and international levels.

3.2 The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with the status of a labor, agricultural or horticultural organization as defined in Section 501(c)(5) of the Code.

**ARTICLE 4**  
**POWERS**

The Corporation has all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided, however, that such powers may be exercised only to further the purposes stated in Article 3 above, and further provided that:

4.1 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 is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above;

4.2 The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; and,

4.3 Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(5) of the Code, or corresponding section of any future federal tax code.

4.4 The Bylaws of the Corporation may provide that the Corporation is authorized to make distributions under Section 181.1302(3) of the Wisconsin Statutes.

**ARTICLE 5**  
**MEMBERSHIP**

The Corporation shall have members. The qualifications, obligations, and privileges of membership shall be set forth in the bylaws of the Corporation.

**ARTICLE 6**  
**BOARD OF DIRECTORS**

The affairs of the Corporation will be managed by a board of directors, whose duties are set forth in the bylaws. The method of selecting directors of the Corporation is stated in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be fewer than three.

**ARTICLE 7**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

7.1 The mailing address of the principal office of the Corporation is:

c/o Impact Association Management  
5329 Fayette Avenue  
Madison, WI 53713

7.2 The name and address of the registered agent is:

Impact Association Management  
5329 Fayette Avenue  
Madison, WI 53713

**ARTICLE 8**  
**AMENDMENT**

These articles may be amended in the manner authorized by law at the time of the amendment.

**ARTICLE 9**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner and to such organization or organizations which are organized and operated exclusively for exempt purposes under section 501(c)(3) or section 501(c)(5) of the Code, or corresponding provisions of any subsequent federal tax laws, or to a State or a political subdivision of a State as defined in section 170(c)(1) of the Code.

**ARTICLE 10**  
**CERTIFICATION**

The undersigned officer of the Corporation certifies (a) that the foregoing Restated Articles of Incorporation of the Corporation contain one or more amendments to the Corporation's current Articles of Incorporation requiring approval of the Board of Directors and the members of the Corporation and (b) that said amendments were adopted by the Board of Directors on FEBRUARY 7, 2020, and by the members on May 12, 2020, in accordance with state law.

I execute these Restated Articles this 15<sup>th</sup> day of May, 2020.



Printed name: JULIE C. VAN METER  
Title: NATIONAL PLANT BOARD  
PRESIDENT

This instrument was drafted by:

Jessica Y. Harrison  
Scholz Nonprofit Law LLC  
612 West Main St., Suite 301  
Madison, WI 53703