

**AMENDED ARTICLES OF INCORPORATION OF
RANCHERS CATTLEMEN ACTION LEGAL FOUNDATION
RENAMED HEREIN
RANCHERS CATTLEMEN ACTION LEGAL FUND
UNITED STOCKGROWERS OF AMERICA
(R-CALF USA)
A NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I – NAME

The name of this corporation is the RANCHERS CATTLEMEN ACTION LEGAL FUND, UNITED STOCKGROWERS OF AMERICA (R-CALF USA).

ARTICLE II – TERM

The existence of this corporation shall be perpetual.

ARTICLE III – TYPE OF CORPORATION

This corporation is a public benefit corporation.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The Corporation’s principal office for the transaction of the business of the Corporation and the Corporation’s official registered office in the state of Montana shall be located in Yellowstone County, 115 South 18th Street, PAYS Exchange Building, Billings, Montana. The Board of Directors (hereinafter the Board) is granted full power and authority to change the location of said principal business office and official registered office in the state of Montana through amendment of these Bylaws, except that relocation of the principal office and official registered office within Yellowstone County, Montana shall not be deemed an, nor require, amendment of these Articles. The corporation’s registered agent is shall be the current Chief Executive Officer.

To facilitate administration of the Corporation, the Board may establish branch or subordinate offices and establish and maintain post office boxes at any place or places.

ARTICLE V – MEMBERS

The corporation shall have members. The bylaws shall establish all the procedures for admission of members, classes of members, and any differences in rights and obligations of members, except that the corporation shall be subject to the following limitations:

1. Membership in the corporation shall be voluntary and open to all individuals who own cattle in the United States. Associate memberships shall be available to all businesses.
2. Contributions and gifts received by the corporation shall only be availed of, and membership categories shall only be formed, for the principal purpose of furthering the corporation's exempt purpose, consistent with Internal Revenue Service Rev. Proc. 97-12.
3. Members shall have voting rights to elect directors and to set corporate policy as more fully set forth in the bylaws.
4. Associate members shall not be vested with voting rights.

ARTICLE VI - PURPOSE

The purpose for which the corporation is organized shall be to address the market interest of U.S. cattle producers with the primary purpose of addressing the threats posed to the domestic live cattle industry by unfair and illegal trade practices and imports. The corporation may address national and international issues which affect the profitability of U.S. cattle producers.¹ The corporation may do all and everything necessary, suitable and proper for the accomplishment of said purposes or the attainment or furtherance of any of the powers herein mentioned, either alone or in association with any other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the said purposes or powers, or any part or parts thereof, provided that the same be not inconsistent with its qualification as an organization described in Internal Revenue Code section 501(c)(6). The corporation shall not discriminate on the basis of race, color, national or ethnic origin, sex, or religion.

ARTICLE VII – PROHIBITIONS

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

¹ The preceding sentence was inserted into the by-laws as an amendment by an affirmative vote of two-thirds of the number of members then voting in 2005.

rendered and expenses incurred, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

The corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII – DIRECTORS

The Board of Directors shall consist of the immediate past president, and at least ten (10) persons representing ten (10) regions. Said regions shall be determined by the directors as set forth in the bylaws.

ARTICLE IX – QUORUM

A majority of the number of directors serving in office immediately before a Board meeting begins shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board, unless these Articles, the corporation’s bylaws, or a provision of law require the vote of a greater number of directors.

ARTICLE X – TERMS OF OFFICE AND DIRECTORS

The terms of office of the directors shall be as specified in the corporation’s bylaws, except that the terms of office of the directors shall always be three years except for the first set of directors, three of which shall serve one year terms, three-two year terms and three-three year terms.

The corporation’s bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.

ARTICLE XI – ELECTION OR APPOINTMENT OF DIRECTORS

The manner of election or appointment of the directors who will serve after the term of the initial directors expire shall be as specified in the corporation’s bylaws.

ARTICLE XII – COMPENSATION OF DIRECTORS

The directors shall serve without compensation in their capacity as directors, except that the corporation shall compensate or reimburse the directors for actual, reasonable and necessary expenses the directors incur in performance of their duties as directors.

Such expenses include, but are not limited to, travel, food and lodging expenses, mileage, and incidental expenses; provided however, that in no event shall a director be compensated or reimbursed for such expenses in an amount greater than actual expenses incurred while fulfilling the duties of the corporation.

ARTICLE XIII – NONSTOCK CORPORATION

The corporation is nonstock, and no dividend or pecuniary profits will be declared or paid to the corporation's directors, trustees, officers, employees, or other persons, except as provided in Article VII above.

ARTICLE XIV – OFFICERS

The corporation shall at all times have a President and Vice President of the Board. The President and Vice President shall be selected for two-year terms by the Board of Directors from their ranks. The Board of Directors shall select the officers, as provided by the corporation's bylaws. The Board of Directors may provide for and create additional officer positions, when doing so is in the best interest of the corporation.

ARTICLE XV – AMENDMENT

The articles or bylaws may be amended as set forth in the Corporate bylaws.

ARTICLE XVI – INTERNAL AFFAIRS AND ACTION BY THE BOARD

The organization and control of the internal affairs of the corporation shall be regulated by the Board of Directors who shall take all necessary or convenient actions to manage the affairs of the corporation and to implement policy as directed by the membership. The Board shall have the authority to pass interim policy by majority vote of the full Board.

ARTICLE XVII – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Internal Revenue Code Section 501(c)(6) or shall be

distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the County in which the principal business office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVIII – NO LIABILITY FOR INCORPORATOR, DIRECTORS, AND OFFICERS

The private property of the incorporator, directors, officers, and employees shall not be subject to the payment of the corporation’s debts, liabilities, or obligations to any extent.

ADOPTION AND EXECUTION OF AMENDED ARTICLES OF INCORPORATION

Ranchers Cattlemen Action Legal Fund renamed in the foregoing restated Articles of Incorporation the Ranchers Cattlemen Action Legal Fund, United Stockgrowers of America is a corporation of the State of Montana, whose registered office is located in Yellowstone County, 115 South 18th Street, PAYS Exchange Building, Billings, Montana, certifies pursuant to the provisions of M.C.A. 35-2-226 that:

1. A meeting of the Directors of the said corporation was called on July 13, 1999 for the purpose of restating and amending the Articles of Incorporation, and;
2. That no approval of amendments by members or any other person other than the Board of Directors is required, and
3. Therefore, the Board of Directors adopted by a vote of a majority of Directors in office the foregoing Restated Articles of Incorporation for said corporation.

These Amended Articles of Incorporation are executed by the President R. Max Thornsberry, in his capacity as the President of the Board of Directors meeting held on April 21, 2009. Executed by the undersigned on this _____ day of _____, 2009.

R. Max Thornsberry, President