

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN DEXTER CATTLE ASSOCIATION**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

American Dexter Cattle Association, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"CERTIFICATE OF INCORPORATION

OF

AMERICAN DEXTER CATTLE ASSOCIATION

FIRST

The name of this Corporation is AMERICAN DEXTER CATTLE ASSOCIATION.

SECOND

The registered office of the Corporation in the State of Delaware is located at One Commerce Center, 704 N. King Street, Suite 500, P.O. Box 1031, Wilmington, Delaware 19899, County of New Castle. The name its registered agent at such address is Global Corporate Services, Inc.

THIRD

The nature of the business and the purpose to be conducted and promoted by the Corporation are to encourage the breeding of high quality Dexter cattle, to maintain herd book and system of registry for registering such cattle, to assemble and disseminate information concerning the breed and, in general, to protect, improve, develop and promote the interests and standing thereof. In connection with the foregoing, the Corporation purposes shall include, without limitation: (i) recording and preserving the pedigrees of Dexter cattle while maintaining the integrity of the breed (including the establishment and maintenance of a registry); (ii) providing services for the members of the Corporation which enhance and encourage Dexter

cattle ownership; (iii) supporting breed research; (iv) disseminating information and advertising of the Dexter cattle breed; (v) providing and supervising means of classifying Dexter cattle; and (vi) encouraging the growth of memberships in the Corporation. The Corporation shall have the power to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware in furtherance of the foregoing.

FOURTH

A. The Corporation is organized as a non-profit corporation and shall have no authority to issue capital stock. No part of any revenue shall inure to the benefit of any member or individual.

B. The United States shall be divided into eleven regions (each a "Region" and collectively the "Regions"), each Region to have approximately the same number of members of the Corporation. The Regions are designated as follows: Region 1, Region 2, Region 3, Region 4, Region 6, Region 7, Region 8, Region 9, Region 10, Region 11 and Region 12. The Board of Directors of the Corporation (the "Board") may, by resolution, change the boundaries of the Regions in order to keep the number of members in each Region approximately the same. A statement setting forth the boundaries of each Region shall be kept at the principal office of the Corporation and shall be available, upon request, to any member of the Corporation.

There shall be eleven classes of memberships as follows: Region 1 Members, Region 2 Members, Region 3 Members, Region 4 Members, Region 6 Members, Region 7 Members, Region 8 Members, Region 9 Members, Region 10 Members, Region 11 Members and Region 12 Members. The class of membership a member shall be determined by the Region in which such member resides. Notwithstanding the preceding sentence, residents of Canada shall be deemed to reside in the Region that is geographically closest to such member's residence in Canada. In the event a member's residence changes to a different Region (whether because such member moves or as a result of a change of boundaries of the Regions as determined by the Board), such member's class of membership shall automatically be converted into the class of membership corresponding to the Region in which such member then resides.

C. Within each class of memberships, there shall be the following types of sub-members:

(i) Individual Members which shall have one vote per membership.

(ii) Family/~~Partnership/Corporation~~ Members which shall have ~~one vote per~~(a) one vote per membership if there is only one person over the age of 18 in such membership or (b) two votes per membership if there are two or more persons over the age of 18 in such membership.

(iii) Partnership/Corporation Members which shall have one vote per membership.

(iv) Junior Members which shall, to the fullest extent permitted by law, have no voting rights.

~~(iv)~~ Associate Members which shall, to the fullest extent permitted by law, have no voting rights.

~~(v)~~ vi Honorary Life Members which shall have one vote per membership. ~~(vi) Subscribers which shall, to the fullest extent permitted by law, have no voting rights.~~

The Individual Members, the Family/Partnership/Corporation Members and the Honorary Life Members are collectively referred to herein as the "Voting Members".

D. The conditions of membership shall be as stated in the bylaws of the Corporation.

E. The members of the Corporation shall have no voting rights except as set forth herein or as required by law. Except as otherwise provided herein or as required by law, with respect to any matter submitted to the members, members entitled vote thereon shall vote together as a single class. Notwithstanding the foregoing, in the event any Voting Member has failed to pay its membership dues at the time of notice of any meeting of members, such Voting Member shall not be entitled to vote at such meeting of members. Directors of the Corporation shall be elected as follows:

(i) The Voting Members who are Region 1 Members, voting separately as a class, shall be entitled to elect one director (the "Region 1 Director").

(ii) The Voting Members who are Region 2 Members, voting separately as a class, shall be entitled to elect one director (the "Region 2 Director").

(iii) The Voting Members who are Region 3 Members, voting separately as a class, shall be entitled to elect one director (the "Region 3 Director").

(iv) The Voting Members who are Region 4 Members, voting separately as a class, shall be entitled to elect one director (the "Region 4 Director").

(v) The Voting Members who are Region 6 Members, voting separately as a class, shall be entitled to elect one director (the "Region 6 Director").

(vi) The Voting Members who are Region 7 Members, voting separately as a class, shall be entitled to elect one director (the "Region 7 Director").

(vii) The Voting Members who are Region 8 Members, voting separately as a class, shall be entitled to elect one director (the "Region 8 Director").

(viii) The Voting Members who are Region 9 Members, voting separately as a class, shall be entitled to elect one director (the “Region 9 Director”).

(ix) The Voting Members who are Region 10 Members, voting separately as a class, shall be entitled to elect one director (the “Region 10 Director”).

(x) The Voting Members who are Region 11 Members, voting separately as a class, shall be entitled to elect one director (the “Region 11 Director”).

(xi) The Voting Members from the Region 12 Members, voting separately as a class, shall be entitled to elect one director (the “Region 12 Director”, and with the Region 1 Director, the Region 2 Director, the Region 3 Director, the Region 4 Director, the Region 6 Director, the Region 7 Director, the Region 8 Director, the Region 9 Director, the Region 10 Director and the Region 11 Director, the “Regional Directors”).

(xiii) All Voting Members, voting together as a single class, shall elect two directors (the “Directors-At-Large”).

F. Except to the extent required by the bylaws of the Corporation, election of directors need not be by ballot.

G. At all meetings of the members of the Corporation, the members who are present, in person or by proxy, and entitled to vote at the meeting shall constitute a quorum. All matters, other than the election of directors, shall be determined by a majority of the votes cast. Election of directors shall be determined by a plurality of the votes.

FIFTH

A. The business and affairs of the Corporation shall be managed by or under the Board which shall be the governing body of the Corporation. Subject to the provisions of Paragraphs E & F below, there shall be eleven Regional Directors, the two Directors-At Large, two Executive Officer Directors who shall be the President and the Vice President of the Corporation, and the Past President Director who shall be the immediate past President of the Corporation. The Regional Directors, the Directors-At-Large and the Past President Director shall each be entitled to one vote on all matters acted on by the Board. The Executive Officer Directors shall have no voting rights; provided, however, that in the event of a deadlock in any vote of the Board, then the President, in his or her capacity as an Executive Officer Director, or, in the President’s absence at such meeting of the Board, the Vice President, in his or her capacity as an Executive Officer Director, shall be entitled to cast one vote on such matter or matters on which the remaining directors are deadlock in order to break the deadlock. Notwithstanding anything herein to the contrary, the Executive Officer Directors shall not be entitled to vote on any matter or otherwise participate in any way in the election of the President or Vice President of the Corporation and shall have no right to attend any meeting (or portion thereof) of the Board at which the election of the President or Vice President is considered or discussed or cast any votes for purposes of breaking any deadlock as to the election of the President or Vice President.

B. Regional Directors shall be divided into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. Class I directors shall be comprised of the Region 9 Director, the Region 10 director and the Region 12 Director and shall initially serve until the elections of Regional Directors to be held in 2008; Class II directors shall be comprised of the Region 1 Director, the Region 2 Director, the Region 4 Director and the Region 11 Director and shall initially serve until the elections of Regional Directors to be held in 2009; and Class III directors shall be comprised of the Region 3 Director, the Region 6 Director, the Region 7 Director and the Region 8 Director and shall initially serve until the elections of Regional Directors to be held in 2010. Directors of each class the term of which shall then expire shall be elected to hold office for a three-year term and until the election and qualification of their respective successors in office. No person may be elected as a Regional Director for more than two successive terms. If a person is elected or appointed as a Regional Director to serve a partial term, then such person shall be eligible to be elected for two full successive terms.

C. In order to qualify to serve as a Regional Director, a person must (i) be a Dexter breeder ~~of Dexter~~with cattle actively registered with the Corporation; (ii) be a member in good standing of the Corporation for at least three years; (iii) reside in the Region corresponding to the directorship of the Region to which such person is seeking to be elected; and (iv) cannot hold a current membership in any other U.S. Dexter Registry. If there is no person who is qualified to serve because no person who is willing to serve as a Regional Director has been a member of the Corporation for three years, such qualification may be waived by the members voting for the election of such Regional Director; ~~and (iv) cannot hold a current membership in any other U.S. Dexter Registry~~.

D. Regional Directors shall be elected as follows:

(i) A meeting of Region 1 Members shall be held at a place located in Region 1 every third year for the purpose of electing the Region 1 Director.

(ii) A meeting of Region 2 Members shall be held at a place located in Region 2 every third year for the purpose of electing the Region 2 Director.

(iii) A meeting of Region 3 Members shall be held at a place located in Region 3 every third year for the purpose of electing the Region 3 Director.

(iv) A meeting of Region 4 Members shall be held at a place located in Region 4 every third year for the purpose of electing the Region 4 Director.

(v) A meeting of Region 6 Members shall be held at a place located in Region 6 every third year for the purpose of electing the Region 6 Director.

(vi) A meeting of Region 7 Members shall be held at a place located in Region 7 every third year for the purpose of electing the Region ~~8~~7 Director.

(vii) A meeting of Region 8 Members shall be held at a place located in Region 8 every third year for the purpose of electing the Region 8 Director.

(vii) A meeting of Region 9 Members shall be held at a place located in Region 9 every third year for the purpose of electing the Region 9 Director.

(ix) A meeting of Region 10 Members shall be held at a place located in Region 10 every third year for the purpose of electing the Region 10 Director.

(x) A meeting of Region 11 Members shall be held at a place located in Region 11 every third year for the purpose of electing the Region 11 Director.

(xi) A meeting of Region 12 Members shall be held at a place located in Region 12 every third year for the purpose of electing the Region 12 Director.

E. The Directors-At-Large shall not be classified and shall be elected at each annual meeting of members for a term that shall commence upon such election and which shall expire after completion of the first meeting of the Board held after the annual meeting of members at which the Directors-At-Large were elected. The total number of directors of the corporation shall automatically be increased by two immediately prior to the annual meeting of members at which such Directors-At-Large are elected and shall automatically be decreased by two upon completion of the first meeting of the Board after the annual meeting of members at which such Directors-At-Large were elected. In order to qualify to serve as a Director-At-Large, a person must be a member of the Corporation and must be present at the meeting of members at which he or she is to be elected, must be a Dexter breeder with cattle actively registered with the Corporation, and cannot hold a current membership in any other U.S. Dexter Registry.

F. The Executive Officer Directors and the Past President Director shall not be classified. The terms of the Executive Officer Directors shall correspond to their terms as President and Vice President, respectively. The term of the Past President Director shall continue until there is a successor duly qualified (*i.e.*, a new immediate past President) or until his or her earlier death, removal or disqualification. If the President or Vice President is removed from office or for any other reason is no longer serving as President or Vice President, such person shall no longer be qualified to serve as an Executive Officer Director and shall automatically cease to be an Executive Officer Director and such directorship shall remain vacant until such time as the Board elects a new President or Vice President, as applicable. In the event a President fails to hold office until his or her successor is elected, whether such failure to complete his or her term is a result of removal from office or otherwise, such person shall not be deemed to be the "immediate past President" and such person shall therefore not qualify to be the Past President Director. In such a case, the term of the then Past President Director shall continue until there is an "immediate past President" that qualifies to become the Past President Director. In the event that the Past President Director resigns, ceases to qualify as the Past President Director, or is otherwise unable to serve, then upon the vacancy of such directorship, the number of directors constituting the whole board shall automatically be reduced by 1 and there shall not be a Past President Director until such time as there is again a person who so qualifies to serve as the Past President Director. At such time as there is again a person who qualifies to serve as the Past President Director, the number of directors constituting the whole board shall automatically increase by 1 and the directorship of Past President Director shall be restored. In the event the person serving as the Past President Director is elected as a Regional

Director, then the Past President Director shall cease to qualify to be the Past President Director and shall automatically cease to be the Past President Director and the provisions of the preceding two sentences shall govern.

G. At all meetings of the Board, the directors entitled to cast one third of the votes of the whole Board shall constitute a quorum for the transaction of business. For purposes of determining a quorum, the Executive Officer Directors shall be deemed not to be entitled to cast any votes. Except in cases in which the Certificate of Incorporation, the bylaws or applicable law otherwise provides, a majority of the votes entitled to be cast by the directors present at a meeting at which a quorum is present shall be the act of the Board.

H. The Board can remove any Regional Director who fails to perform any duties listed in the bylaws or in the ~~Rules and Regulation~~[Official Standard Operating Procedures](#) of the Corporation and whose conduct is prejudicial to the Corporation. Removal will require the affirmative vote of two-thirds of the directors having voting power. On report to the Board of a charge against a director which may result in removal, the charges shall be given in writing to the Board and the director charged shall be given fifteen days notice in writing of the meeting to determine whether to remove such director and such director charged shall be given the opportunity to be heard. An interim Regional Director will be appointed by the Board of Directors or elected at a special meeting of members entitled to elect such Regional Director.

I. In the case of any vacancy in any Regional Director directorship or any Director-At-Large directorship, such vacancy may be filled by a majority of the remaining members of the Board of Directors entitled to vote, although such majority is less than a quorum. Any person selected to fill a vacancy in any Regional Director directorship shall serve only until the next annual meeting of members. At such next annual meeting, the Voting Members entitled to elect such Regional Director shall elect a person to serve as such Regional Director and such person shall serve as such Regional Director for the remaining portion of the term of that class of directorship or until his or her successor is elected and qualified. Any person selected to fill a vacancy in any Director-At-Large directorship shall hold office until the expiration of the term of office of the director whom he or she has replaced or until his or her successor is elected and qualified.

SIXTH

The name and mailing address of the incorporator is:

John Hays
260 California Street
San Francisco, California 94111

SEVENTH:

In the event of dissolution of the corporation, none of the assets shall be distributed to any officer, director or member. After payment of all debts, any remaining assets shall be given to charitable or other non-profit organizations to be selected by the Board.

EIGHTH

A director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH

The Board shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the bylaws of the corporation.

* * *

2. The foregoing amendments were duly adopted in accordance with the provisions of Section 242(b)(3) of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, American Dexter Cattle Association has caused this Certificate of Amendment to be executed by its duly authorized officer on this ____ day of June,

~~2008~~.2009.

AMERICAN DEXTER CATTLE ASSOCIATION

By: _____
Name:
Office:

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