

**RESTATED ARTICLES OF INCORPORATION  
OF  
HIGH PLAINS WEED MANAGEMENT ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, citizens of the United States, do hereby associate ourselves together for the purpose of forming and becoming a Non-Profit Corporation, for educational and research purposes, for charitable purposes, and for public benefit, under the laws of the State of Nebraska, and in accordance with Section 21-1931 through 21-1936 of the Nebraska Non Profit Corporations Act. The undersigned corporation adopts the following Articles of Incorporation.

Article I.

The name of this corporation shall be High Plains Weed Management Association. This is a public benefit corporation, with members.

Article II.

The name of the initial resident agent of the Corporation, a corporate resident of the State of Nebraska, whose business address is 1517 Broadway Suite 101, Scottsbluff, NE 69361, is Jeff Schledewitz.

Article III.

The purpose for which the Corporation is organized shall be exclusively charitable, educational and cultural within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The general nature of the corporation shall be to engage in education and research aimed at establishment of an integrated pest weed management system.

High Plains Weed Management Association serves as a cornerstone to build and maintain partnerships between the many cooperators in noxious weed control and education. With this collaborative effort a more efficient and successful approach to noxious weed control and awareness is achieved.

High Plains Weed Management Association's many Integrated Pest Management (IPM) hands-on workshops allow networking among researchers, educators, professionals, land managers and other entities, who then share the ever changing research and technological discoveries. The efforts in pooling of funds and resources from contributors will result in a compounding of investments and rewards.

#### Article IV.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

#### Article V.

Section 5.01 Style of Governing Board. The members of the governing board of the Corporation shall be styled Directors.

Section 5.02 Initial Board of Directors. The initial Board of Directors shall consist of seven (7) members, as long as they hold office as such, such persons as may from time to time be elected to membership by the Board of Directors and such other persons as are provided in the By-Laws.

Section 5.03 The number of Directors of the Corporation may be increased or decreased from time to time as shall be provided in the By-laws of the corporation.

#### Article VI.

The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

#### Article VII.

Members of this corporation shall not be liable either severally or jointly for any of the debts or obligations of this corporation, and the private property of its members shall be forever exempt from corporate debts.

#### Article VIII.

The period of duration of High Plains Weed Management Association will be perpetual. In the event of dissolution, following payment of all corporate debts, the remaining assets shall be dispersed to reputable 501 (c)(3) organizations, to be determined by the existing Board of Directors.

Article IX.

The principle contact person and mailing address for High Plains Weed Management Association correspondence shall be Jeff Schledewitz, 1517 Broadway Suite 101, Scottsbluff, NE 69361. The current HPWMA President and contact person is Jeff Schledewitz, Scotts Bluff County Weed Control, 785 Rundell Road, Gering, NE 69341.

Article X.

These Articles of Incorporation may be amended at any annual meeting of the members of the corporation or at any special meeting called for that purpose by the affirmative vote of two-thirds (2/3) of the members present at such meeting provided that notice of any proposed amendments shall be included in the notice calling such annual or special meeting.

This Restated Articles of Incorporation was approved by unanimous vote of the Board of Directors at a duly called meeting held at the principal place of business of the corporation on April 11, 2008, with a quorum of the directors present.

Dated: April 11, 2008

High Plains Weed Management Association

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Jeff Schledewitz, President