

ARTICLES OF INCORPORATION  
OF  
ST. LOUIS AGRI-BUSINESS CLUB, INC.  
(A MISSOURI NONPROFIT CORPORATION)

Rebecca McDowell Cook  
Secretary of State  
State of Missouri  
P.O. Box 778  
Jefferson City, Missouri 65102

I, the undersigned,

Nicholas A. Mirkay III  
One Mercantile Center  
Suite 3300  
St. Louis, Missouri 63101

being one or more natural person(s) of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "Missouri Nonprofit Corporation Act," Chapter 355 of the Revised Statutes of Missouri, 1994, as amended, and any successor provision thereto (the "Act"), do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is ST. LOUIS AGRI-BUSINESS CLUB, INC.

ARTICLE II

The Corporation is a mutual benefit corporation within the meaning of Section 355.881 of the Act.

ARTICLE III

The address of the initial Registered Office of the Corporation in the State of Missouri is 765 Greenview, St. Louis, Missouri 63122, and the name of its initial Registered Agent at said address is J. Powell Carman.

ARTICLE IV

The Corporation will have members within the meaning of Section 355.066 of the Act. The Bylaws of the Corporation may establish such class or classes of non-voting members or delegates, with such rights and privileges, as the Board of Directors of the Corporation may determine.

ARTICLE V

The period of duration of the Corporation is perpetual.

ARTICLE VI

The initial Board of Directors shall be five (5) in number, their names and addresses being as follows:

|                  |  |
|------------------|--|
| Ron Scherer      | 222 South Main<br>Columbia, Illinois 62236         |
| J. Powell Carman | One Mercantile Center<br>St. Louis, Missouri 63101 |
| James Maher      | 6400 West Main<br>Belleville, Illinois 62223       |
| Chris Brescia    | 200 North Broadway<br>St. Louis, Missouri 63102    |
| Carol Keiser     | Route 3, Box 118<br>Carlinville, Illinois 62626    |

The number of Directors shall be not be fewer than five (5), and may be increased from time to time by amendment to the Bylaws of the Corporation.

ARTICLE VII

The purposes for which the Corporation is organized are exclusively to operate as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder. (Every reference herein to the Code also shall include the corresponding provision of any future United States Internal Revenue Law and the regulations promulgated thereunder). Such purposes include, but are not limited to, promoting the common business interests of the agricultural forces in the St. Louis, Missouri trade

territory by bringing together such forces to discuss and consider major agricultural challenges and opportunities affecting the future of agriculture in the area.

Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(6) of the Code. In furtherance of its permitted purposes, the Corporation may exercise any, all and every lawful power or activity which a corporation organized under the Act may exercise or transact.

#### ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its directors, officers, members (if any) or other private individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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)(6) of the Code.

#### ARTICLE IX

Upon dissolution of the Corporation (after payment of or after provision has been made for the payment of all liabilities of the Corporation), the Board of Directors shall distribute all remaining assets of the Corporation in furtherance of the purposes specified in Article VII, and any balance which cannot be so applied shall be distributed for purposes, which, in the opinion of the Board of Directors, will effectuate the purposes described in said Article VII.

#### ARTICLE X

1. This Corporation shall and does hereby indemnify any person who is or was a director or officer of the Corporation or any subsidiary against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including any action by or in the right of the Corporation or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be

entitled to any indemnification pursuant to this subsection 1 on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct.

2. This Corporation may, to the extent that the Board of Directors deems appropriate and as set forth in a bylaw or resolution, indemnify any person who is or was an employee or agent of this Corporation or any subsidiary or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this subsection 2 on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct.

3. This Corporation may, to the extent that the Board of Directors deems appropriate, make advances of expenses, including attorneys' fees, incurred prior to the final disposition of a civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) to any person to whom indemnification is or may be available under this Article; provided, however, that prior to making any advances, the Corporation shall receive a written undertaking by or on behalf of such person to repay such amounts advanced in the event that it shall be ultimately determined that such person is not entitled to such indemnification.

4. The indemnification and other rights provided by this Article shall not be deemed exclusive of any other rights to which a person to whom indemnification is or may be otherwise available under these Articles of Incorporation, the Bylaws or any agreement, vote of

shareholders or disinterested directors or otherwise, may be entitled. This Corporation is authorized to purchase and maintain insurance on behalf of the Corporation or any person to whom indemnification is or may be available against any liability asserted against such person in, or arising out of, such person's status as director, officer, employee or agent of this Corporation, any of its subsidiaries or another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) which such person is serving at the request of the Corporation.

5. Each person to whom indemnification is granted under subsection 1 of this Article is entitled to rely upon the indemnification and other rights granted hereby as a contract with this Corporation and such person and such person's legal representatives, heirs, executors, administrators and estate shall be entitled to enforce against this Corporation all indemnification and other rights granted to such person by subsections 1 and 3 and this subsection 5 of this Article. The indemnification and other rights granted by subsections 1 and 3 and this subsection 5 of this Article shall survive amendment, modification or repeal of this Article, and no such amendment, modification or repeal shall act to reduce, terminate or otherwise adversely affect the rights to indemnification granted hereby, with respect to any expenses, judgments, fines and amounts paid in settlement incurred by a person to whom indemnification is granted under subsection 1 of this Article with respect to an action, suit, proceeding or claim that arises out of acts or omissions of such person that occurred prior to the effective date of such amendment, modification or repeal.

Any indemnification granted by the Board of Directors pursuant to subsection 2 of this Article, shall inure to the person to whom the indemnification is granted, and such person's legal representatives, heirs, executors, administrators and estate; provided, however, that such indemnification may be changed, modified or repealed, at any time or from time to time, at the discretion of the Board of Directors and the survival of such indemnification shall be in accordance with terms determined by the Board of Directors.

6. For the purposes of this Article, "subsidiary" shall mean any corporation, partnership, joint venture, trust or other enterprise of which a majority of the equity or ownership interest is directly or indirectly owned by this Corporation.

ARTICLE XI

These Articles of Incorporation shall be effective as of the date of their filing with the Secretary of State of the State of Missouri.

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Nicholas A. Mirkay III, Incorporator

STATE OF MISSOURI     )  
                                  )  
CITY OF ST. LOUIS     )     ss.

I, \_\_\_\_\_, a Notary Public, do hereby certify that on the \_\_\_\_ day of March, 1998, NICHOLAS A. MIRKAY III personally appeared before me, and being first duly sworn by me severally acknowledged that he signed as his free act and deed the foregoing document as incorporator, and declared that the statements therein are true, to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

(Seal)

\_\_\_\_\_  
Notary Public

My Commission expires: \_\_\_\_\_