

STATE OF MAINE  
Department of the Secretary of State  
Bureau of Corporations, Elections and Commissions  
101 State House Station  
Augusta, Maine 04333-0101

APR 07 2017

March 31, 2017

LARRY K HILLER  
THE POTATO ASSOCIATION OF AMERICA  
1404 SE FANCY FREE DRIVE  
PULLMAN WA 99163-5522

ATTESTED COPIES  
WR DCN: 2170893600159

Enclosed please find copies of documents recently placed on file with our office. Each copy has been attested as a true copy of the original and serves as your evidence of filing. We recommend that you retain these permanently with your records.

Charter#: 19750037ND    Legal Name: POTATO ASSOCIATION OF AMERICA

AMENDMENT

DCN: 2170893600160    Page(s)    4

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Minimum Filing Fee \$10.00. An additional \$10 filing fee if

DOMESTIC  
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

File No. 19750037ND Pages 4  
Fee Paid \$ 10  
DCN 2170893600160 AMEN  
---FILED---  
03/16/2017

*Julie R. Lyman*  
Deputy Secretary of State

A True Copy When Attested By Signature

*Julie R. Lyman*  
Deputy Secretary of State

THE POTATO ASSOCIATION of AMERICA  
(Name of Corporation)

Pursuant to 13-B MRSA §§802 and 803, the undersigned corporation executes and delivers the following Articles of Amendment:

FIRST: ("X" one box only.)  public benefit corporation  mutual benefit corporation

SECOND: Describe NATURE OF CHANGE (i.e. change in name of corporation, purpose, number of directors, adding or deleting section or revision of section, etc.) as well as TEXT of amendment. Attach additional pages as needed.

*A revision and updating of the Articles of Incorporation to be in compliance and current with the laws and rules/regulations of the State of Maine.*

**THIRD:** ("X" one box only.) The amendment was adopted on (date) 03 August 2016 as follows:

- By the members at a meeting at which a quorum was present and the amendment received at least a majority of the votes which members were entitled to cast.
- (If the Articles require more than a majority vote.) By the members at a meeting at which the amendment received at least the percentage of votes required by the Articles of Incorporation.
- By the written consent of all members entitled to vote with respect thereto.
- (If no members, or none entitled to vote thereon.) By majority vote of the board of directors.

**FOURTH:** The address of the registered office of the corporation in the State of Maine is 5719 Crossland Hall,  
Room 220, University of Maine, Orono ME 04469-5719  
(street, city, state and zip code)

**DATED** 10 March 2017

\*By Larry K. Hiller  
(signature)  
Larry K. Hiller, TREASURER  
(type or print name and capacity)

<p><b>MUST BE COMPLETED FOR VOTE OF MEMBERS</b></p> <p>I certify that I have custody of the minutes showing the above action by the members.</p> <p><u>Larry K. Hiller Asst Sec</u> <small>(signature of clerk, secretary or asst. secretary)</small></p>
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\*By \_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

\*This document **MUST** be signed by any duly authorized officer. (13-B MRSA §104.1.B)

Please remit your payment made payable to the Maine Secretary of State.

# POTATO ASSOCIATION OF AMERICA

## Articles of Incorporation

### ARTICLE 1

The **POTATO ASSOCIATION OF AMERICA** is a public benefit corporation, organized exclusively for charitable, educational and scientific purposes under Title 13-B of the Maine Nonprofit Corporation Act, and recognized as exempt under the Federal Internal Revenue Code, Section 501(c)(3).

### ARTICLE 2

**PURPOSE:** As a public benefit corporation, the purpose of the Corporation is to collect and disseminate scientific information relating to all phases of the potato industry.

### ARTICLE 3

**REGISTERED AGENT:** The registered agent of the Corporation is Alfred Bushway. The principal office of the Corporation is located at 5719 Crossland Hall, Room 219, the University of Maine in the City of Orono, County of Penobscot.

### ARTICLE 4

**CLASSES OF MEMBERS:** Membership consists of individual members, student members, sustaining members and emeritus members, upon payment of appropriate dues, and Honorary Life Members. All members in good standing have voting privileges and may serve on committees and the Board of Directors. A membership period is 12 consecutive months, excluding Honorary Life Members.

### ARTICLE 5

**BOARD OF DIRECTORS:** The names and addresses of the current trustees of the Corporation are as follows:

Michael Thornton, President, University of Idaho, 29603 U of I Lane, Parma, ID 83660

Shelley Jansky, President elect, University of Wisconsin, 1575 Linden Drive, Madison, WI 53706

Richard Novy, Vice President, USDA-ARS: Potato Genetics & Breeding, University of Idaho, 1693 S 2700 W, Aberdeen, ID 83210

Carrie Wohleb, Secretary, Washington State University, 1525 E. Wheeler Road, Moses Lake, WA 98837

Larry Hiller, Treasurer, 1404 SE Fancy Free Drive, Pullman, WA 99163-5522

Loretta Mikitzel, Past President, New Brunswick Department of Agriculture, Aquaculture and Fisheries, 39 Barker Lane, Wicklow, NB E7L 3S4 CANADA

Bret Nedrow, J.R. Simplot Co, PO Box 1059, Caldwell, ID 83606

John Bamberg, US Department of Agriculture/ARS, 4312 Highway 42, Sturgeon Bay, WI 54235

Kent McCue, US Department of Agriculture/ARS, PWA, WRRC-CIU, 800 Buchanan Street, Albany, CA, 94710

Asunta Thompson, North Dakota State University, PO Box 6050 Department 7670, Fargo, ND 58108-6050

André Gagnon, Progest 2001 Inc., 6833 Marie-Victorin, Sainte-Croix, QC G0S 2H0 CANADA

Mark Pavek, Washington State University, P.O. Box 646414, Pullman, WA 99164-6414  
Paul Bethke, USDA-ARS: Dept of Horticulture, University of Wisconsin, 1575 Linden Drive,  
Madison, WI 53706

**ARTICLE 6**

**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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE 7**

**DISSOLUTION:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to another tax-exempt non-profit organization with similar interests as the Potato Association of America, or to the federal government, or to a state or local government, for a public purpose.