

**ARTICLES OF AMENDMENT  
OF ARTICLES OF INCORPORATION  
OF  
OPEN HARVEST COOPERATIVE**  
Lincoln, Nebraska

Pursuant to the terms and provisions of applicable Nebraska law, the following Articles of Amendment are declared and delivered for filing with the Nebraska Secretary of State:

1. The name of the Corporation is **OPEN HARVEST COOPERATIVE**.
2. Article IV of the Amended and Restated Articles of Incorporation are amended by deleting Article IV, Sections 4.1 and 4.2 in their entirety and replacing it with the provisions set forth on Exhibit "A" attached hereto.
3. The vote of the stockholders was taken on August 24, 2021. There were \_\_\_\_ voting stockholders eligible to vote; \_\_\_\_ voted in favor of the resolution, and \_\_\_\_ stockholders voted against the resolution. The date of the above-described meeting is the date of adoption of the amendment. At the time of the meeting, no shares of the Cooperative's preferred stock were issued and outstanding.
4. The amendment was duly approved by the voting stockholders in the manner required by the Nebraska Model Business Corporation Act and other applicable laws, and by the Amended and Restated Articles of Incorporation.

By: \_\_\_\_\_  
Print: \_\_\_\_\_  
Title: Chair

ATTEST:

By: \_\_\_\_\_  
Print: \_\_\_\_\_  
Title: Secretary

## EXHIBIT "A"

### **ARTICLE IV Capitalization**

- 4.1 The authorized capital stock of this Cooperative shall be **Eight Million Two Hundred Thousand** Dollars (**\$8,200,000**) divided into eight thousand (8,000) shares of common stock with a par value of Twenty-five Dollars (\$25.00) each, which shall be fully paid when issued, and Eight Thousand (8,000) shares of preferred stock with a par value of **One Thousand** Dollars (**\$1,000**) each, which shall be fully paid when issued. The preferred stock shall be non-voting. The Board of Directors is authorized determine the qualifications, preferences, and limitations of such non-voting preferred shares, and to provide for the issue and sale or other distribution thereof in one or more issues **or series, to be designated as Series A or Series B non-voting preferred shares. In addition to the authority granted herein, the Board of Directors is authorized to establish differing dividend rates for each series of shares, and holders of Series A shares shall have a preference over holders of Series B shares with respect to distributions from the Cooperative upon dissolution.**
- 4.2 ~~No shareholder shall own, either directly or indirectly, more than five percent of the paid up capital stock of the Cooperative.~~ The Board of Directors of the Cooperative shall have the authority to further limit the number of shares which may be held by any shareholder.