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ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

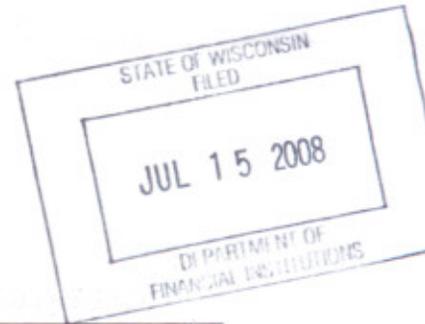
A. The present corporate name (prior to any change effected by this amendment) is:
American Oxford Down Record Association, Inc.

(Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

See attached Amendments to Articles of Incorporation.



B. Amendment(s) adopted on June 20, 2008

(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 6/20/08
(Date)

Frank Silva
(Signature)

Title: President Secretary
or other officer title _____

Frank Silva

(Printed name)

This document was drafted by Not Executed in Wisconsin
(Name the individual who drafted the document)

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

Γ

Mary Blome
1960 E. 2100 North Rd.
Stonington, IL 62567

▲ Your return address and phone number during the day: (217) 325-3515

INSTRUCTIONS (Ref. sec. 181.1005 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$25.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

- A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article).
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

- C. Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.
- D. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

AMENDMENTS TO ARTICLES OF INCORPORATION
OF
AMERICAN OXFORD DOWN RECORD ASSOCIATION, INC.

BE IT RESOLVED, that Article 1 of the Articles of Incorporation be amended to read:

Article 1. The name of the corporation shall be AMERICAN OXFORD SHEEP ASSOCIATION, INC.

BE IT RESOLVED, that Article 3 of the Articles of Incorporation be amended to read:

Article 3. The purposes shall be to collect, keep on file or publish in suitable form, the history and pedigree of pure bred Oxford Down Sheep in America; to provide for their registration; to maintain the purity of the breed; encourage or promote its future improvement, and a wider distribution of Oxford Sheep, and to do anything incidental or necessary towards the conduct of the business.

Voting

Each voting member shall have one and only one vote. Voting by proxy shall not be allowed.

BE IT RESOLVED, that Article 4 of the Articles of Incorporation be amended to read:

Article 4. Location of principal office 1960 E. 2100 North Rd., Stonington, Illinois 62567.

BE IT RESOLVED, that Article 10 of the Articles of Incorporation be amended to read:

Article 10. (Membership provisions) Breeders of Oxford sheep and those interested in the welfare, improvement, promotion and development of the Oxford breed, shall be eligible to membership in the Corporation. The members shall have such rights, duties, liabilities, limitations and restrictions as are herein provided for or as may be provided for in the By-Laws of the Corporation.

BE IT RESOLVED, that Article 11 of the Articles of Incorporation be amended to read:

Article 11. (Other provisions) The Corporation is organized exclusively as a not-for-profit corporation, and its activities shall be conducted in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. The Corporation shall not engage in carrying on propaganda or attempt in any other manner to influence legislation. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities or exercise any powers not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 and corresponding provisions of any subsequent Federal tax laws or any other law pertaining to not-for-profit corporations.

BE IT RESOLVED, that Article 13 of the Articles of Incorporation be amended to read:

Article 13. These Articles may be amended in the manner authorized by law at the time of amendment or as provided in the Corporation's By-Laws.