

**ARTICLES OF AMENDMENT
AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
WEDO – WHITEWOOD ECONOMIC DEVELOPMENT ORGANIZATION
(A Nonprofit Corporation)**

Pursuant to the provisions of SDCL §§ 47-22-19 and 47-22-28.1, the undersigned Corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation:

1. The name of the Corporation is “WeDo – Whitewood Economic Development Organization”.
2. The following amendments to the Articles of Incorporation were adopted by the Board of Directors of the Corporation on the 17th day of October, 2019, in the manner prescribed by SDCL ch. 47-22.

The Articles of Incorporation are hereby amended and restated in full as set forth below. The Articles of Incorporation are hereby amended by substituting for them this amending instrument. To the extent these Articles of Amendment and Restatement shall conflict with, contradict, change, vary, alter or be different from any previous Articles of Incorporation, this Amendment and Restatement shall control.

I.
NAME

The name of the nonprofit Corporation is WeDo – Whitewood Economic Development Organization, referred to as the “Corporation” herein.

II.
DURATION

The period of the Corporation’s duration is perpetual.

III.
PURPOSES

The Corporation is organized exclusively for the following purposes, consistent with SDCL section 47-22-4 and Internal Revenue Code section 501(c)(6): to promote the economic development and business conditions of the City of Whitewood, SD, and the surrounding area and to manage grants, requests, donations, gifts, and all types of property and to provide the income proceeds and principal thereof for the Corporation’s purposes and such purposes as not prohibited under the laws of the state of South Dakota and the Internal Revenue Code section 501(c)(6), and to do and engage in all lawful activities that are in furtherance of one or more of the forgoing purposes.

The Corporation shall have and exercise the general powers specified in SDCL Ch. 47-22 *et seq.* regarding nonprofit corporations to the extent consistent with 26 U.S.C. 501(c)(6).

IV.
MEMBERS

The Corporation shall have members. Members shall be non-voting members.

B0113-7611 11/04/2019 9:56AM Rec'd by SD SOS

DIRECTORS AND OFFICERS

The number of Board of Directors of the Corporation shall be no less than five (5) and the maximum number of directors shall be as provided in the Corporation's Bylaws. Directors shall serve such terms, and shall be elected or removed as provided in the Corporation's Bylaws.

Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers as provided in the Corporation's Bylaws.

VI.
INTERNAL REGULATIONS

The internal affairs of the Corporation shall be regulated according to the provisions of the Bylaws from time to time enacted by the Board of Directors; provided, however, that said Bylaws shall not be inconsistent in any way with these Articles of Incorporation.

VII.
RESTRICTIONS ON DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its Directors, Officers, Trustees, or any private person (except that reasonable compensation may be paid for services actually rendered to or for the Corporation effecting one or more of its purposes), and no Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation

Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as

B0113-7612 11/04/2019 9:56AM Rec'd by SD SOS

they may hereafter be amended.

Upon the dissolution or final liquidation of the Corporation, its assets shall be distributed as provided by South Dakota law and the Internal Revenue Code in compliance with the Corporation's Bylaws.

VIII.

REGISTERED OFFICE AND REGISTERED AGENT

The place in the State of South Dakota where the principal office of the Corporation is to be located is 915 Maple Street, Whitewood, South Dakota 57793.

The South Dakota Registered Agent of the Corporation is Robert Hill with a street and mailing address of 915 Maple Street, Whitewood, South Dakota 57793.

IX.

EXONERATION FROM PERSONAL LIABILITY

The Directors, Officers, Employees, or Trustees of the Corporation shall not, as such, be liable on the obligations or liabilities of the Corporation as permitted by law.

X.

AMENDMENTS

The powers to alter, amend, or adopt new Articles of Incorporation are expressly reserved to the Board of Directors of the Corporation as provided in the Corporation's Bylaws."

3. The Corporation currently has no members. A meeting of the Board of Directors of the Corporation was held on the 17th day of October, 2019, at which time the foregoing amendment and restatement was adopted. A quorum of Directors was present at the meeting and

B0113-7613 11/04/2019 9:56AM Rec'd by SD SOS

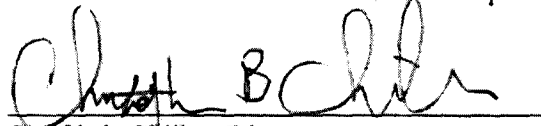
the amendment and restatement received the unanimous vote of the Directors.

4. The undersigned hereby certifies that:

a. These Articles of Amendment and Restatement of Articles of Incorporation, except as set forth above, correctly set forth, without change the corresponding provisions of the Articles of Incorporation as theretofore amended.

b. These Articles of Amendment and Restatement of Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto, and together these Articles of Amendment and Restatement of Articles of Incorporation may be referred to as the Articles of Incorporation of this Corporation from this point forward.

WeDo – Whitewood Economic Development Organization



By: Chris Chiller, Director

[Verification and Acknowledgement on Following Page]

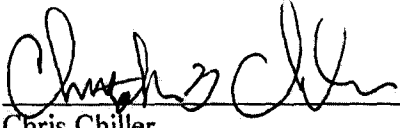
B0113-7614 11/04/2019 9:56AM Rec'd by SD SOS

State of South Dakota)
 LAWRENCE) ss. **Verification**
County of ~~Pennington~~)

Chris Chiller, being first duly sworn on oath, deposes and says:

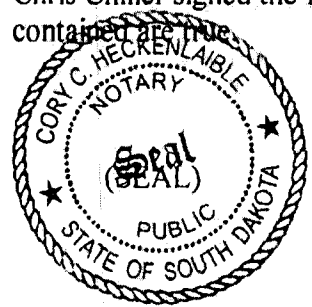
That he is the person described in and who signed the foregoing Articles of Amendment and Restatement of Articles of Incorporation as a Director of WeDo – Whitewood Economic Development Organization; that he has read the Articles of Amendment and Restatement of Articles of Incorporation and knows the contents thereof; that the foregoing were duly adopted and authorized by the Board of Directors of the Corporation as provided by South Dakota law.

In witness whereof, I have hereunto set my hand the day and year first above written.


Chris Chiller

State of South Dakota)
County of LAWRENCE) ss.

I, the undersigned notary public, do hereby certify that on this the 25th day of October 2019, before me personally appeared Chris Chiller, who, being first by me duly sworn, declared that Chris Chiller is a Director of WeDo – Whitewood Economic Development Organization, that Chris Chiller signed the foregoing document of the Corporation, and the statements therein contained are true.




Notary Public
My Commission Expires: MY COMMISSION EXPIRES
JANUARY 29, 2021

Here ends the Articles of Amendment and Restatement of Articles of Incorporation of Black Hills Animal Ally Foundation

State of South Dakota

Office of the Secretary of State

Certificate of Amended and Restated Formation Documents Domestic Nonprofit Corporation

I, **Steve Barnett**, Secretary of State of the State of South Dakota, hereby certify that the Application for Amended and Restated Formation Documents for

WeDo - Whitewood Economic Development Organization

BUSINESS ID# NS160281

with an effective date of: November 4, 2019, duly signed and verified, has been received in this office and is found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amended and Restated Formation Documents and attach hereto a duplicate of the Application for Amended and Restated Formation Documents.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, November 4, 2019.

Steve Barnett

Steve Barnett
Secretary of State

11/04/2019 10:25 AM



OFFICE OF THE SECRETARY OF STATE

STEVEN J. BARNETT, SECRETARY OF STATE

JASON LUTZ, DEPUTY SECRETARY OF STATE

WeDo - Whitewood Economic Development Organization
915 MAPLE ST
WHITEWOOD, SD 57793

November 4, 2019

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID : NS160281
Status: Good Standing
Filing Type: Nonprofit Corporation - Domestic
Amendment Type: Amended and Restated Formation Documents
Filed Date: 11/04/2019 9:56 AM

Steve Barnett
Secretary of State
State of South Dakota