

F170000000272

(Requestor's Name)

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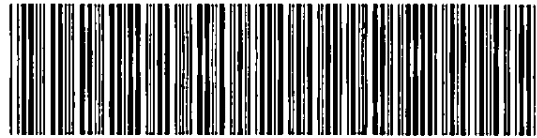
(Business Entity Name)

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JUN 24 2019

2019 JUN 14 PM 3:39

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southeast Dairy Herd Improvement Association, Inc.

Name of Corporation

DOCUMENT NUMBER: F17000000272

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian Winters

Name of Contact Person

DHI Cooperative, Inc.

Firm/Company

P.O. Box 28168

Address

Columbus, OH 43228

City/State and Zip Code

brian.winters@dhicoop.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brian Winters

Name of Contact Person

at (614) 545-0460

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F17000000272

(Document Number of Corporation (If known))

1. Southeast Dairy Herd Improvement Association, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Georgia 3. January 19, 2017
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

**SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 1, 2019

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. DHI Cooperative, Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co." may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

n/a n/a
(New duration) (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

Ohio April 1, 2019
(New jurisdiction) (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose
n/a

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation) :

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Brian Winter
(Signature of the chairman or vice chairman of the board, president, or other officer – if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Brian Winter
(Typed or printed name of the person signing)

Executive Vice President
(Title of person signing)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Frank LaRose, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 2nd day of April, A.D. 2019.

Ohio Secretary of State

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Validation Number:
201909202078



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
03/25/2019	201908402262	Merger (MER)	99.00	100.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment

BARRETT, EASTERDAY, CUNNINGHAM & ESELGROTH LLP
7259 SAWMILL RD.
SUITE 150
DUBLIN, OH 43016

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose

664533

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

DHI COOPERATIVE, INC.

and, that said business records show the filing and recording of:

Document(s)

Merger

Document No(s):

201908402262

Effective Date: 04/01/2019



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
25th day of March, A.D. 2019.

Ohio Secretary of State

OFFICE OF THE
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | Busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

DHI Cooperative, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. ☒ Domestic (Ohio entity) ☐ Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. Charter/Registration/License Number

664533

(If licensed in Ohio as domestic or foreign)

3. ☐ For-Profit Corporation
☒ Nonprofit Corporation
☐ For-Profit Limited Liability Company
☐ Nonprofit Limited Liability Company
☐ Partnership
☐ Limited Partnership
☐ Limited Liability Partnership
☐ Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Southeast Dairy Herd Improvement Assoc		Georgia	Non-profit

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Brian Winters		
Name		
P.O. Box 28168		
Mailing Address		
Columbus	Ohio	43228
City	State	Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on Apr 1, 2019 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.

If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

ZIP Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☒ Amendments are attached

☐ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

DHI Cooperative, Inc.

Name of entity

By: CHRIS PHILLIPS

Signature

Its: Chris Phillips, President

Title

Southeast Dairy Herd Improvement Association, Inc.

Name of entity

By: GARY KEYES

Signature

Its: Gary Keyes, President

Title

Name of entity

By:

Signature

Its:

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF DHI COOPERATIVE, INC.**

Article 1

Name

The Association's name is DHI Cooperative, Inc.

Article 2

Principal Place of Business

The Association's principal place of business is in the City of Columbus, Franklin County, Ohio.

Article 3

Purpose, Powers

3.1 **Purpose.** The primary purpose of the Association is to associate producers and others to provide them economic benefit through joint action in procuring supplies, services and equipment. The specific purpose of the Association and the general nature of its business are to provide dairy herd testing services, supplies, equipment, and educational record-keeping resources for Members. The Association may engage in any other lawful business or activity for which an association may be organized under the Ohio Cooperative Law.

3.2 **Powers.** The Association is a cooperative association organized under Chapter 1729 of the Ohio Revised Code (the "Ohio Cooperative Law"). It has all powers and rights conferred on cooperative associations by the Ohio Cooperative Law. These powers include, without limitation, the power to form, acquire or hold an interest in any corporation or other entity; the power to enter into partnerships, joint ventures and other business relationships; and the power to act as statutory agent for any corporation, association, or limited liability company.

Article 4

Capital

4.1 **Non-stock.** This Association is a cooperative association without capital stock.

Articles of Incorporation

4.2 Capital Credits.

4.2.1 Authorization. The Association may issue Capital Credits that represent ownership of a stated portion ("Stated Value") of the Association's capital.

4.2.2 Issue by Class. Capital credits may be issued in any capital pool or classification established by the Board of Directors ("Board").

4.2.3 No Preference. Capital Credits of one pool or classification have no preference over Capital Credits of other pools or classifications.

4.2.4 Consideration. The Board shall not issue Capital Credits for less consideration than their Stated Value. Capital Credits may be issued as evidence of Patronage Refunds or Per Unit Retains as defined and provided for in the Bylaws, or any other purpose for which an equity interest in the Association may be issued.

4.2.5 Limit on Issue. The Board shall not issue Capital Credits when, in the aggregate, the Stated Value of Capital Credits then issued and outstanding equals or exceeds the Association's net worth. Capital Credits may be subject to charges for net losses of the Association as provided in the Bylaws.

4.2.6 Transfer. Capital Credits may be transferred to any person only with the written consent of the Board.

4.2.7 Redemption. All Capital Credits may be redeemed at the time, in the manner, and in the order determined by the Board. When redeemed, Capital Credits are redeemed at Stated Value or book value, whichever is less, except as otherwise provided in Article 4.3 of these Articles when the Association asserts a right of lien and offset with respect to Capital Credits.

4.2.8 No Dividends. No dividends and no interest are paid on Capital Credits.

4.3 Lien and Right of Offset. The Association has a first lien and security interest in all Patronage Refunds, Capital Credits, and any other patrons' equity, for all debts or other obligations of the respective member or owner to the Association. At the option of the Board, the Association may offset the present value (based on the Association's history of equity redemption) of Patronage Refunds and Capital Credits against the debt or obligation. Nothing in these Articles gives the member or owner any right to require an offset.

4.4 Patronage Refunds. The Net Margins (savings) of the Association in excess of "Association Net Margins" (as the term is described in the Bylaws) must be distributed annually to the Association's Patrons as Patronage Refunds on the basis of Patronage Transactions. The calculation, allocation, and distribution of Net Margins must be defined and provided for in the Bylaws.

4.5 Condition of Forfeiture. The Association may cause forfeiture to the Association of all Patronage Refunds, Capital Credits, and any other patrons' equity allocated or issued by

Articles of Incorporation

the Association to a person whose current address and status cannot be confirmed by the Association, as provided in the Ohio Cooperative Law.

Article 5

Membership

5.1 **Member Eligibility.** Only persons, partnerships, corporations, limited liability companies, associations, trusts and other entities (including other agricultural cooperative associations) engaged as producers of dairy cattle and milk ("Producers") are eligible for membership. Producers include lessees and tenants of land and cattle used for producing cattle and milk, and lessors receiving as rent all or part of the cattle and milk raised on any leased premises. "Cooperative" means a Producer-controlled entity that is operated on a cooperative basis. The Producer or Cooperative also must agree to become and remain an active Patron of the Association and be accepted to Membership by the Board.

5.2 **Further Definition of Members.** The Bylaws may further define and restrict Membership in the Association.

5.3 **Voting.** The Members exercise the voting control of the Association. Each Member is entitled to one vote on any matter submitted to a vote of the Members. Membership or ownership of other equity interests in the Association does not otherwise confer upon the holder any voting rights in the Association. Mail votes may be cast as authorized by the Board. Cumulative voting and voting by proxy are not permitted.

Article 6

Board of Directors

Government of the Association and the management of its affairs are vested in the Board. The Bylaws must prescribe the number, terms, and manner of selection of Directors.

Article 7

Dissolution

If the Association dissolves, liquidates or winds up its affairs, whether voluntarily or involuntarily, any property remaining after all creditors have been paid will belong to and be distributed to the Members, equity holders, and patrons as follows:

First: to the holders of Capital Credits, in equal preference, the par value or Stated Value, as the case maybe, of their holdings;

Then: any property remaining to the Members as Patrons on the basis of their respective aggregate Patronage Transactions over the previous 10 years as shown by the records of the Association.

Articles of Incorporation

Article 8

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by an affirmative vote of 60% of those Members who vote on the amendment. Notice of any proposal to amend these Articles of Incorporation must include the text of the proposed amendment.

These Articles of Incorporation supersede and replace all prior Articles of Incorporation of the Constituent Entities and become effective on April 1, 2019, the Effective Date of the merger approved on March 11, 2019, by the members of DHI Cooperative, Inc. and on March 12, 2019, by the members of Southeast Dairy Herd Improvement Association, Inc.
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