

THIRD AMENDED AND RESTATED
BYLAWS
OF
PROGRESSIVE AGRICULTURE FOUNDATION
(an Alabama nonprofit corporation)

Adopted February 26, 2007

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ARTICLE VI
AMENDMENT OF BYLAWS

**THIRD AMENDED AND RESTATED
BYLAWS
OF
PROGRESSIVE AGRICULTURE FOUNDATION**

**ARTICLE I
OFFICES**

The principal office of Progressive Agriculture Foundation (hereinafter referred to in these Bylaws as the "Corporation") shall be in Birmingham, Alabama. The Corporation may have such other offices, within and without the State of Alabama, as the board of directors may determine or as the business of the Corporation may require.

The registered office of the Corporation required by the Alabama Nonprofit Corporation Act to be maintained in the State of Alabama may be the same as its principal office in the State of Alabama. The address of the registered office may be changed from time to time by the board of directors in the manner provided in the Alabama Nonprofit Corporation Act.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.1. Management of Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporations shall be managed under the direction of, the board of directors except as otherwise provided by law or the Articles of Incorporation of the Corporation.

Section 2.2. Number, Tenure and Qualifications. The number of Directors constituting the Board of Directors of the Corporation shall be as set forth below subject to the qualifications hereinafter provided, and their election shall be staggered in the manner hereinafter set forth. The number of directors may be increased or decreased from time to time by resolution of the Board of Directors at a duly called meeting thereof or in a written consent signed by all the directors, but no decrease shall have the effect of shortening the term of any incumbent director.

The Board of Directors shall be composed of twelve members, including three Program Sponsors, three Program Coordinators, three Farm Safety Professionals and three At-Large Representatives (as hereinafter defined).

"Program Sponsor" is defined to mean an entity or an individual providing an annual contribution to the Corporation at the One-Star level or higher, as that support level may be defined from time to time by the Board of Directors with the advice of the Corporation's development officer.

"Program Coordinator" is defined as a person who is currently coordinating or has coordinated one or more of the Corporation's safety day programs.

"Farm Safety Professional" is defined as a person who is or has worked in the field of farm safety/health.

“At-Large Representative” is defined as an individual who, in addition to other responsibilities as a member of the Board, shall have key responsibility for encouraging entities or individuals to become sponsors of the Corporation.

The term of office of the Board of Directors shall be staggered so that each member of the Board of Directors, within a group of representatives, shall serve a three year term with one member from each group rotating off each year. A board member from each group shall be elected each year for a three year term so that there is a continual rotation of membership among the three groups. Any Director shall be eligible for reelection for a second consecutive three year term. Any Director having served two consecutive three year terms shall be ineligible for reelection until one year shall have elapsed.

Section 2.3. Vacancies. Any vacancy occurring in the Board shall be filled by majority vote of the remaining Directors, notwithstanding that the number of remaining Directors is less than a quorum. A vacancy occurring in a particular class of Directors shall be filled by an individual who is a representative of that class of interest with respect to the Foundation. A director elected to fill a vacancy shall be elected to serve for the unexpired term of his or her predecessor in office, and a Director elected to fill a vacancy to be filled by reason of an increase in the number of Directors shall be elected to serve only until the next election of Directors.

Section 2.4. Annual Meetings. The annual meeting of the board of directors shall be held in October of each year on such date and at such time and place, within or without the State of Alabama, as shall be determined by resolution of the board of directors or by the President of the Corporation for the transaction of any business that may come before the meeting. At least ten (10) days prior to the date of the annual meeting, the President of the Corporation shall give notice to each member of the board of directors of such meeting in the manner hereinafter provided setting forth the date, time, and place of the meeting. If the election of directors shall not be held on the day designated for the annual meeting of the board of directors, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the board of directors as soon thereafter as may be conveniently held.

Section 2.5. Regular and Special Meetings. Meetings of the board of directors, regular or special, may be held within or without the State of Alabama. Regular meetings may be held upon such notice, if any, and at such time and place as shall be determined by resolution of the board of directors. Special meetings of the board of directors may be called by the President of the Corporation or by any two directors on ten (10) days notice to each director, which notice either (i) may be in writing (a) delivered personally, (b) delivered by mailing to a director at his or her address as it appears in the records of the Corporation or (c) delivered by facsimile transmission or (ii) may be verbal given either in person or by telephone. The Secretary of the Corporation, at the request in writing of the President or of any two directors, shall send such written notice or give such verbal notice on behalf of the President or such directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If by facsimile, such notice shall be deemed to be delivered when the sender receives confirmation that such facsimile transmission is complete. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board of directors need be specified in the notice, if any is required, of such meeting.

Section 2.6. Meeting by Telephone. Members of the board of directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 2.7. Quorum. A majority of the whole number of directors then serving on the board shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 2.8. Acts of the Board. Except as otherwise provided in these Bylaws or the Articles of Incorporation of the Corporation, the act of a majority of the directors present at a meeting at which there is a quorum shall be the act of the board of directors.

Section 2.9. Action Without a Meeting. Any action required or permitted to be taken by the board of directors or a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the directors or the members of such committee.

Section 2.10. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the Corporation, except that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing these bylaws; electing, appointing or removing any member of any such committee or any director or officer of this Corporation; amending or restating the Articles of Incorporation of the Corporation, adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any action or resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. Other committees not having and exercising the authority of the board of directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Section 2.11. Compensation. The directors of the Corporation shall serve without compensation, but may receive a reasonable amount as reimbursement of expenses incurred in attending to their authorized duties, including, but not limited to, expenses incurred by the directors for transportation, lodging, meals, and other related expenses to attend the annual and any special meetings of the board of directors. To the extent deemed necessary or appropriate by the directors, however, a director may from time to time be employed by the Corporation and compensated for his or her services and reimbursed for his or her reasonable expenses other than as a director, but such employment shall be terminable at the discretion of the board of directors.

Section 2.12. Loans to Employees and Directors. The Corporation shall not lend money to its directors or officers.

ARTICLE III WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Corporation under the provisions of the Alabama Nonprofit Corporation Act, the Articles of Incorporation of the Corporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors or any committee designated thereby need be specified in the waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IV OFFICERS

Section 4.1. Positions. The officers of the Corporation shall be elected by the board of directors and shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 4.2. Election and Term of Office. The first officers of the Corporation shall be elected by the board of directors at the first meeting of the board of directors. Thereafter, the officers of the Corporation shall be elected by the board of directors at its annual meeting. Each officer shall hold office at the pleasure of the board of directors from the date of his or her election until the next annual meeting of the board of directors and until his or her successor shall have been duly elected and qualified or until his or her death or he or she shall resign or shall have been removed from office in the manner hereinafter provided, but in no event shall any one term be in excess of three years from election.

Section 4.3. Vacancies. A vacancy in any office may be filled only by the board of directors.

Section 4.4. Removal. Any officer may be removed by the board of directors whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment of an officer shall not of itself create contract rights.

Section 4.5. Duties of Officers. The officers of the Corporation, if and when elected by the board of directors of the Corporation, shall have the following duties:

(a) President. The president shall be the chief executive officer of the Corporation and shall, subject to the control of the board of directors, supervise and control all of the business and affairs of the Corporation. The president may sign deeds,

mortgages, bonds, contracts or other instruments for or in behalf of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Corporation. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

(b) Vice-Presidents. In the absence of the president or in the event of the president's death or inability to act, the vice-president (if there be more than one vice-president, the vice-presidents in the order determined by the board of directors) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such duties as from time to time may be assigned to such vice-president by the president or the board of directors.

(c) Secretary. The secretary shall keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or the board of directors. If there is no treasurer of the Corporation, the secretary shall assume the authority and duties of treasurer.

(d) Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as may be designated by the board of directors, and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 4.6. Compensation. Unless otherwise determined by resolution of the board of directors, the officers of the Corporation shall serve without compensation. The officers of the Corporation shall, however, be entitled to receive a reasonable amount as reimbursement of expenses incurred in attending to their authorized duties.

ARTICLE V GENERAL

Section 5.1. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the board of directors.

Section 5.2. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 5.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more banks, trust companies or other depositories as the board of directors or the president may from time to time designate, upon such terms and conditions as shall be fixed by the board of directors or the president. The board of directors or the president may from time to time authorize the opening and keeping, with any such depository as may be designated by the board of directors or the president, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws, as the board of directors or the president may deem necessary.

Section 5.4. Corporate Seal. The board of directors shall select a corporate seal which shall have inscribed thereon the name of the Corporation, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 5.5. Voting of Corporation's Securities. Unless otherwise ordered by the board of directors, the chairman, the president or any vice-president, or such other officer as may be designated by the board of directors to act in the absence of the president or any vice-president, shall have full power and authority on behalf of the Corporation to attend and to act and to vote, and to execute a proxy or proxies empowering others to attend and to act and to vote, at any meetings of security holders of any corporation in which the Corporation may hold securities, and at such meetings the president, or such other officer of the Corporation, or such proxy shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the corporation might have possessed and exercised, if present. The secretary may affix the corporate seal to any such proxy or proxies so executed by the president, or such other officer, and attest the same. The board of directors by resolution from time to time may confer like powers upon any other person or persons.

Section 5.6. Gifts. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

Section 5.7. Limitation on Pecuniary Obligations. No pecuniary obligation which is out of the ordinary course of business of more than \$5,000 shall be undertaken by the Corporation without sanction by resolution of the directors duly adopted by the board of directors of the Corporation.

Section 5.8. Additional Organizations. The board of directors may authorize the formation of such subsidiary, auxiliary, associated and affiliated organizations as will in the opinion of the board of directors assist in effecting the charitable purposes of the Corporation. Each such authorization shall, regardless of its terms, be revocable at any time in the sole discretion of the board of directors.

ARTICLE VI
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by vote of a majority of all of the directors.

The foregoing were adopted as the Amended and Restated Bylaws for the Corporation, an Alabama nonprofit corporation, by an action by consent of the board of directors of the Corporation dated January 31, 2006, and shall be effective from and after that date.