Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the United States Composting Council adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is the United States Composting Council (hereinafter referred to as the “Corporation”).

SECOND: These Articles of Amendment add a new Article 10 to the Corporation’s Articles of Incorporation, as follows:

10. Limited Liability. Under no circumstances shall a director be liable to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for (1) the amount of a financial benefit received by the director to which the director is not entitled; (2) an intentional infliction of harm; (3) a vote or assent to an unlawful distribution in violation of the D.C. Nonprofit Corporation Act; or (4) an intentional violation of criminal law

THIRD: The foregoing amendment was duly approved by the Corporation’s members effective ________ in the manner required by the D.C. Nonprofit Corporation Act and by the Corporation’s Articles of Incorporation and Bylaws.

United States Composting Council