

RESTATED AND AMENDED BYLAWS OF JDUG, INC.

ARTICLE I

Purpose and Powers

The purpose for which the corporation is formed and the powers which it may exercise are set forth in its Articles of Incorporation.

ARTICLE II

Membership

Section 1. Classes of Members. The corporation has two classes of members: voting members and associate members. Associate membership, which confers no voting rights, may be granted to Deere & Co. personnel designated by JDIS, and/or another Deere or vendor partner representatives designated by the JDUG Board of Directors.

Section 2. Qualification for Membership. Any dealer organization meeting the following criteria will qualify for voting membership:

- (a) The dealer must use Deere technology applications and
- (b) The member must show an active interest to participate at least annually in the corporation's activities.
- (c) Annual Dues. The board annually reviews and determines annual membership dues. Dues are payable upon becoming a member and thereafter annually in January. A member who is in arrears in dues payment for a period of 60 days ceases to be in good standing.

ARTICLE III

Members' Annual Meeting

Section 1. Time and Place. An annual meeting of the members shall be held for the following purposes and for such other business as may come before the meeting:

- (a) Elect directors and officers as provided in detail below;
 - (b) Communicate with members the activities and accomplishments from the prior year and set goals for the following year;
 - (c) Provide communication regarding new releases, planning, and recommendations for systems and technology improvements;
 - (d) Provide opportunities for members to communicate with and support each other;
- and

- (e) Provide training opportunities.

The board schedules the annual meeting at a convenient time and place.

Section 2. Notice of Meeting. Written notice of the time, place, and purposes of the annual meeting of members must be communicated to each member not less than 30 days before the date of the meeting.

Section 3. Waivers by Attendance. A member's attendance at the annual meeting will result in both of the following:

(a) Waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(b) Waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4. Quorum. A majority of members present and entitled to vote at the annual meeting constitutes a quorum. The members present at the meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Voting Rights. Each member representative in good standing present in person at the members' annual meeting is entitled to one vote in the election of officers and in all other matters that come before the meeting. Voting by proxy is not permitted. If more than one representative is employed by the same dealer, only one of such representatives may vote, except that each representative present at a committee meeting may vote at that meeting. Multi-store dealers receive only one vote unless they pay dues for additional stores. In such case a multi-store can have more than one vote provided they pay the dues for the additional locations. This is limited to a maximum of five (5) votes in total.

Section 6. Vote Required. Members shall elect officers by a plurality of votes cast at the members' annual meeting and elect directors by a plurality of votes cast at the annual meeting of the committee from which a director is drawn. All other actions taken by members' vote are authorized by a majority of votes cast. If in case there are not candidates put forth, nor any qualified by the aforementioned rules, then the JDUG Board of Directors will provide candidates and vote on them accordingly no more than 60 days after annual conference.

Section 7. Record Date. The board may fix, in advance, a record date for the purposes of determining members entitled to:

- (a) Notice of the annual meeting;
- (b) Vote at the annual meeting; and
- (c) Meeting.

Express consent or dissent for any proposal considered without a meeting.

The record date shall not be more than 60 or less than 30 days before the date of the meeting.

If the board does not fix a record date, the record date for purposes of determining members entitled to notice of or to vote at a meeting is the close of business on the day next preceding the day notice is given or, if no notice is given, the day next preceding the day of the meeting. If not fixed by the board, the record date for any other purpose is the close of business on the day on which the board adopts the resolution relating to that purpose.

Section 8. Standing Committees. Each standing committee shall meet during the JDUG annual conference for the purpose of electing a vice chairperson and, if necessary, a chairperson. Each committee shall elect from its attending or active members one individual to serve as vice chairperson throughout the following year. At the next year's annual committee meeting the vice chairperson automatically becomes the committee chairperson for the following year. When possible, the positions of committee chairperson and vice chairperson alternate between members associated with an agricultural dealership and members associated with an industrial dealership. A CCE dealership member in good standing is also able to alternate and participate in standing committees accordingly. The committee chairperson and vice chairperson shall serve as directors of the corporation ex officio. If there are no candidates put forth that accommodate the alternating representation qualification, and/or are presented for a committee chairperson, then the board can approve a candidate for the purpose of serving in the capacity of chairperson and/or vice chairperson by a majority vote.

ARTICLE IV

Board of Directors

Section 1. Election and Term of Office. The first board of directors consists of those persons the incorporator designates. After the members' first annual meeting, the directors are those members serving ex officio or as additional directors as set forth below. The board may change the number of directors if additional standing committees are constituted. However, the board may not consist of more than 20 elected directors. Each director must be a member. A director's term of office shall be one year or until their successors are duly elected.

Section 2. Directors Ex-officio. The President/Chairperson, Vice President, Secretary, and Treasurer of the corporation and the chairperson and vice chairperson of each standing committee shall serve as ex-officio directors throughout the terms of their offices. The incorporator shall designate the corporation's first officers and first committee chairpersons, vice chairpersons, who shall continue as such unless removed and replaced by the members at their first annual meeting. Each member of the Board of Directors will have full voting rights, except that the President will only be eligible to vote on a matter in the event of a tie.

Section 3. Additional Directors. The immediate past Chairperson of the board and associate member representatives designated by the JDUG Board can also serve as directors and need not be elected by the members.

Section 4. Nominations. At least eight weeks prior to the members' annual meeting, the Secretary will solicit all members' nominations for position of Secretary and for such of the offices of Chairperson/President, Vice President, and Treasurer as are or will be vacant at the members' annual meeting. The corporation is encouraged to have the names of all

nominees received no later than four weeks prior to the annual meeting be included on the ballot. The Secretary must send ballots to each member with the notice of annual meeting or have available to all members prior to the vote taking place at the annual meeting.

Section 5. Resignation Removal. A director may resign by written notice to the corporation Secretary. The directors may remove a director who ceases to be a member of the corporation by a two-thirds vote and can appoint a new interim one until the next vote of the corporation can take place.

Section 6. New Directors. The corporation Secretary provides each new director with current copies of the Articles of Incorporation, bylaws, and other pertinent information regarding the organization and operation of the corporation.

Section 7. Powers. The board shall manage the corporation's business and may exercise all the corporation's power, except those powers that are reserved to the members. The Board shall maintain and operate by a budget forecasting a minimum ending bank account balance of 35% of previous year's expenses, unless overridden by a two-thirds vote of the e-board. Pre-payments made for a following year(s) convention will not be considered as a current year expense.

The Board of Directors may appoint such agents and representatives of the Association, with such powers, and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

Section 8. Compensation. Directors serve without compensation. Membership fee may be waived for those dealer members who are actively serving on the corporation board.

Section 9. Committees. Standing committees shall be constituted from the general membership. A member may join and vote at any meeting of these committees that the member attends, provided that the chairperson and vice chairperson of each committee must be directors.

No committee may act on behalf of the board unless all committee members are directors and the board has delegated to the committee authority to exercise specific powers of the board.

ARTICLE V

Directors' Meetings

Section 1. Regular Meetings. A meeting of the board shall be held immediately following the members' first annual meeting, at the same place, for the purpose of ratifying the incorporator's designation of officers and directors and transacting any other business. Board meetings held thereafter at the time and place the board specifies at its annual meeting each year. No notice of such meetings to the directors is necessary. Board meeting may be held at a different time and place with the consent of a majority of the directors upon written notice to all directors who did not consent.

Section 2. Special Meeting. The President may call a special meeting of the board at any time.

Section 3. Notice of a Special Meeting. Notice of a special meeting stating the time, place, and purposes of a special meeting must be given, to each director by one of the following methods:

(a) By communicating a written notice of such meeting to such address as the director designates from time to time or, in absence of designation, to the last known address of the director at least five days prior to the date set for such meeting;

(b) By personally delivering a written notice of such meeting to the director at least two days in advance of such meeting;

(c) By orally notifying the director of such meeting at least two days in advance, either personally or by telephone; or

(d) By transmitting notice to the director at least two days in advance by fax or email to the director's last known email address, office or home or to such other location as the director designates from time to time.

Section 4. Waiver of Notice. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting, unless, at the beginning of the meeting or upon the director's arrival, the director objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A director may waive in writing any right to notice before or after a meeting.

Section 5. Quorum. A majority of the directors constitutes a quorum for the transaction of business. The act of a majority of those directors present at any meeting at which there is a quorum is the act of the board, except as provided by law, the Articles of Incorporation, or these bylaws.

Section 6. Voting Rights. Each director present in person at a board meeting is entitled to one vote.

Section 7. Conduct of Meetings. Directors' meetings generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited for the business being conducted.

Section 8. Action by Written Consent. Action required or permitted to be taken under authorization voted at a board meeting may be taken without a meeting if, before or after the action, all members of the board then in office consent to the action in writing. The written consents must be filed with the minutes of the board or committee. The consent has the same effect as a vote of the board for all purposes.

Section 9. Electronic Participation in Meeting. A director or member of a committee may participate in a meeting by means of a conference telephone or similar communications device through which all persons participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

ARTICLE VI

Officers

Section 1. Appointment. The members shall annually elect a Secretary at the members' annual meeting and shall elect a Chairperson/President, Vice President, or

Treasurer if any of those offices would otherwise be vacant during the upcoming year. The board may also appoint one or more Assistant Secretaries, "Assistant Treasurers," and other agents that it deems necessary. The same person may not simultaneously hold two or more offices without consent of the Board of Directors.

Section 2. Term, Removal and Vacancies. An officer shall hold office approximately one year until a successor is elected or qualified, or until the officer's death, resignation, or removal. The board may remove an officer with or without cause. An officer may resign by written notice to the corporation Secretary. The resignation is effective upon its receipt by the corporation or at a later date specified in the notice.

If there is a vacancy on the Board of Directors due to the death, disability, resignation or removal of a director, the president shall appoint a successor to serve until the next election; provided, however, any successor appointed to fill such a vacancy must meet the same qualifications needed to serve in such position as would be required if such position was up for election pursuant to Article IV, Section 4. Notwithstanding the foregoing, successors to committee chairs and co-chairs will be filled according to Article IV, Section 9.

Section 3. Chairperson of the Board. The Chairperson of the board shall preside when present at all meetings of directors or members. The Chairperson shall also act as the corporation's President. The Chairperson shall in that capacity sign bonds, mortgages, and other contracts and agreements on the corporation's behalf, except when the board specifies the same to be done by some other officer or agent. The Chairperson shall see that all orders and resolutions of the board are carried into effect and performs all other duties necessary or appropriate to the office of Chairperson and President. The President shall become Treasurer at the end of the members' annual meeting.

Section 4. Vice President. The Vice President shall perform the duties and exercise the authority of the President during the President's absence or disability and shall perform other duties that the President assigns or the board prescribes. The Vice President shall become President at the end of the members' annual meeting.

Section 5. Secretary. The Secretary shall cause to be recorded and maintained minutes of all meetings of the board, board committees, and members. The Secretary shall cause to be given all notices of meetings or other activities of the corporation shall publish the periodic listing of prioritized recommendations to JDIS, Deere, and/or other vendors and shall perform other duties that the President assigns or the board prescribes.

Section 6. Treasurer. Except as otherwise prescribed by the board, the Treasurer shall have the custody of the corporate funds, cause to be kept in books belonging to the corporation a full and accurate account of all receipts, disbursements, and other financial transactions of the corporation, and deposit all funds to the credit of the corporation in such depositories as the board designates. The Treasurer shall provide a financial report to the board at least annually. The Treasurer shall perform other duties that the President assigns or the board prescribes.

Section 7. Other Officers. The board may appoint other officers to perform duties and exercise authority that the President assigns or the board prescribes. Appointed Officers are to serve a one (1) year term. A two-thirds vote is required to appoint an officer for any term longer than one year.

Section 8. Dealer Representation. Effort should be made to alternate the position of Chairperson/President between members associated with Deere Dealership contract types.

ARTICLE VII

General Provisions

Section 1. Checks. All corporation checks or demands for money and notes are to be signed by such persons as the board designates. Two signers are required for checks that total more than \$5,000.

Section 2. Fiscal Year. The corporation's fiscal year ends on June 30.

Section 3. Books and Records. The corporation shall keep books and records of account and minutes of the proceedings of members' annual meetings and director and committee meetings. All books and records shall be open to inspection by any member. Any costs incurred for such inspection shall be reimbursed by the requesting member.

Section 4. Antitrust Compliance. This corporation is committed to compliance with any and all federal and state antitrust laws. In particular, the group is dedicated to compliance with the Sherman Act, the Federal Trade Commission Act and the Clayton Act. This Association hereby adopts the attached Policy Statement and Guidelines as part of its commitment to antitrust compliance. The Board of Directors shall annually review the Policy Statement and Guidelines to check for commitment to and compliance with this document.

ARTICLE VIII

Amendments

The members may amend or repeal these bylaws by affirmative vote of two-thirds of the existing members or by a two-thirds vote of the directors then serving.

This Restated and Amended Bylaws of JDUG, Inc., ratified by the Board of Directors this 22nd day of October 2020, is evidenced by the signature of the officer of the Board of Directors listed below.



Nicholas Taylor, President



Date: October 22, 2020

**JDUG, INC.'S
POLICY STATEMENT AND GUIDELINES REGARDING ANTITRUST**

JDUG is dealers helping dealers in every aspect of business through sharing and discussing best practices and fostering cooperation with one another and John Deere. The JDUG annual event is a learning environment that encompasses all tools and methods used to deliver best-in-class goods and services to customers through open communication and partnership with John Deere. It is led by dealers to focus on topics of pressing concern and creates a forum to build interpersonal relationships and solve challenges. JDUG leverages expertise from within the dealer community, John Deere and vendor partners to optimize the depth of solutions available. JDUG is for all dealer personnel to learn about best practices, while creating a network to communicate with other dealers.

It shall be the policy of JDUG to continue its efforts in advancing competition and to conduct all of its business and activities in accordance with state and federal antitrust laws. Further, it shall be the policy of JDUG to avoid any activity or agreements which could in any way be construed as restricting competition among members. In an effort to uphold this policy and the antitrust laws, the board of directors approves the following antitrust guidelines for observance by JDUG, its board, its staff, and members.

I. BOARD MEETINGS

1. All board members shall receive a notice and written agenda before each meeting of the board. The agenda shall specifically enumerate each item to be discussed.
2. All board meetings shall be conducted in accordance with the written agenda.
3. Minutes shall be taken at each meeting which accurately report the actions and discussions of the board.
4. At no time shall JDUG or its board issue a suggested price list to members which would be in violation of any antitrust laws.
5. Neither JDUG nor its board shall make recommendations to members regarding the selection of customers or suppliers which would be in violation of any antitrust laws.
6. At no time shall JDUG or its board issue information regarding future price trends which would be in violation of any antitrust laws.

II. MEMBER MEETINGS

1. Materials provided to members before general membership meetings shall include a written agenda which specifically enumerates each item to be discussed. Meeting participants shall adhere to the agenda.

2. Materials provided to members before general membership meetings should include a copy of JDUG's Policy Statement and Guidelines Regarding Antitrust.
3. Minutes shall be taken at each meeting which accurately report the actions and discussions of the members.
4. At least one JDUG staff member shall attend all meetings between members where JDUG activities are being discussed to ensure continued compliance with these antitrust guidelines.
5. The subject of price shall not be a topic at any JDUG general membership meeting when the purpose of discussion could be construed as an attempt by members to agree on the price at which they will sell their products. This rule shall apply regardless of whether said meeting is formal or informal.
6. All JDUG members shall refrain from discussing their pricing practices or future pricing intentions with any other member, whether formally or informally at any function sponsored by JDUG which would be in violation of the antitrust laws.
7. All JDUG members shall refrain from discussing the division of customers or territory with any other member, whether formally or informally at any function sponsored by JDUG if the purpose of such discussion is to agree on an allocation of customers or territories in an effort to limit competition between members which would be in violation of the antitrust laws.
8. No member, at any time, shall enter into any agreement with other members, whether formal or informal, to fix the price at which they will sell their products. All members shall price their inventory according to their own independent business judgment so as to comply with the antitrust laws.

III. STATISTICAL INFORMATION

1. Whenever JDUG requests information from its members for the purpose of providing helpful statistics concerning the industry, the participation by each member shall be voluntary.
2. Nonmembers may also voluntarily supply JDUG with information which would be helpful in compiling statistics regarding the industry.
3. JDUG shall make statistical information available to nonmembers as well as members. At its discretion, JDUG may charge nonmembers a fee which reflects the proportionate costs of gathering such information.
4. Specific statistical information shall be provided as an aid to individual members in operating their businesses more efficiently. Such information, however, shall not be a topic of discussion at general membership meetings if said discussion is for the purpose of fixing the prices at which members will sell their products.

5. All statistical information provided by JDUG to its members shall reflect the mean and median of the aggregate information received. JDUG shall not disclose the names of dealers, customers, or the specific terms of any past sales information if the disclosure of such would be in violation of the antitrust laws.

IV. SERVICES

JDUG shall make all services it provides to members available to nonmembers as well. JDUG, at its discretion, may charge nonmembers a fee which reflects the proportionate costs of providing such services.