

Filing Fee: \$10.00

ID Number: 000134218



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is Heifer Project International
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 222 JEFFERSON BOULEVARD, SUITE 200 WARWICK RI 02888
3. The address of the NEW registered office is: 10 Weybosset Street, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: UNITED CORPORATE SERVICES, INC.
5. The name of the NEW registered agent is: C T Corporation System
6. The address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.
7. The change was authorized by resolution duly adopted by its board of directors.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 7/15/2011

Heifer Project International

Print Corporate Name

FILED

JUL 19 2011

By Shannon Goodlett
Its President or Its Vice President
Shannon Goodlett, Attorney-In-Fact

Form No. 641
Revised: 12/05

Handwritten notes: BY [signature] 12:39, 29-148729

**POWER OF ATTORNEY**

**NOTICE IS HEREBY GIVEN THAT** Heifer Project International, a non-profit corporation formed under the laws of the state of Arkansas, does hereby appoint Shannon Goodlett and Sarah Menkhus, employees of CT Corporation and acting solely in the capacity as employees of CT corporation, as attorney-in-fact for the corporation to act for the company and in the company's name for the limited purposes authorized herein.

The company, having taken all necessary steps to authorize the changes for the entity Heifer Project International, hereby grants its attorney-in-fact the power to execute the documents necessary to change the entity's registered agent and registered office, or the agent and office of similar import, in the states listed in the attachment to CT Corporation, as directed and authorized by the corporation. The attorney-in-fact will not make such changes without the prior approval of the corporation.

In the execution of any documents necessary for the sole, limited purpose set forth herein, Shannon Goodlett and Sarah Menkhus shall exercise the power of Vice President, Secretary, Assistant Secretary, Manager, General Partner and/or Member as required.

This Power of Attorney expires when revoked by the undersigned or July 31<sup>st</sup>, 2011, whichever comes first.

**IN WITNESS WHEREOF** the undersigned has executed this Power of Attorney on this

July 13, 2011

Heifer Project International  
An Arkansas Non-profit Corporation

By: Chad Avery

Name: Chad Avery

Title: Associate General Counsel

State of Arkansas  
County of Pulaski

2011 JUL 19 PM 12:39  
NOTARY PUBLIC STATE OF ARKANSAS

On 7/13/11 before me, the undersigned, a Notary Public in and for said State, personally appeared CHAD AVERY personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.

Phoebe P. Duff  
\_\_\_\_\_, Notary Public

