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Casey's General Stores, Inc.

Extract: Charter Amendment (Plain English Desc) from a [8-K](#) on 07/02/2019

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Articles of Incorporation Amendments

On June 28, 2019, the Board of Directors (the "Board") of Casey's General Stores, Inc. (the "Company") adopted amendments (the "Articles Amendment") to the Company's Second Restatement of the Restated and Amended Articles of Incorporation (the "Articles") to implement the provisions of Iowa Code Section 490.806B ("Section 490.806B") which, starting with the Company's 2019 annual shareholders' meeting, requires the Board to begin a phased declassification over a three-year period. The Articles Amendment replaces Article V, Subsection A and Article IX of the Articles and provides that the staggered terms of the Company's "Class I", "Class II" and "Class III" directors elected or appointed prior to January 1, 2019 cease at the expiration of their then current terms, and that the terms of directors elected or appointed on or after January 1, 2019 expire at the next annual shareholders' meeting following their election or appointment.

Under Section 490.806B, subsection 2, the Articles Amendment is required to be adopted without shareholder approval.