

BYLAWS
of
Flex Retirees Organization

As Adopted on
November 28, 2007

Article I –Organization

Section 1. NAME. The name of the corporation is the Flex Retirees Organization (hereinafter referred to as "FRO").

Section 2. PURPOSE. FRO is an organization for flex salaried retirees of Deere & Company and its subsidiaries (retirees). FRO's purpose is to preserve and maintain Deere benefits for retirees, including, but not limited to, health, pension and life insurance, through discussion, persuasion or litigation, if necessary.

Section 3. OFFICES. The address of the FRO office in Iowa shall be in Scott County, State of Iowa. FRO may have such other offices both within and without the State of Iowa as the Board of Directors may from time to time determine or business may require.

Section 4. SEAL. FRO may have a corporate seal. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

Section 5. FISCAL YEAR. The fiscal year of FRO shall be the calendar year.

Article II -Board of Directors

Section 1. QUALIFICATIONS AND NUMBER. The business affairs of FRO shall be managed by a Board of Directors of not less than one (1) and not more than twenty one (21) directors who need not be residents of the State of Iowa. The number of directors may be increased or decreased from time to time by amendment of the bylaws, provided no decrease shall have the effect of shortening the term of any incumbent director.

Section 2. NOMINATIONS AND ELECTIONS. Except for 2007 when all directors shall be appointed by the Incorporators and except as provided in Section 4 of this Article, directors will be elected at the Annual Meeting of the directors. Each director shall hold office during the term for which he/she is elected and until his successor is elected and qualified.

Section 3. REMOVAL. Any director may be removed by the Board of Directors whenever in its judgment the interests of FRO will be served thereby.

Section 4. VACANCIES. Any vacancy occurring in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the remaining directors though less than a quorum of the Board of Directors and the directors so chosen shall hold office until the next annual meeting of directors and until their successors are elected by the directors and are qualified.

SECTION 5. ANNUAL MEETING. An annual meeting of the Board of Directors shall be held in November of each year at such time and at such place, either within or without the State of Iowa, as shall be determined by the Board of Directors.

Section 6. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held without notice at such time and at such place, either within or without the State of Iowa, as shall from time to time be determined by the Board of Directors.

Section 7. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held upon notice by letter, telephone or email, with at least two days' notice upon call of the President or other officer or upon call by the President or the Secretary at the request in writing of one-third of the directors then in office at any place either within or without the State of Iowa. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time of such meeting, and shall be equivalent to the giving of such notice. Attendance of a director at such meeting shall constitute a waiver of notice thereof, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice, or waiver of notice, of such meeting.

Any board action to remove a director or to approve a matter which would require approval by the members if the corporation had members shall not be valid unless each director is given at least seven days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to the provisions for waiver as set forth in this section.

Section 8. QUORUM. One-third of the directors in office shall constitute a quorum for the transaction of business. The act of a majority of directors present

at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or these bylaws. During an emergency period following a catastrophe, a majority of the surviving members of the Board of Directors who have not been rendered incapable of acting as the result of physical or mental incapacity or the difficulty of transportation to the place of the meeting shall constitute a quorum for the purpose of filling vacancies on the Board of Directors and among the elected officers of FRO.

Section 9. ORGANIZATION. The President or, in the event of the absence or inability to act of the President, another director present, acting in such order of priority as shall be designated by the President, shall act as Chairman of each meeting of the Board of Directors.

Section 10. ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or such committee.

Section 12. PARTICIPATION WITH COMMUNICATIONS EQUIPMENT. Unless otherwise restricted by law, by the articles of incorporation or these bylaws, members of the Board of Directors, or of any committee designated by the Board thereof may participate in a meeting of the Board of Directors, or of any committee, by conference telephone or similar communications method by means of which all persons participating in the meeting can hear each other.

Section 13. COMMITTEES OF DIRECTORS. The Board of Directors by resolution passed by a majority of the whole Board may designate one or more committees, each committee to consist of two or more of the directors of FRO, which, to the extent provided in the resolution shall have and may exercise the powers of the Board in the management of business and affairs of FRO and may authorize the seal of FRO to be affixed to all papers which may require it. Such committee shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required. Article III, Section 2 of these bylaws shall limit the authority of any committee.

Article III -Executive Committee

Section 1. DESIGNATION AND MEMBERS. During the intervals between meetings of the Board of Directors and subject to such limitations as may be imposed by law and these bylaws, an Executive Committee shall have and may

exercise all of the authority of the Board of Directors in the management of business and affairs of FRO. Such Executive Committee shall consist of at least two directors who shall be appointed by the Board of Directors at the recommendation of the President. No member of the Executive Committee shall continue to be a member thereof after he or she ceases to be a director of FRO.

Section 2. LIMITATION OF POWERS. The Executive Committee shall not have the authority of the Board of Directors in regard to authorizing distributions, amending or repealing the articles of incorporation or bylaws; approving dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the assets of FRO; electing or removing officers; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

In any resolution of the Board of Directors providing for action to be taken or approval to be given by, or a report to be made to the Board, the term 'Board of Directors' standing alone shall not be deemed to mean the Executive Committee.

All minutes of the Executive Committee shall be submitted to the next succeeding Board of Directors meeting for approval, provided that no rights other than those of FRO shall be affected by any revision or alteration by the Board of Directors of actions of the Executive Committee.

Section 3. PROCEDURES, MEETINGS AND QUORUM. The President or, in the event of the absence or inability to act of the President, another member, acting in such order of priority as shall be designated by the President, shall preside at all meetings of the Executive Committee. The Executive Committee shall keep a record of its acts and proceedings.

Meetings of the Executive Committee shall be called at the request of any member of the Committee with the concurrence of the President or, in the event of the absence or inability to act of the President, another member, acting in such order of priority as shall be designated by the President.

Such meetings may be held within or without the State of Iowa. Meetings may be held upon oral or written notice given at any time prior to the meeting, and delivered during regular business hours to the office of each member or, at other times, to his or her residence.

A majority of members of the Executive Committee shall constitute a quorum for the transaction of any business, and the acts of a majority of the members present shall be the acts of the Executive Committee.

ARTICLE IV - Officers

Section 1. NUMBERS AND QUALIFICATIONS. The principal officers of FRO shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer; and FRO may have such other officers and assistant officers as may be deemed necessary by the Board of Directors. Any number of offices may be held by the same person except that the President shall hold no other office.

Section 2. GENERAL DUTIES. All officers of FRO shall have such authority and perform such duties in the management of FRO as may be provided by or delegated in accordance with these bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these bylaws. All agents and employees of FRO not appointed by the Board of Directors may be appointed by the President or by persons authorized by him/her to do so, to serve for such time and to have such duties as the appointing authority may determine from time to time.

Section 3. ELECTION AND TERM OF OFFICE. The officers shall be elected by the Board of Directors. Each officer shall hold office for one year and until his successor is elected and qualified, or until he/she shall have resigned or shall have been removed in the manner provided in Section 4.

Section 4. REMOVAL. Any officer may be removed by the Board of Directors whenever in its judgment the interests of FRO will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer shall not of itself create contract rights.

Section 5. RESIGNATIONS. Any officer may resign at any time by giving written notice to the Board of Directors or to the President. Such resignation shall effect at the time specified therein and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES. A vacancy in any office may be filled by the Board of Directors.

Section 7. PRESIDENT. The President is the chief executive officer of FRO and as such shall have the active executive management of the operations of FRO and shall see that the orders and resolutions of the Board of Directors and of the Executive Committee are carried into effect. He/she shall have the power to execute in the name of FRO all bonds, contracts, other obligations and property conveyances which are duly authorized, and he/she/she shall have all the powers and perform all duties devolving upon him/her by law and head of FRO. He/she may call special meetings of the Board of Directors. From time to time he/she shall bring to the attention of the Board of Directors such information or recommendations concerning the business and affairs of FRO as he/she may

deem necessary or appropriate. When present he/she shall preside at all meetings of the Board of Directors and of the Executive Committee

Section 8. VICE PRESIDENTS. The Vice Presidents shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to them. In the absence or inability to act of the President, his/her duties shall be performed by the Vice President designated by the President or the Board of Directors.

Section 9. SECRETARY. The Secretary shall act as the secretary of all meetings of the Board of Directors. He/she shall prepare and keep or cause to be kept in books provided for the purpose minutes of all meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; shall be custodian of the records and seal of FRO and see that the seal is affixed to all documents the execution of which on behalf of FRO and see that the seal is duly authorized, and in general he/she shall perform all duties incident to the office of Secretary and as required by law and such other duties as may be assigned to him/her from time to time by the Board of Directors or the President.

Section 10. TREASURER. The Treasurer shall have charge and custody of and be responsible for all moneys, notes and securities in the possession of FRO and deposit all such funds in the name of FRO in such banks, trust companies or other depositories as he/she may select; shall receive and give receipts for moneys due and payable to FRO from any source whatsoever; and in general he/she shall perform all the duties incident to the officer of Treasurer and as required by law and such other duties as may be assigned to him/her from time to time by the Board of Directors or the President.

Section 11. OTHER OFFICERS. Other officers and assistant officers shall have such authority and perform such duties as may be determined by resolution of the Board of Directors.

ARTICLE V - INDEMNIFICATION

Each person who is or was a director or officer of FRO and each person who serves or served as a request of FRO as a director or officer or equivalent of another enterprise, shall be indemnified by FRO to the fullest extent authorized by the Iowa Nonprofit Corporation Act as it may be in effect from time to time, except as to such action, suit or proceeding brought by or on behalf of a director or officer without prior approval of the Board of Directors.

ARTICLE VI - OTHER PROVISIONS

Section 1. LOANS. No loans shall be made to any director or officer of FRO.

Section 2. AMENDMENTS. These bylaws may be amended, altered or repealed by the Board of Directors by a majority vote at any annual, regular or special meeting at which a quorum is present.

Section 3. SIGNATURES ON CHECKS AND NOTES. All checks or demands for money and notes of FRO shall be signed by such officer or officers or such person or persons designated by the Board from time to time.

Section 4. ROBERT'S RULES OF ORDER. Robert's Rules of Order shall govern in all cases of procedure or order not specifically provided for in these bylaws.

ADDITIONAL RESOLUTIONS

Qualification/Withdrawal

RESOLVED, for the purpose of qualifying this Corporation to do business in any state in which it is necessary or expedient for this corporation to transact business, the proper officers are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices, and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state to authorize this Corporation to transact business therein and, whenever it is expedient for this Corporation to cease doing business therein withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and file such certificates, reports, revocation of appointment, or surrender of authority as maybe necessary to terminate the authority of this Corporation to do business in any such state.

Bank Accounts

RESOLVED, that the President, Vice President or the Treasurer of this corporation, be and are hereby authorized to designate as depositories in which funds of this Corporation may be deposited by its officers, agents and employees, such banks, trust companies, or other organizations or entities as they may determine from time to time, and to determine the kinds or types of accounts in said depositories and to designate titles therefore, and to enter into such agreements with said depositories as may be necessary for accomplishing any of the aforesaid.

FURTHER RESOLVED, that the funds of this Corporation deposited with any such authorized depository be subject to withdrawal upon checks, notes, drafts, or other orders for the payment of money drawn upon such authorized depository when such orders are signed in the name of this Corporation by its duly authorized officers and/or employees as provided in this resolution.

FURTHER RESOLVED, that the President or any Vice President, together with the Treasurer or an Assistant Treasurer, be and hereby are authorized to designate' by name or by title the persons authorized to sign and/or countersign checks, drafts or other orders for the payment of money drawn upon the said authorized depositories; and

FURTHER RESOLVED, that the President or a Vice President, together with the Treasurer or an Assistant Treasurer, be and hereby are authorized to determine whether countersignatures shall be required on any of the checks, drafts, or other orders for the payment of money and to determine whether or not facsimile signatures of the authorized persons may be used for signing and/or countersigning any such orders.

FURTHER RESOLVED, that each designated depository of this Corporation be and hereby is authorized to pay any checks, drafts or other orders for the payment of money drawn upon such depository by this Corporation, to receive them for credit or in payment from the payee or from any holder, and to charge them to the account of this Corporation without inquiry as to the circumstances of issue or of the disposition of the proceeds, even if drawn to the individual order of any signing employee or tendered in payment of his individual obligation; provided that such orders bear either:

1. The manual signature of a person whose name and signature shall have been certified by the Secretary or an Assistant Secretary as those of a person duly authorized to sign; and, when required, the manual countersignature of a person whose name and signature shall have been certified by the Secretary or an Assistant Secretary as those of a person duly authorized to countersign; or
2. The facsimile signature or countersignature, regardless of by whom or by what means it may have been affixed, of a person whose name and facsimile signature shall have been certified by the Secretary or an Assistant Secretary as those of a person duly authorized to sign and/ or countersign by facsimile signature.

FURTHER RESOLVED, that the name, titles, signatures and facsimile signature of those persons who are designated pursuant to these resolutions to sign and/or countersign (manually and/or by facsimile) checks, drafts or other orders for the payment of money may be certified by the Secretary or an Assistant Secretary

and that the designated depositories of this Corporation may act upon such certificate and continue so to act until receipt of written notice from the Secretary or an Assistant Secretary that a person whose name and signature, including facsimile signature, have been so certified is no longer authorized to act.

FURTHER RESOLVED, that the designation of any bank, trust company, or other organization or entity as a depository for the funds of this Corporation may be discontinued or terminated at any time by the President, a Vice President or Treasurer of this Corporation.

Investments

RESOLVED, that the President or any Vice President, or the Treasurer of this Corporation and their successors in office, be and are hereby authorized and empowered, for and on behalf of this Corporation, to select, establish and maintain one or more accounts with one or more principals, brokers or agents for the purpose of purchasing or otherwise disposing of, and generally dealing in any and all forms of investments, or any and every nature whatsoever, secured or unsecured, whether represented by trust, participating and/or other certificates or otherwise, including but not limited to securities, mortgages, mortgage-backed securities, contracts, certificates of deposit, commercial paper, bankers acceptances, time deposits, money market funds, "when-issued" securities, subscription rights, shares, stocks, bonds, debentures, notes, scrip, rights to subscribe, listed or over-the-counter options, warrants, certificates of indebtedness, special bond and special miscellaneous accounts, repurchase and reverse repurchase agreements, short sales, future and forward delivery contracts (whether or not legally characterized as commodities), margin accounts, hedge agreements, arbitrage transactions, foreign currencies, and option contracts.

FURTHER RESOLVED, that fullest authority at all times is hereby conferred with respect to any such commitment or transaction deemed by any of the said officers to be proper including, without limitation, authority to give written or oral instructions to the aforesaid principals, brokers or agents with respect to any of said transactions referred to above; to enter and carry out any contract, arrangement, or transaction in connection with any such account; to pay to such principals, brokers or agents in cash or by checks and/or drafts drawn upon the funds of this Corporation such sums as may be necessary in connection with any such account; to deliver securities to , and deposit funds and other property of this Corporation with the such principals, brokers or agents; to order the transfer or delivery or acceptance of any securities, funds or other property of this Corporation to or from any other person whatsoever and to order the transfer or record ownership of any securities or other property to any name selected by

any of said officers; to affix the corporate seal to any documents; to endorse any securities, stock powers or other instruments, in order to pass title to securities or other property and to direct the sales, transfer, exchange or exercise of any rights with respect to any such securities or other property of this Corporation thereto; to sign for this Corporation all documents in connection with any such account, and to agree to any terms or conditions to control-any such account to execute on behalf of this Corporation any agreement, release, power of attorney, assignment or other document in connection with the account and property therein; to direct such principals, brokers or agents to surrender securities to any party for the purpose of effecting any exchange or conversion or for any other purpose; to withdraw and accept delivery of securities, funds and other property of this Corporation; to receive oral or written confirmations, statements of account, notices, demands and other documents relating to the account on behalf of this Corporation; to appoint any person or person to do any and all things which any of said officers is hereby empowered to do, and to take all action necessary or desirable in connection with any such account.

FURTHER RESOLVED, that such principals, brokers or agents may deal with any and all of the persons holding the above stated offices or persons appointed by them to act under this resolution as though they are dealing with this Corporation directly.

FURTHER RESOLVED, that the authority of each of said officers, their successors in office and their appointees shall continue until such principals, brokers or agents brokers shall receive from this Corporation a written notice of revocation thereof.

FURTHER RESOLVED, that the Secretary of this Corporation be, and hereby is directed to certify and deliver under the seal of this Corporation to such principal, brokers or agents a true copy of these resolutions; specimen signatures of each person empowered by these resolutions; that this Corporation is duly organized and existing and that these resolutions be in conformity with the provisions of the charter and bylaws of this Corporation and within its corporate and lawful powers; and any changes in the office or powers or persons hereby empowered, which notifications, when received, shall be adequate both to terminate the powers of the persons theretofore authorized, and to empower the persons thereby substituted.

Wire Transfers

RESOLVED, that in dealing with depositories of this Corporation designated by the Board of Directors from time to time, or depositories of subsidiaries of this Corporation, the Treasurer, Assistant Treasurer, or such other persons as the Treasurer may designate, are hereby authorized from time to time to enter into

such arrangements or agreements with such depositories as they may deem necessary or desirable in order to provide for the transfer of funds from or to any of the accounts of this Corporation maintained with such depositories pursuant to directors or instructions transmitted to such depositories either through computer or similar electronic service or by telegraphic means, or by telephonic means.

RESOLVED FURTHER, that such depositories are authorized to rely upon such directors or instructions transmitted through computer or similar electronic and/or telegraphic means, provided that such orders or instructions are given or accepted by the bank in conformity

Line of Credit/Borrowing

RESOLVED, that the President or any Vice President or the Treasurer of the corporation be and are hereby empowered, for and on behalf of this Corporation, to enter into agreements to secure a line of credit and other borrowing arrangements to use in the operations of this Corporation.