

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

GEORGE F. BROCKE & SONS, INCORPORATED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *30th* day of *November* 1978, original articles of amendment, as provided by Section 30-146, 147 Idaho Code restating articles - including extending corporate existence

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~film~~ microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *30th* day of *November*, A. D., 1978.

Secretary of State

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ARTICLES OF AMENDMENT

OF

STATE

GEORGE F. BROCKE & SONS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That GEORGE F. BROCKE, JR., President, and M. EUGENE BROCKE, Secretary, of the above-named corporation, respectfully represent:

That the above-named corporation was incorporated under the laws of the State of Idaho on 1 July 1959.

That on 15 July 1978, in an annual meeting of stockholders of the corporation called for that purpose, at which meeting the holders of more than two-thirds of the stock of George F. Brocke & Sons, Incorporated, entitled to vote were present in person or by proxy, the following resolutions amending ARTICLES SECOND, THIRD, FIFTH and SIXTH were duly and regularly adopted by a vote of the holders of more than two-thirds of the stock of said corporation as follows, to-wit:

"BE IT RESOLVED, that ARTICLE SECOND be amended to read as follows:

"The corporation shall have perpetual existence."

"BE IT RESOLVED, that ARTICLE THIRD be amended to read as follows:

"That the purposes for which said corporation is formed are:

"(a) To carry on the trade of warehousemen and to operate elevators and public warehouses for the purchase, sale and storage of farm products and by-products; to buy and sell on commission or otherwise, at wholesale or retail, all kinds of farm produce, particularly beans, peas and lentils; to purchase, own, operate and develop farms, farm lands, stock farms and grazing lands and to buy, raise, sell or otherwise deal in cattle, hogs and all kinds of livestock and poultry; to buy, sell, trade and deal in, at wholesale or retail, hardware, appliances, machinery and goods, wares and merchandise of all kinds for farm or home use; and to do all legal, necessary and proper things in pursuance of the foregoing stated objectives and purposes.

"(b) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys, tramways, railroads, reservoirs, irrigation ditches, wharves, sewers, tunnels, conduits and subways; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with, builders, property owners and others; to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hard-wood and other building materials or requisites.

"(c) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

"(d) To enter into contracts or arrangements with any government or authority, national, state, municipal or otherwise, conducive to any of the purposes of this corporation, and to obtain from such government or authority any and all rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents or concessions relating to or for the promotion or protection of such purposes; to carry out, exercise, comply with and enforce the same; to sell, lease, or otherwise dispose of the same or any interest therein to others, where such sale, lease or disposal shall be lawful under the laws of the government power granting the same.

"(e) To engage in the business of buying, selling, distributing, leasing, servicing, repairing and otherwise dealing in implements, vehicles, motors, machinery and equipment of all manner and descriptions, particularly including, but not limited to, agricultural implements, and livestock feed, supplies and farm fertilizers.

"(f) To engage in any commercial, industrial

and agricultural enterprise calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform; to engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description; to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise, for and on behalf of another.

"(g) To do generally each and every necessary, proper and requisite thing to be done in carrying out any of the objects of this corporation herein provided for and incidental thereto.

"(h) The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation and enjoyment thereof as conferred by the laws of the State of Idaho upon corporations organized under the provisions of the laws of the State of Idaho."

"BE IT RESOLVED, that ARTICLE FIFTH be amended to read as follows:

"That the capital stock of this corporation shall be One Hundred Fifty Thousand Dollars (\$150,000) divided into one hundred fifty thousand (150,000) shares of common stock of the par value of One Dollar (\$1.00) each.

"The corporation may redeem issued and outstanding stock of the corporation, and, in the event of any redemption of shares of stock, the legal title to such shares of stock, when acquired, shall vest in the corporation and shall thereafter be subject to the control of the stockholders, who may make whatever disposition thereafter they deem fit upon vote of the majority of all remaining shares, and that, for the purpose of redemption of its stock, the corporation may use, apply and commit any available funds, including commitments of funds by way of future earnings."

"BE IT RESOLVED, that ARTICLE SIXTH, as amended 11 September 1972, be amended to read as follows:

"The number of directors of said corporation shall be three in number, who must be shareholders of common stock of said corporation. The directors shall be elected by the stockholders of the corporation. The Board of Directors may be authorized by the By-Laws

to hold meetings outside of the State of Idaho at such places as may be determined."

"BE IT FURTHER RESOLVED, that the remaining Articles of Incorporation and the Articles of Amendment thereof, as now on file in the office of the Secretary of State of the State of Idaho, be ratified and approved."

The President and Secretary were authorized and directed to issue their certificate to the Secretary of State of the State of Idaho for the purpose of amending the Articles of Incorporation in compliance with these resolutions.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of July, 1978.



GEORGE F. BROCKE, JR., President (SEAL)

ATTEST:



M. EUGENE BROCKE, Secretary

(CORPORATE SEAL)

STATE OF IDAHO)
 : ss.
County of LATAH)

GEORGE F. BROCKE, JR., and M. EUGENE BROCKE, being first duly sworn, each for himself and not one for the other, deposes and says:

That they are duly elected officers of GEORGE F. BROCKE & SONS, INCORPORATED, an Idaho corporation, being respectively the President and Secretary thereof, and are stockholders thereof and are entitled to vote at all corporate meetings; that at a meeting of the stockholders of said corporation, duly called and held on the 15th day of July, 1978, at the office of the principal place of business at Kendrick, Idaho, stockholders holding more than two thirds of all stock entitled to vote were present in person or by proxy; that at said meeting it was duly resolved that the corporation be specifically authorized to amend its Articles of Incorporation, to-wit:

ARTICLE SECOND: To provide for perpetual existence.

ARTICLE THIRD: For additional purposes.

ARTICLE FIFTH: For the assignment or transfer of the interests of the members, the manner of determining the value and the purchase by the corporation at its option of such interests upon the death, withdrawal or expulsion of a member.

ARTICLE SIXTH: By authorizing the Board of Directors to meet outside the State of Idaho.

and that the Articles of Amendment to which this certificate is attached is true in each and every respect and properly reflects the proceedings of the meeting held for the aforesaid purposes.

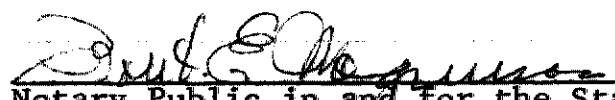


GEORGE F. BROCKE, JR. (SEAL)



M. EUGENE BROCKE (SEAL)

SUBSCRIBED AND SWORN to before me this 15th day of July, 1978.



Notary Public in and for the State of
Idaho, Residing at Kendrick, therein.

(S E A L)