State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT
OF

FARM BUREAU MARKETING ASSOCIATION OF IDAHO, INC.

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of **FARM BUREAU MARKETING ASSOCIATION OF IDAHO, INC.** duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated **August 13**, 19**80**.

SECRETARY OF STATE

Corporation Clerk

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AMENDED AND RESTATED ARTICLES OF THE ARTICLES OF INCORPORATION OF

FARM BUREAU MARKETING ASSOCIATION OF IDAHO, INC.

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We, the undersigned, President and Secretary of Farm Bureau Marketing Association of Idaho, Inc., a corporation organized under the laws of the State of Idaho, and located in Pocatello, Idaho hereby certify:

1. The name of this corporation is Farm Bureau Marketing Association of Idaho, Inc.

2. That at the Annual Meeting of stockholders of Farm Bureau Marketing Association of Idaho, Inc., on December 6, 1979, at Pocatello, Idaho, the stockholders, 3,000 shares of preferred stock and 150 shares of common stock voted for the amendments and no stockholders voted against the amendments, approved that the Articles of Incorporation be amended and restated as attached.

All articles, except Article III, have been amended or restated.

SIGNED AND DATED at Pocatello, Idaho, this 14th day of July, 1980.

Oscar Field

Oscar Field
President

Lynn Parke

Lynn Parke
Secretary

Lynn Parke, being first duly sworn, says:

I am the Secretary of Farm Bureau Marketing Association of Idaho, Inc. I have read the following Restated and Amended Articles of the Articles of Incorporation, and know the contents thereof, and the same is true of my own knowledge, information, and belief.

Lynn Parke

Subscribed and sworn before me this 24 day of July, 1980.

Phillip R. Joslin

Notary Public for the State of Idaho
Residing at Pocatello, Idaho

AMENDED AND RESTATED ARTICLES
TO
ARTICLES OF INCORPORATION
OF
FARM BUREAU MARKETING ASSOCIATION OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being all bona fide residents of the State of Idaho, do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify:

I.

That the name of this corporation for profit shall be FARM BUREAU MARKETING ASSOCIATION OF IDAHO, INC..

II.

The purposes for which this corporation is formed are as follows:

1. To engage in any cooperative activity on behalf of its members in connection with the production, marketing, and selling of agricultural and horticultural products, including but not limited to:

(a) Entering into contracts with members requiring them to market any and all of their agricultural or horticultural products with or through the Association, authorizing it to act as agent in negotiating the sale thereof or in selling same directly, or by the terms of which the Association may acquire title to said products for the purpose of handling, processing, storing, or otherwise dealing therewith and for the purpose of resale and distribution, and authorizing the Association to co-mingle, pool, grade and standardize any and all products handled by it;

(b) The production, growing, marketing, selling, preserving, harvesting, drying, procuring, manufacturing, canning, packaging, warehousing, grading, handling, shipping, processing, weighing, testing, transporting, promoting, utilizing, and advertising of agricutlural or horticultural products;

(c) Encouraging the advancement of production and marketing of any agricultural and horticultural products; disseminating information with regard to the growing and marketing of any agricultural and horticultural products;

(d) The adoption and enforcement of standards of quality of agricultural or horticultural products by providing for inspection and grading services, enforcing rules and regulations for inspection, receiving, handling, grading, processing, testing, holding, transporting, shipping, or otherwise distributing or marketing agricultural or horticultural products;

(e) Assistance in expanding markets establishing selling prices and promoting sale, both domestic and foreign, of agricultural or horticultural products to facilitate orderly marketing;

(f) Bargaining collectively, on a non-pecuniary basis, as a service to its members:

1. For the processing, preparing for market, handling, and marketing in intrastate, interstate, and foreign commerce of the members' agricultural and horticultural products, or any of them;

2. For the sale of such agricultural and horticultural products, or any of them, including prices to be paid and the terms and conditions governing the sale, delivery, and payment; and

3. for all other matters arising from or incidental to such collective bargaining;

but all such activities shall be conducted by the corporation on a non-pecuniary basis for the benefit of its members. Any contract consummated with any third party under paragraph (f) (1) above, shall require the approval of the majority of all Corporation directors, before it shall become binding upon the Corporation. Any sales contract consummated with any third party under paragraph (f) (2) above, shall require the approval of the Board of Directors and a majority of the designated commodity marketing committee members before such contract shall become binding upon the Corporation.

2. To engage in any of the cooperative activities particularly described in paragraph 1 above in connection with the production and marketing of agricultural or horticultural products of non-members so long as the non-members would qualify as producers of such products, as hereinafter defined, and so long as the value of the products of the non-member does not exceed the value of the products handled by the Corporation for its members.

3. To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the members of the Corporation, with any domestic or foreign governmental, municipal, or public authority, or with any corporation, partnership, association, combination, organization, entity or person, and prosecute any business dependent thereon which may lawfully be undertaken by a corporation organized under the laws of the state of Idaho; and to cause to be formed, to promote, and to aid in any way in the formation of, any corporation, domestic or foreign, for any such purpose.

4. To buy, sell, lease, own, operate, maintain, alter, repair, and generally deal in and with, any and all supplies, materials, machinery, tools, parts, and accessories, whether new or used, which may be useful, convenient, or incident to any power or purpose herein set forth;

5. To purchase, hold, own, lease, take in exchange, or otherwise acquire, real property, and interest therein, and all water and other rights appurtenant thereto, together with any buildings or structures that may be on said real property, or any of them, and to sell, mortgage, hypothecate, lease, exchange, or otherwise alienate or dispose of, the whole or any portion, of said real properties, interests, and rights, or any thereof, all, or any of, buildings or structures that now are, or hereafter may be, erected thereon, or in connection therewith, and to take such security therefor as may be deemed necessary; to erect buildings and to deal in building material; to take or hold mortgages for any unpaid balance of the purchase price of any of said real properties, buildings, or structures so sold, and to sell or otherwise dispose of said mortgages; to improve, alter, and manage such real properties and buildings; to guarantee and otherwise

assist in the performance of contracts and mortgages of persons, firms or corporations with whom this Corporation may have dealings; and to assume and take over such mortgages or contracts on default.

6. To borrow money and issue, sell, or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, whether secured or unsecured, provided that any unsecured bonds or debentures so issued shall be subordinate to the claims of general creditors of the corporation, regardless of the date of issue of such bonds or debentures, and, provided further, that such securities shall be issued in such amounts and under such terms and conditions as the board of directors may prescribe;

7. To buy, own, vote, control, and exercise all the privileges of ownership in the stock and bonds of other corporations or associations engaged in any related activity, and to dispose of the same; and, by membership, stock ownership, or contract to control and manage any such organization.

8. To purchase, hold, cancel, re-issue, sell and transfer its own shares of stock.

9. To do each and everything necessary and expedient for the accomplishment of any one or all of the purposes, or the attainment of any one or all of the objects herein enumerated, or conducive to or expedient for the interest or benefit of the Corporation or its members; and to contract accordingly; and in addition to exercise and possess all corporate powers, rights and privileges granted by the laws of the State of Idaho, as now or hereafter enacted.

III.

That the period of existence of this Corporation shall be perpetual.

IV.

That the location and post office address, and the registered office of this Corporation shall be Pocatello, Bannock County, Idaho, and the registered agent is Lynn Parke.

V.

The amount of total authorized capital stock of this corporation is to be Sixteen Thousand Dollars ($16,000.00) divided into two classes as follows:

4,000 shares of common stock with a par value of $1.00 per share; and

6,000 shares of preferred stock with a par value of $2.00 per share;

Holders of common stock and preferred stock shall be entitled to one (1) vote for each share of stock held by him, in person or by proxy, at all meetings of stockholders upon every matter or issue submitted to any such meeting, including the election of a Board of Directors; provided however, at all elections of directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number of directors to be voted for, or any two or more of them, as he may see fit.

The following is a description of each class of stock of the Corporation:

COMMON STOCK.

1. The common stock shall be issued only to producers or organizations of producers of agricultural or horticultural products, whether within or without the State of Idaho, who have

entered into a marketing agreement with this Corporation. Any person, partnership, or corporation, who does not farm, grow and produce agricultural or horticultural products, shall not qualify as a producer and shall not be eligible to purchase common stock in this Corporation.

2. The ownership of common stock of this Corporation by qualified agricultural and horticultural producers shall be limited to one (1) share for such person, partnership, corporation, or organization of such producers.

3. Stockholders of common stock who fail to maintain the foregoing eligibility requirements shall automatically lose their rights to vote in stockholders meetings as long as ineligibility continues and during such time all the business, affairs, and management of this Corporation shall be determined and conducted as though such subscription and application for, or issuance of, such common stock had never been made.

4. The board of directors shall call for the redemption, at par, of the common stock of any stockholder who remains ineligible to own said stock for a period of twelve (12) months computed from the commencement date of such ineligibility as determined by the board. Failure of a stockholder to surrender said share of common stock within thiry (30) days of such call for redemption shall constitute a forfeiture of all rights of such stockholder in the business and affairs of the Corporation, save and except the right to receive payment of par value of said stock plus any unpaid patronage refunds which accured prior to the stockholder's ineligibility.

5. No stockholder shall voluntarily or involuntarily assign, transfer or encumber the voting rights nor any other

rights incident to ownership of said common stock, but such restrictions shall not prevent stockholder from pledging or assigning to non-producers all monies or patronage dividends otherwise due or to become due stockholder from the Corporation.

6. No stockholder shall sell his common stock to any third party without first giving the Corporation the first right to meet the same terms and conditions of any bona fide offer within thirty (30) days from the date of receipt by the Corporation of written notice of such offer from stockholder.

If the Corporation does not purchase said common stock within the time above provided, the stockholder shall sell said share of stock, upon the same terms and conditions as offered to the Corporation, only to another producer eligible under these Articles of Incorporation to own and hold the common stock of this Corporation.

7. If the board of directors determine that any stockholder shall have ceased to do business with the Corporation for a period of two (2) years; or shall compete with this Corporation or shall do anything prejudicial or inimical to the interest, welfare and purposes of this Corporation; or shall become insolvent or placed in the hands of a receiver or trustee in insolvency proceedings; the board of directors shall, at its option have the right to call for redemption the common stock of said shareholder upon the same terms and conditions hereinabove provided for common stock redemption from ineligilbe stockholders, at par value, plus unpaid patronage refunds. Thereafter said shareholder shall have no voting rights in the corporation or any interest in the business or affairs of the corporation except the right to be paid the par value of his common stock, plus unpaid patronage refunds.

8. No dividends shall be paid upon common stock of this Corporation.

9. "Stockholders of common stock" and "members of the Corporation" are identical in meaning and synonomous wherever either shall appear herein; non-members are persons, partnerships, corporations, or organizations of producers who do not own common stock in the Corporation but would otherwise qualify as stockholders and members of the Corporation.

PREFERRED STOCK.

1. The preferred stock of this Corporation shall be issued to and held only by the Idaho Farm Bureau Federation.

2. Preferred stock shall be entitled to an annual dividend of not exceeding Eight (8%) percent per annum which dividend shall not be cumulative, and which shall be payable out of funds legally available for this purpose. The rate of dividend shall be determined by the board of directors.

3. The owner of all preferred stock shall not be entitled or permitted to participate, directly or indirectly, in the net margins, savings, earnings, or surplus of the Corporation upon dissolution or otherwise, beyond the fixed dividends and the par value of the stock.

4. The holder of the preferred stock shall have preemptive rights to subscribe to any other issue of preferred stock of this Corporation.

5. In voting for directors of this Corporation, from time to time, the Idaho Farm Bureau Federation shall only nominate and vote for directors who are stockholders of common stock of the Corporation.

IN WITNESS WHEREOF, we, the undersigned, being lawful citizens of the United States, certify that these are true and correct Articles of Amendment to the Articles of Incorporation of the Farm Bureau Marketing Association of Idaho, Inc., as adopted by the Stockholders at the Annual Meeting on December 6, 1979.

Oscar Field

President

Lynn Parke

Secretary

Nyal Rydalch

Manager

Bannock

2 June 1980

Oscar Field, Lynn Parke & Nyal Rydalch

Phillip R. Joslin

lifetime