

FILED EFFECTIVE

STATEMENT OF MERGER

OF

VALLEY CO-OPS, INC.

WITH AND INTO

VALLEY WIDE COOPERATIVE INC.

2015 JUL 21 AM 8:19

SECRETARY OF STATE
STATE OF IDAHO

The undersigned merging entities hereby execute and file with the Idaho Secretary of State this Statement of Merger:

1. The name, jurisdiction of organization and type of each merging entity that is not the surviving entity are: Valley Co-ops, Inc., a cooperative association organized under the laws of the State of Idaho ("Valley Co-ops").

2. The name, jurisdiction of organization and type of the surviving entity are: Valley Wide Cooperative Inc., a cooperative association organized under the laws of the State of Idaho ("Valley Wide").

3. The merger of Valley Co-ops with and into Valley Wide was approved by both Valley Co-ops and Valley Wide in accordance with Idaho Code §§ 30-22-201, et seq. and Idaho Code § 22-2622A.

4. Attached hereto as Exhibit A is the Restated Articles of Incorporation of Valley Wide Cooperative Inc. which shall be the articles of incorporation of Valley Wide, the surviving entity, on and after September 1, 2015.

5. This Statement of Merger shall be effective as of September 1, 2015.

[SIGNATURES ON FOLLOWING PAGE]

IDAHO SECRETARY OF STATE

07/21/2015 05:00

CK:5270 CT:118610 BH:1484696

1@ 30.00 = 30.00 STMT MERGE #2

1@ 20.00 = 20.00 EXPEDITE C #3

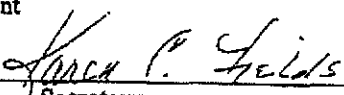
C 94631

IN WITNESS WHEREOF, the undersigned merging entities have executed this Statement of Merger to be effective as of September 1, 2015.

VALLEY CO-OPS, INC.

By: 

Its: President

ATTEST: 

Secretary

VALLEY WIDE COOPERATIVE INC.

By: 

Its: President

ATTEST: 

Secretary

EXHIBIT A

Restated Articles of Incorporation of Valley Wide Cooperative Inc.

See attached Restated Articles of Incorporation of Valley Wide Cooperative Inc.
consisting of six (6) pages.

**RESTATED
ARTICLES OF INCORPORATION
OF
VALLEY WIDE COOPERATIVE INC.**

Pursuant to the provisions of the Idaho Cooperative Marketing Act (the "Act"), Valley Wide Cooperative Inc. (the "Cooperative"), duly adopts these Restated Articles of Incorporation which supersede and replace in its entirety, the prior Articles of Incorporation and all restatements, supplements and amendments thereto.

**ARTICLE I
NAME**

The name of this Cooperative shall be Valley Wide Cooperative Inc.

**ARTICLE II
PURPOSES AND POWERS**

The Cooperative shall have the following purposes and powers:

Section 1. The Cooperative's purpose shall be to engage in any activity in connection with the production, marketing or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, storing, handling, shipping or utilization thereof, or the manufacturing or marketing of by-products thereof; or in connection with the purchasing, manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in the financing of the above-enumerated activities; or in any one or more of the activities specified herein. Further, the Cooperative shall have full, complete and ample power to engage in and transact in any lawful business whatever, and do any and all things necessary therefore to the same extent as any cooperative corporation, except as such powers may be restricted or denied by the Acts of Congress of the United States or the laws of the State of Idaho.

Section 2. This Cooperative shall be operated on a not-for-profit, cooperative basis for the mutual benefit of its members. The Cooperative shall have all of those general powers set forth in the Act, which are incorporated herein by reference thereto as though fully set forth. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Cooperative and it shall have all the privileges and immunities granted to or permitted cooperatives by the Acts of Congress and the Constitution of the United States and the laws and Constitution of the State of Idaho.

**ARTICLE III
DURATION**

The duration of the Cooperative shall be perpetual.

ARTICLE IV MEMBERS

Section 1. Qualifications. The qualifications for membership and rights and responsibilities of members shall be as provided in the Restated Bylaws of the Cooperative as they now exist or may hereafter be amended or established (the "Bylaws") (and any rules, regulations or policies adopted by the Board of Directors pursuant thereto).

Section 2. Membership Fee. The Cooperative shall have a membership fee of \$1.00 or such other amount as the Board of Directors shall determine from time to time. No capital stock shall be issued to evidence membership.

Section 3. Limitations on Transfer. Membership in the Cooperative shall be nontransferable except as provided in the Bylaws.

Section 4. Voting: Property Rights.

(a) Voting power of the members of the Cooperative shall be equal and each Member shall have one vote only. The members of the Cooperative may vote by mail or absentee ballot on any action of the Cooperative that may be taken at any annual, regular or special meeting of members.

(b) The property rights and interest of each Member of the Cooperative shall be unequal, and shall be determined and fixed in the manner specified in Articles V and VI below. The Cooperative shall have the power to admit new members who shall be entitled to share in the property of the Cooperative with the old members, in accordance with such provisions of these Restated Articles of Incorporation.

ARTICLE V BOOK CREDITS, CAPITAL FUNDS AND RESERVES

Section 1. Authority. The Cooperative, through its Board of Directors, shall have the power to establish book credits, capital funds and other reserves (allocated or non-allocated) to provide funds for its purposes in the manner provided by the Bylaws by retains from margins or proceeds otherwise payable to the members or by other methods of collection. The designations, preferences, limitations, and relative rights of each class or series of book credits, funds and reserves shall be determined by the Board of Directors upon issuance or creation of the same.

Section 2. Records. The amounts supplied as book credits or to the various classes of capital funds and other allocated reserves shall be credited to the respective persons by whom supplied, and the books of the Cooperative shall indicate the amounts credited to each such person.

Sections 3. Voting Rights. The holders of book credits, capital funds and allocated reserves shall have no vote or voice in the management or control of the Cooperative by virtue of their ownership thereof, nor shall they have any preference in the distribution of assets except as may be expressly provided in these Restated Articles of Incorporation or in the Bylaws of the Cooperative.

Section 4. Transferability. Book credits, capital funds and allocated reserves shall be nontransferable except in the case of death, operations of law, or as otherwise allowed by the Board of Directors in its discretion (hereinafter a "permitted transfer").

Section 5. Redemption and Repayment. The Cooperative may and it hereby reserves the right at any time, or from time to time, to call, purchase, redeem, retire, cancel or reissue, for any reason, any and all of its then outstanding book credits, capital funds or allocated reserves in such amounts as the Board of Directors may determine by paying to the respective holders thereof or by depositing to their order at the office of the Cooperative a sum or sums equal to the stated amount thereof as shown on the books and records of the Cooperative. Written notice of such deposit shall be given to the holders of record of such book credits, capital funds or allocated reserves so purchased or called by mailing such notice to their last known addresses as shown by the records of the Cooperative.

ARTICLE VI

RIGHTS AND PRIORITIES

Section 1. Rights. No member shall have any property rights whatsoever in the Cooperative or any of its assets by reason of such member's membership. In the event the membership of any member shall terminate for any reason whatsoever, such member shall not thereupon become entitled to demand or receive any interest in the property or assets of the Cooperative, but shall be entitled only to receive payment of such member's interest in any book credits, capital funds, or allocated reserves in accordance with the rules, regulations and policies adopted by the Board of Directors.

Section 2. Evidence of Transfer. No permitted transfer of any interest in book credits, capital funds, and allocated reserves shall be of any effect, or entitle the transferee to be paid or to receive any money from the Cooperative, until evidence of such transfer satisfactory to the Cooperative shall be submitted to the Cooperative.

Section 3. Books and Records Conclusive. In calling or purchasing or in paying over any monies supplied as book credits, capital funds and allocated reserves, the Cooperative may rely solely upon its own records and shall not be liable to any person other than the person appearing by its records to be the owner thereof and entitled to receive money thereon.

Section 4. Right of Offset. No permitted transfer of any interest in book credits, capital funds and allocated reserves shall be valid until all claims of the Cooperative against the registered holder thereof have been paid in full. The Cooperative shall have the right to offset any indebtedness of a patron to the Cooperative against: (a) any sums payable by the Cooperative to such patron; (b) such patron's book credits, capital funds and allocated reserves in the Cooperative; and/or (c) the cash portion of any patronage dividend payable by the Cooperative to such patron. Each patron of the Cooperative does hereby make, constitute and appoint the Cooperative such patron's attorney-in-fact for him and in his name, place and stead, for such patron's use and benefit, to sign, endorse, and deliver to the Cooperative such portion of the cash portion of such patron's patronage dividend as may be necessary to satisfy any indebtedness of such patron to the Cooperative.

Section 5. Premature Redemption or Payment. In the event the Cooperative shall be obligated to redeem or otherwise liquidate a patron's interest in any book credits, capital funds or allocated reserves other than in the ordinary course of its business, including without limitation, cases where such amounts are applied in whole or partial satisfaction of the claims of a patron's creditors (including the Cooperative itself or its assigns) or of the trustee in bankruptcy or cases where such amounts are required to be directly paid to a patron or such patron's creditors or successors or assigns, then such interests shall be discounted to their present value. For purposes hereof, present value shall be calculated with reference to the Cooperative's history of redeeming those interests of its patrons which are of similar character to those being prematurely redeemed (e.g., with reference to classification, type or year of issuance, etc.) over the ten (10) year period immediately preceding such premature redemption and with the use of a discount rate equal to the prime rate as published in the Wall Street Journal on the date of redemption or such greater rate, at the Board of Directors' option, as may then be appropriate.

Section 6. Dissent. In the event any member shall be authorized to dissent from certain Cooperative actions under any applicable law then in effect and such member dissents thereunder, such member shall only be entitled to receive payment of such member's interest in any book credits, capital funds or other allocated reserves as and when payment would have been received had no dissent occurred. In the event the Cooperative shall be obligated to make premature payment therefor, pursuant to such "dissenter's rights," the valuation provisions of Section 5 of this Article shall apply. In no event, however, shall such interest be valued at more than the actual consideration contributed to the Cooperative therefor, or the fair value thereof, whichever is less.

ARTICLE VII DISSOLUTION AND LIQUIDATION

Upon the dissolution or liquidation of the Cooperative, its assets shall be distributed in the following order:

Section 1. In payment of all secured liabilities, then to all unsecured liabilities of the Cooperative, (other than as are specified herein).

Section 2. In payment of the issuance amount of any outstanding book credits or capital funds retained from patrons, without regard to the time of issuance, pro rata.

Section 3. In payment of any capital reserve accounts established by the Cooperative as a result of any prior merger or acquisition, as may be reflected on the books of the Cooperative on the date of dissolution or liquidations.

Section 4. In payment of allocated reserves, in proportion to each participating person's respective account balance.

Section 5. If any balance remains, it shall be distributed among the patrons with whom the Cooperative has done business on a not-for-profit, cooperative basis in proportion to their patronage of the Cooperative during the ten (10) years preceding the date of dissolution or liquidation.

ARTICLE VIII
DIRECTORS AND OFFICERS LIABILITY; INDEMNIFICATION

Section 1. (a) Except as provided in subdivision (b) below, a member of the Board of Directors or an officer of this Cooperative shall not be individually liable for any act or omission in the course and scope of his official capacity unless the act or omission constitutes gross negligence.

(b) Nothing in subsection (a) above shall limit or modify in any manner the duties and liabilities of a director or officer of this Cooperative to the Cooperative or the Cooperative's members.

(c) To the extent permitted by the laws of the State of Idaho, a member of the Board of Directors of this Cooperative shall not be personally liable to the Cooperative or to its members for monetary damages for conduct as a director except for: (1) acts or omissions that involve intentional misconduct or a knowing violation of the law by such director; or (2) for any transaction from which the director will personally receive a benefit in money, property or services to which such director is not legally entitled.

(d) If the laws of the State of Idaho are amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Cooperative shall be eliminated or limited to the fullest extent permitted by such laws as so amended. Any repeal or modification of the foregoing paragraphs by the members of the Cooperative shall not adversely affect any right or protection of a director or officer of the association existing at the time of such repeal or modification.

Section 2. To the fullest extent, and in the manner, permitted by the laws of the State of Idaho, the Cooperative shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative or investigative (whether brought by or in the right of the Cooperative or otherwise) by reason of the fact that he is or was a director, officer, employee or agent of the Cooperative, or is or was serving at the request of the Cooperative as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Reasonable expenses incurred by him in connection with such action, suit or proceeding may be paid or reimbursed by the Cooperative in advance of the final disposition of such proceeding in the manner permitted by the laws of the State of Idaho.

Section 3. The right to indemnification and the payment of expenses incurred in defending any action, suit or proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Restated Articles of Incorporation, Bylaws, agreement, vote of members or disinterested directors, or otherwise.

Section 4. The Cooperative may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the

Cooperative, or is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Cooperative would have the power to indemnify such person against such liability under the laws of the State of Idaho.

ARTICLE IX AMENDMENT

These Restated Articles of Incorporation may be altered or amended in any respect, at any regular meeting or at any special meeting called for that purpose. An amendment must first be approved by two-thirds (2/3) of the directors and then adopted by the affirmative vote of two-thirds (2/3) of the members of the Cooperative present at such meeting; provided, that a quorum as specified in the Bylaws of the Cooperative be present at such meeting and, provided further, that no provision of these Restated Articles of Incorporation relating to property rights or interest of members shall be altered, amended or repealed, except by the written consent or the vote of the majority of the members.