

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, GEO. H. CURTIS, 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

NEZ PERCE ROCHDALE COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the Fifteenth day of August 1944,

original articles of amendment, as provided by Sections 23-2009, 22-2023, 29-145, and 29-146, Idaho Code Annotated, declaring the company a co-operative marketing association, and extending the term of the corporate existence Fifty (50) years,

and that the said articles of amendment contain the statement of facts required by law, and are recorded ~~on~~ ^{on Film Roll} No. 8 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 Fifteenth day of August , in the year of our Lord one thousand nine hundred forty -four , and of the Independence of the United States of America the One Hundred sixtieth .

Secretary of State.

FD-350 (Rev. 1-25-64)

CERTIFICATE OF AMENDMENTS TO ARTICLES OF INCORPORATION

State of Idaho)
:ss.
County of Lewis)

WE HEREBY CERTIFY that at an Annual Meeting of the Members of Nezperce Rochdale Company, A Cooperative Corporation, of Nezperce, Lewis County, State of Idaho, held at Nezperce, on the 2nd day of July, 1969, at the hour of 8:00 o'clock P. M., the time fixed for such meeting, on said day, pursuant to notice as required by law, which notice was deposited in the United States Post Office at Nezperce, Idaho, properly posted with postage prepaid at least 10 days before the time fixed for such meeting, properly addressed to each shareholder in the manner provided by the By-laws of the Corporation, and in accordance with the provisions of sub-division three (3) in Section 30-146 Idaho Code and sub-division four (4) of Section 30-133 of the Idaho Code stating the time, place and object of such meeting, the following amendments were unanimously adopted, a quorum being present and voting.

ARTICLE V. Section 2 Amended to read as follows:

MEMBERSHIP - Any person, firm, partnership, co-operative, or association, including both landlord and tenant in share tenancies, who, or which is a bona fide producer of agricultural or horiti-cultural products, or any non-profit farmer cooperative association, may become shareholder in this Association, with the approval of the Board of Directors. Each member stockholder must subscribe for a minimum of one (1) Share of Class A Common Voting Stock and pay for one (1) of such share of stock to be eligible for voting membership. When a member has purchased and paid for one (1) share of Class A Common Voting Stock of a par value of \$25.00, he or it shall be immediately thereupon entitled to one (1) vote in the affairs of the Association. Such stock may be paid for in cash or by crediting of patronage margins, accrued or to accrue to the credit of a particular patron.

ARTICLE V, Section 4 Amended to read as follows:

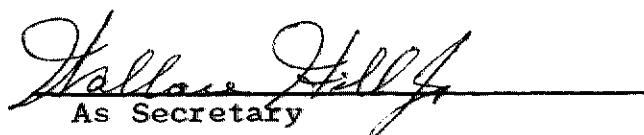
NON-MEMBERS PATRONS - Each non-member patron shall subscribe for a minimum of one (1) Share of Class B Common Non-Voting Stock and agree to pay for the same in cash or by crediting of patronage margins accrued or to accrue to the credit of a particular patron in order to be eligible to patronize the Association.

DATED this 2nd day of July, 1969.



As President

ATTEST:

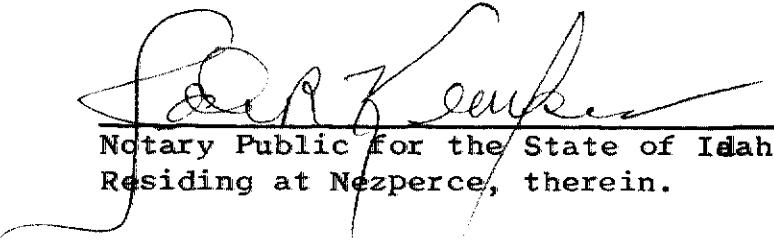


As Secretary

STATE OF IDAHO)
:ss.
County of Lewis)

On this 2nd day of July, 1969, before me, JOHN R. KEMPER, a Notary Public in and for the State and County aforesaid, personally appeared JOSEPH A. LEITCH and WALLACE HILL, Jr. to me known to be the President and Secretary, respectively, of NEZPERCE ROCHDALE COMPANY, a Cooperative Corporation, and acknowledged to me that they executed the foregoing Certificate of Amendment to Articles of Incorporation of said Cooperative Association, and that the same is true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and year first above written.



Notary Public for the State of Idaho,
Residing at Nezperce, therein.