

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

JAS. H. YOUNG
I, ~~XXXXXXXXXX~~ 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

CRAIGMONT GRANGE SUPPLY CO.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **third** day of **August, 1956**,

original articles of amendment, as provided by Section **30-147, 22-2609 and 22-2623, Idaho Code**, converting this corporation to a Cooperative Marketing Association with authorized capital stock of **\$400,000.00** divided into **40,000** shares @ **\$10.00** each.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **95** 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 **3rd** day
of **August**, in the year of our Lord
one thousand nine hundred **fifty-six**,
and the Independence of the United States of
America the One Hundred **Eighty-first**.

Secretary of State

ARTICLES OF INCORPORATION
OF
THE CRAIGMONT GRANGE SUPPLY CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age the majority of whom are citizens and residents of the State of Idaho and citizens of the United States, do hereby make, execute, acknowledge and deliver the following Articles of Incorporation for the purpose of organizing a corporation for the purposes hereinafter stated, pursuant to the Cooperative Marketing Association Act, Title 22, Chapter 26, Idaho Code; and do hereby certify as follows:

ARTICLE I

That the Corporate name of this association shall be The Craigmont Grange Supply Co.

ARTICLE II

The purposes and objects for which this Corporation is formed and the nature of the business and objects to be transacted, promoted and acquired are:

Section One. To be a non-profit cooperative agricultural organization instituted for the purpose of assisting farmers in handling and marketing of their products; to conduct its operations with farmers in connection with the purchasing, hiring, manufacturing, selling, or use to, by, or for them of supplies machinery and equipment; to operate an agricultural non-profit cooperative under the provisions of the laws of the State of Idaho relative thereto; to engage in any activity in connection with the production, marketing, selling, harvesting and utilization of any agricultural products produced by its stockholders and patrons on a cooperative plan and to do anything generally that is conducive to carrying out said purpose.

Section Two. That in order to carry out the purposes of this association, the association shall have the following powers:

1. To engage in any activity in connection with the production, marketing, selling,

harvesting, preserving, drying, processing, canning, packing, storing, handling or utilization of any agricultural products produced or delivered to it by its members; or the manufacturing or marketing of the by-products thereof; or in connection with the purchasing, hiring, manufacturing, selling, or use to, by, or for its members of supplies, machinery or equipment.

2. On a non-profit cooperative basis for patrons of this Association to conduct and carry on the business of buying, selling and dealing in wood, coal, farm implements, machinery, fruits, vegetables, feed, seed, grain, insecticides, hardware, farm home appliances, automotive equipment, fertilizers, oils, grease, gasoline, and petroleum products and all other farm supplies.
3. To own, rent, lease, buy, sell and operate automobiles, trucks, tractors and motor vehicles of all kinds, and to transport persons and/or property therein for hire, and to let the same for hire. On a non-profit cooperative basis to engage in the business of hauling, trucking and transportation of dairy and farm products and all other kinds of goods, wares and merchandise by every means of conveyance for the patrons of the corporation.
4. On a non-profit cooperative basis to operate artificial cold storage and quick freezing plants and to manufacture and sell ice.
5. To engage in the business of buying, selling and generally dealing in animal, stock or poultry supplies, remedies and medicines; to buy and sell hay, feed, seed and grain of every kind and character.
6. To maintain storage lockers upon the non-profit cooperative basis and to conduct a livestock and poultry slaughtering business cooperatively for the benefit of its patrons.
7. To buy, sell, hire, lease, manage, mortgage and hypothecate livestock, and to generally deal in the business of raising all types of livestock, including horses, cattle, sheep, hogs and other domestic animals and poultry.
8. To engage in the business of buying and selling, at wholesale and retail, brick, tile, stone, lumber, cement, water pipe, sewer pipe, and any and all materials capable of use in the construction of any kind of building, including iron and steel or other metals or the products thereof.

9. To handle, buy and sell all kinds of equipment, machinery or materials used in the operation or construction of grain storage elevators, private or commercial.
10. To assist its members and patrons by performing services connected with the production, manufacturing, processing, preservation, drying, canning, storing, handling, utilization marketing or sale and distribution of agricultural, dairy, poultry, or horticultural products produced by them, and to perform the services connected with the purchase of or hiring for, or use by them of supplies, including livestock, machinery and equipment, and the hiring of labor or any one or more of the kind of services specified in these Amended Articles of Incorporation, and for the performing of such services as agent for its patrons on the cooperative basis.
11. To buy, sell and otherwise handle any lawful commodities that may be sold or otherwise handled to the advantage of the cooperative and its members and patrons, strictly upon the cooperative basis.
12. To buy agricultural products, supplies, equipment, and machinery from its stockholders and others and to sell the same, provided, however, that this association shall not deal in agricultural products of non-stockholders to an amount greater in value than that handled by it for its stockholders.
13. To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of this association or incidental thereto.
14. To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligation and negotiable or transferrable instruments for any purpose that is deemed to further the object for which this organization is formed and to give a lien on any of its property as security therefor.
15. To borrow money and to mortgage or pledge any property of the association as security therefor and to loan money to any individual stockholder of this association to assist him in financing and marketing agricultural products.
16. To purchase or otherwise acquire hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock, bonds, and other evidences of indebtedness created by other corporations for any purpose and while the holder

of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon.

17. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, municipality, body politic, government or state.
18. To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, lease and operate offices, buildings, structures, works, and all other things of whatsoever kind and nature within or without the State of Idaho suitable, necessary, useful or advisable in connection with the conducting of a cooperative marketing association.
19. To acquire the rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation for any purpose, to pay for the same in cash or otherwise, to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all power necessary or convenient in and about the conduct and management of such business.
20. To purchase, hold or re-issue shares of capital stock of this association as provided by law.
21. To cooperate with other similar cooperative associations in creating central, regional or national cooperative agencies for any of the purposes for which this association is formed and/or to become a member or stockholder of such agencies as now or may hereafter be in existence.
22. To establish reserves and to invest the funds thereof in bonds or such other property as may be provided in the by-laws.
23. To encourage and develop cooperation between both producers and consumers.
24. To transact business with and for non-stockholders in an amount not greater in value than the business it transacts with its stockholders.
25. To apply for, take out, acquire, or register, use and dispose of trade-marks, copyrights, and patents necessary, convenient or desirable for furthering any of the corporate purposes of this corporation.

26. To exercise in addition to the foregoing all powers, privileges and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this association is formed, except such as are unconstitutional with the express provisions of the act under which this association is incorporated, and to do any such thing anywhere but the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may be possessed by this association, all of which are hereby expressly claimed.

ARTICLE III

The place for the principal business of the Association is to be transacted is Craigmont, Lewis County, State of Idaho.

ARTICLE IV

The term for which this association shall exist shall be 50 years from and after the date of incorporation.

ARTICLE V

The total authorized capital stock of the Corporation is \$400,000. divided into 40,000 shares of par value of \$10.00 each and of the Classes in this Article set forth.

Section 1. Of such authorized stock of the Corporation shall be Class 1 Common Voting Stock amounting to 25,000 shares of the aggregate value of \$250,000. which shall be only issued to those persons entitled to become members of this Corporation as hereinafter defined. Which said stock shall be issued to members in lieu of and in substitution for earnings allocated to patrons or patronage dividends of the Corporation for the fiscal years of the Corporation known as: 1948, 1949, 1950, 1951, 1952, 1953, 1954, and 1955, and subsequent years an allocation of the Board of Directors as hereinafter provided. The holders of the Class 1 Common Voting Stock described in this section shall be entitled to receive such annual dividends not exceeding 3% of the par value thereof as the directors of the Corporation may declare from time to time.

Section 2. Said Corporation may issue in addition to its Class 1 Common

Voting Stock above mentioned and of such authorized capital stock 10,000 shares of non-voting preferred stock of a par value of \$10.00 a share, and aggregating in value \$100,000. bearing interest at not exceeding 8% per annum, which, preferred stock may be issued, redeemed, recalled, and reissued from time to time as determined by the Board of Directors or as prescribed by the By-Laws of the Corporation all in accordance with the statutes of this State.

Section 3. The remainder of the authorized capital stock of the Corporation shall be Common Class II Non-Voting Stock amounting to 5,000 shares with a par value of \$10.00 a share and an aggregate value of \$50,000, which may be issued to any person. Said stock shall be issued to non-member patrons in lieu of and in substitution for earnings allocated to patrons or patronage dividends of the Corporation for the fiscal years of the Corporation known as: 1948, 1949, 1950, 1951, 1952, 1953, 1954, and 1955, and subsequent years on allocation of the Board of Directors as hereinafter provided.

The holders of the Common Class II Stock described in this Section shall be entitled to receive such annual dividends not exceeding 3% of the par value thereof as the Directors of the Corporation may declare from time to time, and none other. Such stock shall be callable in whole or in part at such times and in such manner as the Board of Directors of the Corporation may hereafter determine by resolution. The holders shall not be entitled to vote such stock at any meetings of the Corporation. Nor participate in the management or affairs of the Corporation.

Section 4. **MEMBERSHIP** Any person, firm, partnership, corporation or association, including both landlords and tenants in share tenancies, who may be a producer of farm products may become a member of this Corporation upon application accepted by the Board of Directors. Each member stockholder must subscribe for a minimum of one (1) Share of Class I Common Voting Stock and pay for at least 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 I Common Voting Stock of a par value of \$10.00, 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.

Section 5. **NON-MEMBER PATRONS** Each non-member patron shall subscribe for a minimum of one (1) Share of Class II 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.

Section 6. **PREFERRED STOCK** The preferred stock of this association may be owned or held by anyone, and shall carry no voting rights.

Section 7. Dividends shall be non-cumulative and shall be paid only when and if and as declared by the Board of Directors. At the discretion of the Board of Directors, all dividends or distributions of the association or any part thereof may be paid in certificates of common stock and/or credits on common stock, or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

Section 8. In the event of liquidation or dissolution of the corporation after payment of expenses thereof, the assets of the corporation shall be distributed in the following order:

- (a) To general creditors.
- (b) To holders of preferred stock to the extent of par value of the stock, together with dividends accrued thereon.
- (c) To holders of Class I and II common stock to the extent of the par value thereof, together with dividends accrued thereon.
- (d) All assets remaining to the patrons of the corporation in proportion to their deferred dividend credits as set forth in the books of the corporation.

Section 9. Each stockholder shall have one (1) vote, regardless of the number of shares he may own. There shall be no proxy voting.

Section 10. At any time the Board of Directors shall find a stockholder Class I Common Voting Stock ineligible to retain his voting membership in the Corporation a resolution to that effect shall be passed by the Board, and thereupon such former member may dispose of his stock to any producer approved by the Board of Directors, and, in the event there be no such purchaser, the Board of Directors may purchase said stock at its reasonable value, as conclusively deter-

mined by the Board of Directors, or exchange said Class I Common Voting Stock for Class II Common Non-Voting Stock.

Section 11. In order to further the purposes for which this Corporation is formed by preventing those who are ineligible to subscribe to Class I Common Voting Stock from acquiring the same, no stock or certificate of stock of this Corporation may be transferred by the holder thereof except with the consent and approval of the Board of Directors hereof, and then only to such person as is eligible to subscribe for the same; and any attempt to transfer any stock or certificate of stock hereof except as described above shall vest no title thereto in the purchaser or receiver and no right to participate in the affairs of this corporation by reason thereof.

Section 12. Transfers of shares shall be made upon the books of the Corporation only with the approval of the Board of Directors and when the stockholder is free from indebtedness to the Corporation. Transfers of stock of the Corporation shall be made upon its books only after the person to whom it is proposed to transfer said stock has been approved by the Board of Directors hereof, and upon surrender of certificates of stock for cancellation. Transfer books shall be closed for a period of ten (10) days preceding the annual meeting or special meeting of the stockholders and only those stockholders who are of record at such closing of the books shall be entitled to vote at such meetings.

Section 13. The treasury stock of this Corporation shall consist of stock of the Corporation that may be purchased or otherwise acquired by the Corporation, and it shall be held subject to action of the Board of Directors. Such stock shall not share in the apportionment of the capital stock dividends, it shall not be voted, and it may be cancelled at the discretion of the Board of Directors.

Section 14. (a) Certificates of stock shall be signed by the President and by the Secretary. If a certificate of stock be lost or destroyed, another may be issued in its stead upon proof of such loss or destruction.

(b) Each certificate shall bear on its face a clear and concise statement of all restrictions and limitations upon the ownership, voting power, transfer or other privileges and rights of the holder thereof.

(c) All shares of stock of the Corporation shall be issued and accepted in

accordance with and subject to the conditions and restrictions and limitations upon the ownership, voting power, transfer or other privileges and rights of the holder thereof.

IN WITNESS WHEREOF, the Directors of The Craigmont Grange Supply Company have hereunto set their hands and seals this 12th day of July, 1956.

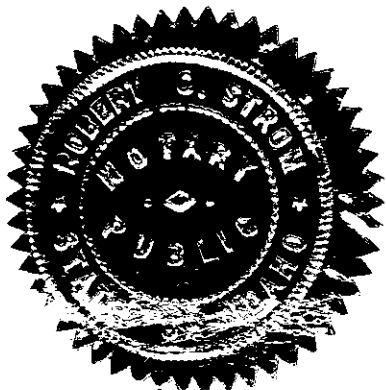
DIRECTORS OF CRAIGMONT GRANGE SUPPLY COMPANY

Names	Addresses
<u>Irvin Longenecker</u>	<u>Craigmont Idaho</u>
<u>Les E. Boddy</u>	<u>Craigmont Idaho.</u>
<u>Quincy Galt</u>	<u>Craigmont Idaho</u>
<u>George M. Nysson</u>	<u>Craigmont Idaho</u>
<u>Robert L. Heaton</u>	<u>Craigmont Idaho</u>

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 12th day of July, in the year 1956, before me, Robert C. Strom, a Notary Public in and for said State, personally appeared Iver Longeteig, Leo E. Bovey, Aubrey Pratt, George M. Wysong, and Robert L. Houston, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that the corporation executed the same.

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



Robert C. Strom

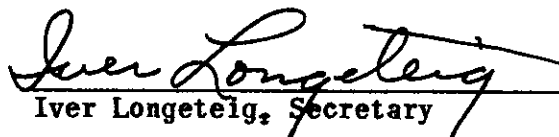
Notary Public for the State of Idaho

Residing at Craigmont, Idaho

ROBERT C. STROM
ATTORNEY AT LAW
CRAIGMONT, IDAHO

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

I, IVER LONGETEIG do hereby certify that I am the duly elected, qualified and acting secretary of the Craigmont Grange Supply Co. of Craigmont, Idaho; that a special meeting of the membership of said corporation was held July 12, 1956, at 8:00 P. M., at Craigmont, Idaho; pursuant to notice as required by law, which notice was deposited in the United States Post Office at Craigmont, Idaho, properly posted with postage prepaid at least ten days before the time fixed for such meeting, properly addressed to each member in the manner provided by the By-Laws of the Corporation; that in said notice of meeting the date, place and purposes of calling of said meeting were specified and that a copy of said notice given to each of the members is attached hereto and made a part hereof by reference and that at the said special meeting more than a quorum of the membership of said corporation were represented in person and that by resolution duly and regularly adopted at said meeting by a unanimous vote of a quorum of the membership of said corporation, present and voting, the said corporation was converted from a non-profit cooperative association to a cooperative marketing association as set forth in Chapter 26 of the Idaho Code and that at said meeting the Articles of Incorporation of said corporation were amended and the corporation was changed to a cooperative marketing association with capital stock as set forth in the foregoing Articles of Incorporation.


Iver Longeteig, Secretary

The Craigmont Grange Supply Co.

NOTICE OF SPECIAL MEMBERSHIP MEETING

NOTICE is hereby given that a special meeting of the membership of The Craigmont Grange Supply Co. of Craigmont, Idaho, will be held on the 12th day of July, 1956, at the hour of 8:00 P.M., at the Grange Hall in Craigmont, Idaho. This meeting has been called pursuant to a resolution adopted by the membership of this corporation authorizing the same at their last annual meeting for the purposes hereinafter stated.

1. To consider and take action upon a proposal to amend the Articles of Incorporation of said corporation to comply with the Cooperative Marketing Law of the State of Idaho.
2. To consider and take action upon the proposal to amend the Articles of Incorporation to authorize the issuance of Common Stock in lieu of and in substitution for the outstanding certificates of indebtedness of this corporation for the fiscal years 1948 to 1955 inclusive. Said proposed stock to have a par value of \$10.00, a share and bear 3% interest.
3. To consider and take action upon the proposed amendments to the By-Laws of the corporation to comply with the Cooperative Marketing Association Law of the State of Idaho.
4. To consider and take action upon the proposed amendment to the By-Laws of said corporation providing for the allocation of the distribution of income of the corporation in accordance with the Cooperative Marketing Association Law of the State of Idaho.
5. For such other business as may lawfully come before said meeting.

Dated this 11th day of June, 1956.

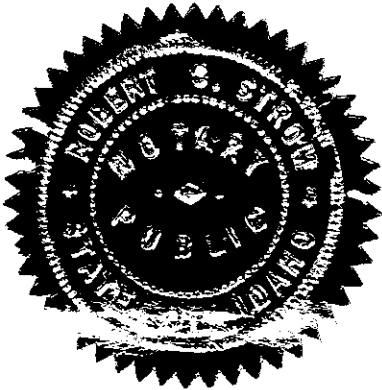
Board of Directors of the Craigmont Grange Supply Co. by

/s/ Iver Longeteig
Iver Longeteig, Secretary

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 12th day of July, 1956, before me, Robert C. Strom, a Notary Public in and for the State and County aforesaid, personally appeared Iver Longeteig, to me known to be the Secretary of the Craigmont Grange Supply Co., a Cooperative Corporation, and acknowledged to me that he 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 herein first above written.




Notary Public for the State of Idaho

Residing at Craigmont, Idaho

ROBERT C. STROM
ATTORNEY AT LAW
CRAIGMONT, IDAHO