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SECRETARY OF STATE
STATE OF IDAHO

Madison Cooperative Ass'n. of Rexburg, Idaho
Menan Cooperative Marketing and Supply Inc. of Menan, Idaho

Articles & Plan of Consolidation

1. Effective February 1st, 1998, Madison Cooperative Assn. Inc. of Rexburg, ID and Menan Cooperative Marketing and Supply Inc. of Menan, ID, will be consolidated into one new cooperative named Valley Wide Cooperative Inc.
2. The date of adoption of this corporation by the two named cooperatives was as follows;

For the Menan Cooperative Marketing and Supply Inc., the vote was held in Menan, December 11th, 1997. Of the possible 151 patrons eligible to vote, 105 did cast a ballot. Those in favor of the consolidation, 79. Those apposed, 26. The bylaws of the Cooperative state that any in attendance shall constitute a quorum.

For the Madison Cooperative Assn. Inc., the vote was held in Rexburg on November 19th, 1997. Of the 146 patrons eligible to vote, 25 cast ballots. Those in favor of the consolidation, 24. Those apposed, 1. The bylaws of the cooperative state that 10 in attendance shall constitute a quorum.
3. All Assets, Liabilities, and Patron Equities of the two cooperatives will be consolidated at their audited values as of January 31st, 1998.
3. Valley Wide Cooperative Inc. will be organized as a "producer" cooperative. Only agricultural producers will be allowed to hold common stock and to vote on the affairs of the cooperative. All current producer members of the two cooperatives will immediately become members of the new cooperative with all the rights and privileges thereof.
4. The fiscal year of the new cooperative will begin on February 1st of each year and end on January 31st the following year. The annual meeting of the new cooperative will be held within 6 months of the fiscal year end.
5. The Board of Directors of the new cooperative will consist of eight (8) members, to be chosen from the current 10 of the two boards. See attached appendix A for a detailed explanation of board selection and membership.
6. The Board of Directors will select a general manager for the new cooperative. An agreement has been reached among the current board of directors that David Holtom will be named general manager.

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7. Separate stock records will be maintained for each of the consolidating cooperatives (until they are retired in full). At such time the "old stock" is paid in full, any funds available for stock retirement will then be applied to equities earned in the new cooperative.
8. The address of the initial registered office of the new cooperative will be Rexburg, Idaho. The name of the initial registered agent at such address is David Holtom.



Eric C. Beck
Chairman of the Board
Menan Cooperative Marketing & Supply Inc.



Brett Summers
Chairman of the Board
Madison Cooperative Assn. Inc.