United States of America.

STATE OF MINNESOTA

DEPARTMENT OF STATE

*I, JOSEPH L. DONOVAN, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of* Certificate of Amendment of the Articles of Incorporation of Variety Supply Company, as filed for record in this office on the 26th day of December, 1958 and recorded in Book S-17 of Incorporations at page 433---

*as the same appears of record in this office, and of the whole thereof.*

THE GREAT SEAL OF THE STATE OF MINNESOTA 1858

*In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this*

26th *day of* June,

*A. D. 19* 59.

Joseph L. Donovan

*Secretary of State*

CERTIFICATE OF AMENDMENT

of

ARTICLES OF INCORPORATION

of

VARIETY SUPPLY COMPANY

We, the undersigned, G. A. Yock and Melvin Fuls, respectively the president and secretary of Variety Supply Company, a business corporation organized and operating under the provisions of the Minnesota Business Corporation Act, do hereby certify that at the regular meeting of the shareholders of said corporation held at Clara City in the County of Chippewa, State of Minnesota, on the 20th day of September, 1958, pursuant to written notice of proposal to amend setting forth the nature of such proposal, mailed at least 10 days prior thereto, the shareholders of Variety Supply Company did, by the affirmative vote of the holders of two-thirds of the shares, adopt the following resolution:

"RESOLUTION

to

AMEND THE ARTICLES OF INCORPORATION

of

VARIETY SUPPLY COMPANY

BE IT RESOLVED by the shareholders of Variety Supply Company that Articles VI and VII of the articles of incorporation of Variety Supply Company, as amended, [illegible] as follows, to-wit:

"ARTICLE VI.

"The total authorized number of [illegible] two thousand five hundred (2,500) [illegible] each share is One Hundred Dollars [illegible]

"ARTICLE VII.

"The description of the classes of shares, the number of shares in each class and the relative rights, voting power, preferences, and restrictions are as follows:

"Section 1. The two thousand five hundred (2,500) authorized shares of capital stock of this corporation are divided into one thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100) each, fime hundred (500) shares of Class A preferred stock of the par value of One Hundred Dollars ($100) each, and one thousand (1,000) shares of Class B preferred stock of the par value of One Hundred Dollars ($100) each.

"Section 2. The voting power of shares shall be vested solely in the holders of common stock and the holders of preferred stock shall have and exercise no rights to vote for directors or for any other purpose whatsoever.

"Section 3. The preferred stock shall be entitled to the following preferences over the common stock, namely: The Class A preferred stock is to be and remain a first claim and charge upon all the property of the corporation subject to its indebtedness. In the event of any liquidation, dissolution, or winding up, whether voluntary or involuntary, of this corporation, the holders of Class A preferred stock, after the corporate debts have been paid, shall be entitled to be paid in full both the par value of their shares and the unpaid dividends declared thereon before any amount shall be paid to the holders of Class B preferredstock or of the common stock, and the holders of the Class A preferred stock shall be entitled to no further payments or distribution. After the payment to the holders of the Class A preferred stock of its par value and unpaid declared dividends thereon, the holders of the Class B preferred stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends declared thereon before any amount shall be paid to the holders of the common stock, and the holders of the Class [illegible] ferred stock shall be entitled to no further [illegible] distribution. After the payment to the holders [illegible] two classes of preferred stock of its par value [illegible] paid declared dividends thereon, the remaining [illegible] property and funds of this corporation shall [illegible] distributed, and paid to the holders of the [illegible] according to their respective interests [illegible]

"The Class A preferred stock shall be [illegible] receive out of any and all surplus [illegible] declared by the board of directors [illegible] dividend at the rate not to exceed [illegible] annum for the year beginning [illegible] and every year thereafter, payable [illegible] priority to any payment of any [illegible]

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preferred stock or the common stock for such fiscal year. The Class B preferred stock shall be entitled to receive out of any and all surplus net profits, whenever declared by the board of directors, but not before declaration and payment of the dividend to the Class A preferred stockholders, a non-cumulative dividend at the rate of one per cent (1%) per annum for the year beginning on July 1, 1948 and for each and every year thereafter, payable in preference and priority to any payment of any dividend on the common stock for such year.

"The whole or any part of the Class A preferred stock, regardless of ownership, is subject to redemption or voluntary liquidation at any time, subject to restriction of the laws of the State of Minnesota as to the funds which may be used, at the option of the corporation as determined by its board of directors upon payment of One Hundred Dollars ($100) per share, plus declared but unpaid dividends without interest. Such redemption or voluntary liquidation need not be on a pro rata basis. The whole or any part of the Class A preferred stock, regardless of ownership, is subject to redemption or voluntary liquidation at any time, subject to restrictions of the laws of the State of Minnesota as to the funds which may be used, at the option of the corporation as determined by its board of directors upon the payment of One Hundred Dollars ($100) per share, plus declared but unpaid dividends without interest. Such redemption or voluntary liquidation need not be on a prorata basis.

"Section 4. All shares of stock in this corporation of whatever class are subject to the restrictions and limitations upon sale or other disposition thereof set forth in the by-laws of this corporation."

be further amended to read as follows, to-wit:

ARTICLE VI.
Authorized Shares

The aggregate number of shares, which the corporation shall have authority to issue, is 14,000 shares, consisting of:

10,000 shases with the par value of $10.00 per share; and
4,000 shares with the par value of $100000 per share.

ARTICLE VII.
Designation of Each Class of Shares, and stat[illegible]
Preferences, Limitations, and Relative Righ[illegible]
of the Shares of each Class.

Section 1. Designation of Classes of [illegible]
(10,000) shares of the authorized shares, [illegible]
of $10.00 per share, having an aggregate [illegible]
$100,000 shall be known as "Common Stock" [illegible]

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(1,000) shares of the authorized shares, with par value of $100.00 per share, having an aggregate par value of $100,000 shall be known as "Class A Preferred Stock"; Three Thousand (3,000) shares of the authorized shares, with the par value of $100.00 per share, having an aggregate par value of $300,000 shall be known as "Class B Preferred Stock".

Section 2. The voting power of shares shall be vested solely in the holders of common stock and the holders of preferred stock shall have and exercise no right to vote for directors or for any other purpose whatsoever.

Section 3. The preferred stock shall be entitled to the following preferences over the common stock, namely: The Class A Preferred Stock is to be and remain a first claim and charge upon all the property of the corporation subject to its indebtedness. In the event of any liquidation, dissolution, or winding up, whether voluntary or involuntary, of this corporation, the holders of Class A Preferred Stock, after the corporate debts have been paid, shall be entitled to be paid in full both the par value of their shares and the unpaid dividends declared thereon before any amount shall be paid to the holders of Class B Preferred Stock or of the common stock, and the holders of the Class A Preferred Stock shall be entitled to no further payments or distribution.

After the payment of the holders of the Class A Preferred Stock of its par value and unpaid declared dividends thereon, the holders of the Class B Preferred Stock shall be entitled to be paid in full both the par value of their shares and the unpaid dividends declared thereon before any [illegible] shall be paid to the holders of the common stock, and the [illegible] of the Class B Preferred Stock shall be entitled to no [illegible] payments or distribution.

After the payment of the holders of the two classes [illegible] preferred stock of its par value and unpaid declared [illegible] thereon, the remaining assets, property and funds of this corporation shall be divided, distributed, and paid to the holders of the common stock according to their respective [illegible] or holdings.

The Class A Preferred Stock shall be entitled [illegible] out of any and all surplus net profits, whenever [illegible] the board of directors, a non-cumulative dividend [illegible] not to exceed four per cent (4%) per annum for the [illegible] beginning on July 1, 1988 and for each and every [illegible] after, payable in preference and priority to any [illegible] any dividend on the Class B Preferred Stock or the [illegible] stock for such fiscal year.

The Class B Preferred Stock shall be entitled [illegible] out of any and all surplus net profits [illegible] the board of directors, but not [illegible] of the dividend to the Class A [illegible] cumulative dividend at the rate of [illegible] for the year beginning on July [illegible] year thereafter, [illegible]

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year thereafter, payable in preference and priority to any payment of any dividend on the common stock for such year.

The whole or any part of the Class A Prefered Stock, regardless of ownership, is subject to redemption or voluntary liquidation at any time, subject to restrictions of the laws of the State of Minnesota as to the funds which may be used, at the option of the corporation as determined by its board of directors upon the payment of One Hundred Dollars ($100.00) per share, plus declared but unpaid dividends without interest. Such redemption or voluntary liquidation need not be on a pro rata basis.

The whole or any part of the Class B Preferred Stock, regardless of ownership, is subject to redemption or voluntary liquidation at any time, subject to restrictions of the laws of the State of Minnesota as to funds which may be used, at the option of the corporation as determined by its board of directors upon the payment of One Hundred Dollars ($100.00) per share, plus declared but unpaid dividends without interest. Such redemption or voluntary liquidation need not be on a pro rata basis.

Section 4. All shares of stock in this corporation of whatever class are subject to restrictions and limitations upon sale or other disposition thereof set forth in the by-laws ofthis corporation.

BE IT FURTHER RESOLVED, that the President and Secretary of this corporation be and they hereby are authorised and directed to make, execute, and acknowledge a certificate of amendment of the Articles of Incorporation under the seal of this corporation setting forth this resolution, and to cause the same to be filed and recorded as required by law.

IN WITNESS WHEREOF, We, the undersigned, have subscribed our names and caused the corporate seal of said corporation to be hereto affixed this 23rd day of December ,1958.

IN PRESENCE OF

Sylvia [illegible]

Robert [illegible]

VARIETY SUPPLY [illegible]

By [illegible]

Its [illegible]

and

Melvin [illegible]

Its [illegible]

STATE OF MINNESOTA

COUNTY OF CHIPPEWA

G. A. Yock and Melvin Fuls, being first duly [illegible] and say that they are respectively the President and [illegible] Variety Supply Company, the corporation named in the [illegible] certificate; that said certificate contains true [illegible] action of the shareholders of said corporation, duly held [illegible] as set forth herein; that the seal attached hereto is [illegible] seal of said corporation; that said certificate is [illegible] behalf of said corporation by express authority of its [illegible] and they further acknowledge the same to be their free [illegible] of said corporation.

[illegible]

Melvin [illegible]

Subscribed and sworn to before me
this 23rd day of December, 1958.

Robert Cudd [illegible]
Notary Public Chippewa County, Minn.
My commission expires July 23, 1965.

STATE OF MINN[illegible]