

CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF THE  
COOPERATIVE SUPPLY INC.

COEUR D'ALENE, IDAHO

We, the undersigned, Edward H. Lampert and Philip Sawyer  
respectively the President and Secretary of the COOPERATIVE SUPPLY INC., P.O.

Coeur d'Alene, Idaho, a cooperative association, now organized and operating under  
the provisions of the Cooperative Marketing Act of Idaho, as amended, hereby certify:

1. That on November 25, 1974, the board of directors by a two-thirds majority  
vote of its members at a duly held meeting, adopted a Resolution proposing to amend  
the Articles of Incorporation of the aforesaid association, which Resolution set  
forth the proposed amendment.

2. That thereafter and on Feb. 5, 1975, Notices were mailed  
to each and every stockholder containing a copy of the Resolution to be voted upon  
at the stockholders' meeting to be held in the Friendship Hall  
in Coeur d'Alene, Idaho, on Feb. 15, 1975.

3. That at said time and place, at least a two-thirds majority of the stock-  
holders present, a quorum being present, duly adopted said proposed amendment as  
set forth in the Resolution and stated as follows:

RESOLVED, That Section 1 of Article III of the Articles of Incorporation  
of the COOPERATIVE SUPPLY INC., P.O. Coeur d'Alene, Idaho, be and the same  
is hereby amended to read as follows:

"Section 1. The amount of the authorized capital stock of  
this corporation shall be Two Million Dollars (\$2,000,000.00),  
which shall consist of Ten Thousand (10,000) shares of Common  
Stock of the par value of Ten Dollars (\$10.00) each; One Hun-  
dred Eighty Six Thousand (186,000) shares of Preferred Stock  
of the par value of Ten (\$10.00) each; and Four Thousand (4,000)  
shares of Preferred Stock A of the par value of Ten Dollars  
(\$10.00) each."

