

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

IDAHO-OREGON FRUIT AND VEGETABLE ASSOCIATION, INC.

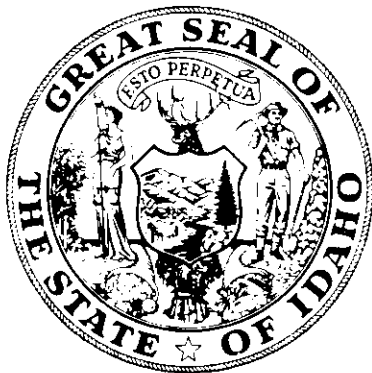
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

IDAHO-OREGON FRUIT AND VEGETABLE ASSOCIATION, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated _____ June 15 _____, 19 88 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

REC'D
SEC. OF STATE
68 JUN 15 AM 8 43

ARTICLES OF AMENDMENT OF

IDAHO-OREGON FRUIT AND VEGETABLE ASSOCIATION, INC.

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A. The name of this corporation is IDAHO-OREGON FRUIT AND VEGETABLE ASSOCIATION, INC.

B. The amendment hereinafter stated does not alter any provision of the original Articles of Incorporation dated the 5th day of September, 1962, but merely adds thereto an additional article which shall be designated as Article X the full text of which is as follows:

"ARTICLE X. No member of the Board of Directors of the corporation shall be held personally liable to any person or entity for any monetary damages or costs of suit as a result of a breach of a fiduciary duty as a Director provided that such limitation as to personal liability shall not eliminate or limit the liability of a Director for any of the following:

A. For any breach of a Director's duty of loyalty to the corporation or its stockholders;

B. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

C. Provided for under Idaho Code Section 30-1-48;

D. For any transaction from which a Director derived an improper personal benefit."

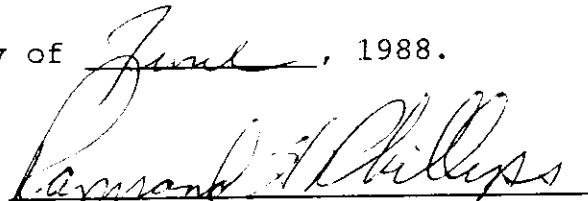
C. The above and foregoing Article X was adopted at

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ATTORNEY AT LAW
1124 ADRIAN STREET
CALDWELL, IDAHO 83605-3598
TELEPHONE (208) 459-6378

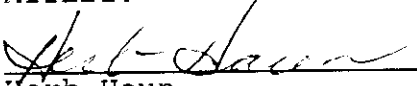
1 the annual meeting of members held on the 11th day of June,
2 1988 attended by a quorum and received at least a majority of
3 the votes which members present at such annual meeting in
4 person or by proxy were entitled to cast.

5 D. There were 24 members entitled to vote as of
6 the date of the adoption of this amendment, 24 members
7 voting for such amendment, and 0 members voting against
8 such amendment.

9 Dated this 11 day of June, 1988.

10 
11 Raymond Phillips
12 President

13 ATTEST:

14 
15 Herb Haun
16 Secretary

17 STATE OF IDAHO)
18) ss.
19 County of Canyon)

20 RAYMOND PHILLIPS, Being first duly sworn, under oath,
21 deposes and says:

22 That he is the President of Idaho-Oregon Fruit and
23 Vegetable Association, Inc. That he has read the above and
24 foregoing Articles of Amendment, knows the contents thereof and
believes the statements therein contained to be true and

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correct to the best of his knowledge and belief.

Raymond Phillips
Raymond Phillips

Subscribed and sworn to before me this 11th day of

June, 1988.

Robert E. Gustafson
Notary Public for Idaho
Residing at: 2910 N. Hobbs
My Commission Expires: June, 1992

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