

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

TRI-STATE LIVESTOCK CREDIT CORPORATION

a corporation duly organized and existing under the laws of **California,** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fifteenth** day of **July,** 19 **60**, a properly authenticated copy of its articles of incorporation, and on the **Fifteenth** day of **July,** 19 **60**, a designation of **J. L. Eberle** in the County of **Ada,** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **15th** day of **July**, A.D. 19 **60**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, *Secretary of State of the State of California*, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, *Secretary of State*, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,

this JUN 20 1960

Frank M. Jordan
Secretary of State

By *Robert C. Butler*
Assistant Secretary of State



146027

RESTATED ARTICLES OF INCORPORATION
-of-
TRI-STATE LIVESTOCK CREDIT CORPORATION

FILED
In the Office of the Secretary of State
of the State of California
OCT 23 1959
FRANK M. JORDAN, Secretary of State
E. Royce A. Martin, Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the State of California, and for that purpose hereby adopt the following articles of incorporation.

ARTICLE I.

The name by which this corporation shall be known is
TRI-STATE LIVESTOCK CREDIT CORPORATION.

ARTICLE II

The purposes for which the corporation is formed are:

1. The primary business in which the corporation intends to engage is the making of loans and advances to the stockholders thereof and their members or stockholders, for the raising, breeding, fattening, production and marketing of livestock, with authority to accept any kind, form or type of obligation or security therefor.

2. The additional purposes for which this corporation is formed and the nature of the business to be transacted, permitted and carried on are:

(A) To purchase, endorse, discount, and/or sell any note, draft, bill of exchange, debenture, bill of sale, mortgage, or other such obligation acquired by it, the proceeds of which have been advanced or used in the first instance for any of the foregoing purposes; to discount for, or purchase from, any cooperative marketing association of livestock producers organized under the laws of any State that is a stockholder or member hereof, with or without its endorsement, any note, draft, bill of exchange, debenture, bill of sale, mortgage, or other such obligation, the proceeds of which were advanced or used in the first instance for the raising, breeding, fattening, production, and/or marketing of livestock and with authority to dispose of the same with or without endorsement.

146027

RESTATED ARTICLES OF INCORPORATION
-of-
TRI-STATE LIVESTOCK CREDIT CORPORATION

FILED
In the Office of the Secretary of State
of the State of California
OCT 23 1959
FRANK M. JORDAN, Secretary of State
E. Royce R. Marting, Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the State of California, and for that purpose hereby adopt the following articles of incorporation.

ARTICLE I.

The name by which this corporation shall be known is
TRI-STATE LIVESTOCK CREDIT CORPORATION.

ARTICLE II

The purposes for which the corporation is formed are:

1. The primary business in which the corporation intends to engage is the making of loans and advances to the stockholders thereof and their members or stockholders, for the raising, breeding, fattening, production and marketing of livestock, with authority to accept any kind, form or type of obligation or security therefor.

2. The additional purposes for which this corporation is formed and the nature of the business to be transacted, permitted and carried on are:

(A) To purchase, endorse, discount, and/or sell any note, draft, bill of exchange, debenture, bill of sale, mortgage, or other such obligation acquired by it, the proceeds of which have been advanced or used in the first instance for any of the foregoing purposes; to discount for, or purchase from, any cooperative marketing association of livestock producers organized under the laws of any State that is a stockholder or member hereof, with or without its endorsement, any note, draft, bill of exchange, debenture, bill of sale, mortgage, or other such obligation, the proceeds of which were advanced or used in the first instance for the raising, breeding, fattening, production, and/or marketing of livestock and with authority to dispose of the same with or without endorsement.

(B) To borrow money from any source without limitation, with authority to give any kind, form or type of obligation or security therefor.

(C) To execute, issue, draw, make, accept, endorse and guarantee, without limitation, promissory notes, bills of exchange, drafts, warrants, certificates, mortgages, and any other form of obligation or negotiable or transferable instrument of any character; to become surety, guarantor, maker and/or endorser, for accommodation or otherwise of bonds, notes, securities and other evidences of debt of the National Livestock Marketing Association, members thereof or any subsidiary or affiliated corporation of either or any of them; and in connection with any of the foregoing transactions this corporation may pledge or give a lien on any or all of its property as security therefor.

(D) To assist and cooperate with the Federal Farm Board, created under the Agricultural Marketing Act, and/or with any other person, firm, corporation or association for furthering the purposes for which this corporation is formed.

(E) To acquire, hold, sell, or convey such real and personal property as may be deemed necessary or convenient for the conduct and operation of this corporation and to establish and employ such reasonable reserves as may be deemed advisable.

(F) To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world, as principal, agent, contractor, or otherwise, alone or in company with others.

(G) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony, or country.

(H) This corporation is operated in conjunction with National Live Stock Producers Association and the members thereof which are cooperative marketing associations.

(I) The purposes specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from any other clause or paragraph of this instrument. The foregoing shall be construed both as purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of California, all of which are hereby expressly claimed.

(B) To borrow money from any source without limitation, with authority to give any kind, form or type of obligation or security therefor.

(C) To execute, issue, draw, make, accept, endorse and guarantee, without limitation, promissory notes, bills of exchange, drafts, warrants, certificates, mortgages, and any other form of obligation or negotiable or transferable instrument of any character; to become surety, guarantor, maker and/or endorser, for accommodation or otherwise of bonds, notes, securities and other evidences of debt of the National Livestock Marketing Association, members thereof or any subsidiary or affiliated corporation of either or any of them; and in connection with any of the foregoing transactions this corporation may pledge or give a lien on any or all of its property as security therefor.

(D) To assist and cooperate with the Federal Farm Board, created under the Agricultural Marketing Act, and/or with any other person, firm, corporation or association for furthering the purposes for which this corporation is formed.

(E) To acquire, hold, sell, or convey such real and personal property as may be deemed necessary or convenient for the conduct and operation of this corporation and to establish and employ such reasonable reserves as may be deemed advisable.

(F) To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world, as principal, agent, contractor, or otherwise, alone or in company with others.

(G) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony, or country.

(H) This corporation is operated in conjunction with National Live Stock Producers Association and the members thereof which are cooperative marketing associations.

(I) The purposes specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from any other clause or paragraph of this instrument. The foregoing shall be construed both as purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of California, all of which are hereby expressly claimed.

ARTICLE III

The principal office for the transaction of the business of the corporation is to be located in the City and County of San Francisco, State of California.

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is Twenty Thousand (20,000), and the aggregate par value of all shares is Two Million Dollars (\$2,000,000.00). The shares of stock of the Corporation shall consist of Ten Thousand (10,000) shares of Common Stock, of a par value of One Hundred Dollars (\$100.00) each, and Ten Thousand (10,000) shares of Preferred Stock, of a par value of One Hundred Dollars (\$100.00) each.

ARTICLE V.

Non-cumulative dividends of not to exceed seven per cent (7%) per annum will be paid on the preferred stock of this corporation, and the common stock shall not be entitled to any dividends in any year until the dividend on the preferred stock for the year has been paid.

Upon distribution of the assets there shall be no distinction between the preferred and common shares.

ARTICLE VI.

The number of directors of said corporation shall be five (5). The number of directors may be changed at any time by an amendment to the by-laws. The names and addresses of those who are appointed to serve for the first year or until their successors shall have been elected and shall have accepted office are, as follows:

| <u>Names</u> | <u>Addresses</u> |
|-------------------|------------------|
| J. Sheldon Potter | San Francisco |
| S. D. Sinton | San Francisco |
| Hugh S. Walker | San Francisco |

ARTICLE III

The principal office for the transaction of the business of the corporation is to be located in the City and County of San Francisco, State of California.

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is Twenty Thousand (20,000), and the aggregate par value of all shares is Two Million Dollars (\$2,000,000.00). The shares of stock of the Corporation shall consist of Ten Thousand (10,000) shares of Common Stock, of a par value of One Hundred Dollars (\$100.00) each, and Ten Thousand (10,000) shares of Preferred Stock, of a par value of One Hundred Dollars (\$100.00) each.

ARTICLE V.

Non-cumulative dividends of not to exceed seven per cent (7%) per annum will be paid on the preferred stock of this corporation, and the common stock shall not be entitled to any dividends in any year until the dividend on the preferred stock for the year has been paid.

Upon distribution of the assets there shall be no distinction between the preferred and common shares.

ARTICLE VI.

The number of directors of said corporation shall be five (5). The number of directors may be changed at any time by an amendment to the by-laws. The names and addresses of those who are appointed to serve for the first year or until their successors shall have been elected and shall have accepted office are, as follows:

| <u>Names</u> | <u>Addresses</u> |
|-------------------|------------------|
| J. Sheldon Potter | San Francisco |
| S. D. Sinton | San Francisco |
| Hugh S. Walker | San Francisco |

| <u>Names</u> | <u>Addresses</u> |
|------------------------|------------------|
| C. H. Sooy | San Francisco |
| Louis H. Frankenheimer | Stockton |

ARTICLE VII

The period of existence of said corporation shall be unlimited.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of October, 1959.

W. Gatzmer Wagoner
President

Ruth M. Fay
Secretary

STATE OF CALIFORNIA,)
) SS.
CITY AND COUNTY OF SAN FRANCISCO.)

W. GATZMER WAGONER and RUTH M. FAY, being duly sworn on oath, each for himself and herself, deposes and says:

That they are now the President and Secretary, respectively, of Tri-State Livestock Credit Corporation, the California corporation mentioned in the foregoing Restated Articles of Incorporation of said corporation and as such are authorized to execute the Certificate by resolution of the Board of Directors of said corporation adopted on July 23, 1959; that each of them has read the Restated Articles of Incorporation and knows the contents thereof; that the same correctly sets forth the text of the Articles of Incorporation as amended to the date of this certificate.

W. Gatzmer Wagoner
Ruth M. Fay

Subscribed and sworn to before me this 16th day of October, 1959.

Ida B. Webber
NOTARY PUBLIC

In and for the City and County of San Francisco, State of California.

| <u>Names</u> | <u>Addresses</u> |
|-----------------------|------------------|
| C. H. Sooy | San Francisco |
| Louis H. Frankenhimer | Stockton |

ARTICLE VII

The period of existence of said corporation shall be unlimited.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of October, 1959.

W. Gatzner Wagoner
President

Ruth M. Fay
Secretary

STATE OF CALIFORNIA,)
) SS.
CITY AND COUNTY OF SAN FRANCISCO.)

W. GATZNER WAGONER and RUTH M. FAY, being duly sworn on oath, each for himself and herself, deposes and says:

That they are now the President and Secretary, respectively, of Tri-State Livestock Credit Corporation, the California corporation mentioned in the foregoing Restated Articles of Incorporation of said corporation and as such are authorized to execute the Certificate by resolution of the Board of Directors of said corporation adopted on July 23, 1959; that each of them has read the Restated Articles of Incorporation and knows the contents thereof; that the same correctly sets forth the text of the Articles of Incorporation as amended to the date of this certificate.

W. Gatzner Wagoner
Ruth M. Fay

Subscribed and sworn to before me this 16th day of October, 1959.

Ida B. Webber
NOTARY PUBLIC

In and for the City and County of San Francisco, State of California.