

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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 the

JEROME COOPERATIVE CREAMERY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twelfth** day of **March**, 1962, original articles of amendment, as provided by Sections **30-146 and 30-147, Idaho Code**, changing corporate name to: **IDA GEM DAIRYMEN, INC.,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **118** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **12th** day of **March**, A. D., 19 **62**.

Secretary of State

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
JEROME CO-OPERATIVE CREAMERY

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, A. H. Jagels and R. Lyons Smith, do hereby certify:

F I R S T

That at all times herein mentioned they have been, and now are, the duly elected, qualified and acting President and Secretary, respectively, of the Jerome Co-Operative Creamery, a non-profit Co-Operative Marketing Association duly organized and existing under and by virtue of the laws of the State of Idaho.

S E C O N D

That after appropriate proceedings duly had and taken in the manner and form required by law, and as hereinafter set forth, at the annual meeting of the members and stockholders of said Corporation duly held in the City of Jerome, Idaho, following due and legal notice to all members and stockholders, the name of said Corporation was duly changed pursuant to a resolution presented at said meeting, as follows:

"WHEREAS, the Jerome Co-Operative Creamery has, since its incorporation, greatly expanded its business, and has extended its operation into all of Southern Idaho, and it is the opinion of the Board of Directors that the name of said Corporation should be changed so as to eliminate the suggestion of a limited area operation; and,

WHEREAS, it is the opinion of the Board of Directors that a name more expressive of the entire operation of the organization be reflected therein.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Jerome Co-Operative Creamery that we approve an amendment to the Articles of Incorporation of the Jerome Co-Operative Creamery changing the name of the Corporation from Jerome Co-Operative Creamery to Ida Gem Dairymen, Inc., and that Article I of the Articles of Incorporation of the Corporation should be amended so that as amended it shall read as follows:

ARTICLE I

The name of the Association shall be Ida Gem Dairymen, Inc.

BE IT FURTHER RESOLVED that the President and Secretary of this Corporation be, and they hereby are, authorized and directed to make, execute and acknowledge a certificate, under the corporate seal of this Corporation, certifying to the passing of the foregoing resolution, and cause such certificate to be signed and recorded in the manner required by law."

T H I R D

That said amendment to Article I of the Articles of Incorporation was first duly approved by the affirmative vote of more than two-thirds (2/3) of the directors of the Association, to-wit, by the affirmative vote of nine (9) directors at a meeting of the Board of Directors duly noticed, held and convened on the 19th day of January, 1962, at which meeting there were at all times present and acting nine (9) directors; that the total authorized number of directors of the Association is nine (9), and the number present and acting at said meeting constituted more than a quorum of the members of the said Board of Directors.

F O U R T H

That thereafter, to-wit, at the regular annual meeting of the members and stockholders of the Association, duly and legally noticed, held and convened in the City of Jerome, Idaho, on the 17th day of February, 1962, said amendment to the Articles of Incorporation was duly and legally adopted by the affirmative vote of more than two-thirds (2/3) of all stockholders and members present at said meeting; that at said meeting there were ninety-four (94) members and stockholders present; that the By-Laws of the Association provide that at any meeting of the members and stockholders of the Association twenty-five (25) members and stockholders shall constitute a quorum for all purposes; that the proposal submitting said amendment was submitted to the written vote of all members present at said meeting and there were sixty-six (66) votes cast in favor of said amendment and twenty-six (26) votes cast against said amendment; more than two-thirds (2/3) of the members present and voting having voted in favor of said proposed amendment, the same was by the election committee and the President of the Corporation, who presided at the meeting, declared duly passed and adopted.

F I F T H

That by the resolution adopting said amendment the President and Secretary of the Association were authorized and directed to make, execute and acknowledge this certificate under the corporate seal of the Association, certifying the same so as to entitle such certificate to be signed and recorded in the manner required by law.

IN WITNESS WHEREOF, the undersigned, A. H. Jagels and R. Lyons Smith, as President and Secretary respectively of said Association, have caused the foregoing Certificate of Amendment to Articles of Incorporation to be prepared in triplicate, with the corporate seal of said Association affixed thereto, of which this instrument is one, this 6th day of March, 1962.

ATTEST:

R. Lyons Smith
Secretary

A. H. Jagels
President

STATE OF IDAHO)
 ss:
County of Jerome)

A. H. JAGELS and R. LYONS SMITH, being first duly sworn, on oath, each for himself, deposes and says:

That at all times herein mentioned they were, and now are, respectively the President and Secretary of Jerome Co-Operative Creamery, the Corporation named in the within and foregoing certificate and the persons who have signed and sworn to the foregoing certificate setting forth the Certificate of Amendment to the Articles of Incorporation of said Association, and of the adoption thereof, as such President and Secretary; that they have read the foregoing certificate, including the amendment to Article I of the Articles of Incorporation of said Association, therein set forth, and know the contents thereof and that the statements therein contained are true.

A. H. Jagels
President

R. Lyons Smith
Secretary

SUBSCRIBED AND SWORN to before me this 6th day of March, 1962.

Frank M. Raiter
Notary Public for Idaho
Residing at: Jerome, Idaho