

Department of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

PETE T. CHARRUSA
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

UNION WAREHOUSE AND MERCANTILE COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed
in this office on the **Second** day of **January** 19 **68**,

original articles of amendment, as provided by Section **30-147 and 22-2609, Idaho**
Code increasing capital stock to \$42,000 shs. divided into 1800 shares of
common stock with a par value of \$100.00 per share, and 400,000 shares of
preferred stock with a par value of \$1.00 per share.

and that the said articles of amendment contain the statement of facts required by law, and are
will be
/ recorded on ~~film~~ **microfilm** 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 **2nd** day of **January**,
A. D., 19**68**.

Secretary of State

CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION
OF
UNION WAREHOUSE AND MERCANTILE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, directors and officers of the Union Warehouse and Mercantile Company, a cooperative marketing association, of Craigmont, Lewis County, State of Idaho, all citizens of the United States and bona fide residents of the State of Idaho, whose names are hereunto subscribed, do hereby certify to the following amended Articles of Incorporation, and further certify as follows:

That we, the Board of Directors of the Union Warehouse and Mercantile Company, at a regular meeting held on the 7th day of November, 1967, a quorum being present, unanimously voted to, and that we did adopt a resolution for submission for vote to the stockholders of said cooperative association, calling for the amendment of the Articles of Incorporation in their entirety as hereinafter set forth.

That at regular meeting of the stockholders of said corporation was held on the 14th day of December, 1967, at 2:00 o'clock P.M. at Craigmont, Idaho, pursuant to notice as required by law, which notice was deposited in the United States post office at Craigmont, Idaho, properly posted with postage prepaid at least ten (10) days before the time fixed for such meeting, properly addressed to each member in the manner provided by the by-laws of the corporation; that in said notice of meeting, the date, place and purpose of calling said meeting was specified; and that at said regular meeting, more than a quorum of the stockholders of said corporation were present in person, and that by resolution duly and regularly adopted at said meeting by the affirmative vote of more than two-thirds of the stockholders of said corporation present and voting. The Articles of Incorporation of the corporation were amended in their entirety to read as hereinafter set forth.

That this certificate of amendment and the amended Articles of Incorporation have been endorsed by all the directors of the corporation and have been signed and sworn to by

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the president and secretary of the corporation in their capacity as officers, as well as directors of said corporation, pursuant to Section 30-147, Idaho Code and the requirements therein for filing amended Articles of Incorporation.

That the following amended Articles of Incorporation of said corporation as previously amended are as follows, to-wit:

AMENDED ARTICLES OF INCORPORATION
of
UNION WAREHOUSE & MERCANTILE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, the majority of whom are citizens and residents of the United States and the State of Idaho, do hereby make, execute, acknowledge and deliver the following Articles of Incorporation for the purpose of organizing a cooperative marketing association under the laws of the State of Idaho as defined in the Cooperative Marketing Act of the State of Idaho, and we hereby certify:

ARTICLE I

That the name of this corporation is UNION WAREHOUSE AND MERCANTILE COMPANY.

ARTICLE II

That the purposes for which this association is formed and the nature of the business and objects to be transacted, promoted and acquired are:

SECTION 1. To be a non-profit cooperative agricultural organization instituted for the purpose of assisting farmers in the handling and marketing of their products; to conduct its operations under the Agricultural Marketing Act of the United States, approved June 15, 1929 and all laws amendatory thereof and supplemental thereto; and to operate an agricultural non-profit cooperative under the provisions of the laws of the State of Idaho relative thereto; to serve as a marketing association for the handling of farm products belonging to its stockholders and patrons on a cooperative plan and to do anything generally that is conducive to carrying out said purposes.

SECTION 2. That in order to carry out the purposes of the corporation, the corporation shall have the following powers:

1. To establish, maintain and provide facilities for producing, storing, handling

and marketing in any capacity and on any basis that may be agreed upon, all agricultural products and to prepare such products for market; to buy, sell and distribute the same and to engage in any activity in connection therewith.

2. On a non-profit cooperative basis for patrons of this corporation to conduct and carry on the business of buying, selling and dealing in wood, coal, farm implements, machinery, fruits, vegetables, feed, seed, grain, insecticides, hardware, farm home appliances, automotive equipment, fertilizers, oils, grease, gasoline and petroleum products and all other farm supplies.
3. To own, rent, lease, buy, sell and operate automobiles, trucks, tractors and motor vehicles of all kinds, and to transport persons and/or property therein for hire, and to let the same for hire. On a non-profit cooperative basis to engage in the business of hauling, trucking and transportation of dairy and farm products and all other kinds of goods, wares and merchandise by every means of conveyance for the patrons of the corporation.
4. To engage in the business of buying, selling and generally dealing in animal, stock or poultry supplies, remedies and medicines.
5. To buy, sell, hire, lease, manage, mortgage and hypothecate livestock, and to generally deal in the business of raising all types of livestock, including horses, cattle, sheep, hogs and other domestic animals and poultry.
6. To buy, sell and otherwise handle any lawful commodities that may be sold or otherwise handled to the advantage of the cooperative and its members and patrons, strictly upon the cooperative basis.
7. To engage in and operate a general hardware and mercantile business and to deal in, buy and sell general hardware, electrical and gas appliances, housewares, toys, general merchandise including paints and painting supplies, but not excluding any other articles of merchandise dealt in by hardware establishments.
8. To engage in any business whatsoever, either as principal or as agent or both, or as a syndicate, which the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in these articles or not, as such laws are now in effect or may at any time hereafter be amended.
9. To enter into contracts, if deemed advisable, with stockholders, requiring them to market their produce for a specified period to or through this association, to act for any stockholder or stockholders in any of the activities mentioned herein.
10. To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of this association or incidental thereto.

11. To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, lease and operate offices, buildings, structures, works and all other things of whatsoever kind and nature within or without the State of Idaho suitable, necessary, useful or advisable in connection with the conducting of a cooperative marketing association.
12. To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligation and negotiable or transferable instruments for any purpose that is deemed to further the object for which this organization is formed and to give a lien on any of its property as security therefor.
13. To transact business with and for non-stockholders in an amount not greater in value than the business it transacts with its stockholders.
14. To cooperate with other similar cooperative associations in creating central, regional or national cooperative agencies for any of the purposes for which this corporation is formed and/or to become a member or stockholder of such agencies as now or may hereafter be in existence.
15. To borrow money and to mortgage or pledge any property of the corporation as security therefor and to loan money to any individual stockholder of this corporation to assist him in financing and marketing agricultural products.
16. To acquire the rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation for any purpose, to pay for the same in cash or otherwise, to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all power necessary or convenient in and about the conduct and management of such business.
17. To purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock, bonds, and other evidences of indebtedness created by other corporations for any purpose and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon.
18. To purchase, hold or re-issue shares of capital stock of this corporation as provided by law.
19. To exercise generally the powers customarily exercised by cooperative marketing associations, and particularly the powers provided by the laws of the State of Idaho referring especially to Section 22-2606, Idaho Code.
20. To exercise in addition to the foregoing all powers, privileges and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this corporation is formed, except such as are unconstitutional with the express provisions of the act under which this association incorporated, and to do any such things anywhere

but the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may be possessed by this corporation, all of which are hereby expressly claimed.

ARTICLE III

The place where the principal business of the corporation is to be transacted is
Craigmont, Lewis County, State of Idaho.

ARTICLE IV

The term for which this corporation shall exist shall be 50 years from and after the date of incorporation.

ARTICLE V

SECTION 1. That the total capital stock of the corporation shall consist of 401,000 shares, divided into 1,000 shares of common stock with a par value of \$100.00 per share, and 400,000 shares of preferred stock with a par value of \$1.00 per share.

SECTION 2. The common stock of this corporation shall only be issued to those persons entitled to become members of this corporation as provided for in the by-laws. The common stock shall be the only voting stock of the corporation. Dividends on common stock may be paid, if, as and when declared by the Board of Directors, at a rate to be determined by the Board of Directors, not exceeding 8% per annum. Common stock may be issued, redeemed and re-issued from time to time by the Board of Directors or as prescribed by the by-laws of the corporation.

SECTION 3. The preferred stock of this corporation may be owned or held by anyone, shall carry no voting rights, and may be transferred only on the books of the corporation, and may be redeemed in whole or in part on a pro rata basis at par, plus any dividends declared thereon and unpaid, at any time on thirty (30) days notice by the corporation, provided said stock is redeemed in the same order as originally issued by years. On the failure to deliver the certificate or certificates evidencing any such stock, the corporation may cancel the same on its books. Stock which has been redeemed may, in the discretion of the Board of Directors, be reissued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividend declared thereon and

unpaid; and such stock shall not bear dividends after it has been called for redemption. Non-cumulative dividends of not to exceed five per cent (5%) per annum may be paid thereon, when, if and as declared by the Board of Directors. At the discretion of the Board of Directors, all dividends or distributions of the corporation or any part thereof may be paid in certificates of preferred stock and/or credits on preferred stock, or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

Notwithstanding any of the foregoing provisions, the Board of Directors shall have the power, from time to time and at any time, to pay off or retire or secure a release or satisfaction of any preferred stock certificates to compromise or settle a dispute between a holder thereof and the corporation. Upon dissolution or distribution of the assets of the corporation, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividend declared thereon and unpaid before any distribution is made on the common stock.

IN WITNESS WHEREOF, the Directors of the Union Warehouse & Mercantile Company have hereunto set their hands and seals this 14th day of December, 1967.

W. H. Riggs
President and Director

Craigmont, Idaho
Address

Clyde Burns
Vice-president and Director

Craigmont, Idaho
Address

R. W. Lowery
Secretary and Director

Craigmont, Idaho
Address

Leo E. Bovey
Director

Craigmont, Idaho
Address

H. W. Dumas
Director

Craigmont, Idaho
Address

Ralph J. McKum
Director

Craigmont, Idaho
Address


Patius Paul
Director

Craigmont, Idaho
Address

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 14th day of December, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared W. W. RIGGERS, CLYDE BURNS, D. W. LOWRY, LEO E. BOVEY, H. DAMMROSE, RALPH J. MELCUM and TITUS PAUL, known to me to be all the officers and directors of the Union Warehouse and Mercantile Company, the corporation that executed the within and foregoing instrument, and acknowledged to me that such corporation executed the same.

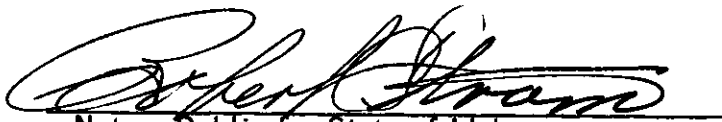
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for State of Idaho
Residing at Craigmont, Idaho

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 14th day of December, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared W. W. RIGGERS and D. W. LOWRY, known to me to be the president and secretary respectively of the Union Warehouse and Mercantile Company, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for State of Idaho
Residing at Craigmont, Idaho