

88498 / 5406

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

**RIGBY PRODUCE, 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 \_\_\_\_\_

**RIGBY PRODUCE, INC.**

duly signed and verified pursuant to the provisions of the Idaho Business 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 12** , 19 **91** .



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Samuel J. Clark*  
Corporation Clerk

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
RIGBY PRODUCE, INC.

RECEIVED  
SEC. OF STATE

'91 JUN 12 AM 8 43

Pursuant to the provisions of I.C. § 30-161, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Rigby Produce, Inc.
2. The following amendments to the Articles of Incorporation were adopted by unanimous consent of the shareholders and directors of said corporation on July 26, 1990, 1989, in the manner prescribed by the Business Corporation Act:

A. Article IV of the original Articles of Incorporation is hereby deleted in its entirety, and a new Article IV is hereby substituted in lieu thereof as follows:

Article IV: STOCK

A. Preferred Stock.

1. This corporation shall be authorized to issue 1,000 shares of preferred stock with a par value of \$800.00 per share.

2. In the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, the assets of this corporation available for distribution shall be distributed, prior and in preference to any distribution to the holders of common stock to the holders of the preferred shares of stock. Each holder of a preferred share shall be entitled to receive the par value of preferred stock in an amount equal to \$800.00 per share, plus any accrued and unpaid dividends thereon, whether or not earned or declared, to and including the date full payment shall be tendered to the holders of the preferred stock with respect to such liquidation, dissolution or winding up.

3. Provided, however, that if upon any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, the assets available for distribution to the holders of the preferred stock shall be insufficient to permit the payment to such shareholders of the respective full preferential amount, then the entire assets and property of this corporation legally available for distribution to the holder shall be distributed ratably among the holders of the preferred stock so that the amount paid for each share of such stock constitutes a percentage of the full liquidation preference for such share as for all other shares of the preferred stock.

4. After payment or distribution to the holders of the preferred stock of the full preferential amounts stated above, the holders of the common stock then outstanding shall be entitled to receive all of the remaining assets of the corporation.

B. Common Stock. The common stock of this corporation shall consist of 100,000 shares of common stock, with no par value, and all of which shares shall be non-assessable.

3. The number of shares voting for and against such amendment are as follows:

Number of Shares Voted

For: 1,000 shares

Against: -0-

4. The amendment provided for a reclassification of the capital of this corporation as stated in amended Article IV. The stated capital of the corporation remains unchanged.

DATED this 26 day of July, 1990.

RIGBY PRODUCE, INC.

By: Dale Mickelsen, President

ATTEST:

Lynn Mickelsen  
Lynn Mickelsen, Secretary

STATE OF IDAHO )  
 ) ss.  
County of Bonneville )

Dale Mickelsen, being first duly sworn, on oath deposes and says that he is the president of Rigby Produce, Inc., an Idaho corporation, that he signed the foregoing Articles of Amendment as president of said corporation and that the statements contained therein are true and correct.

Dale Mickelsen  
Dale Mickelsen

SUBSCRIBED AND SWORN TO before me this 26 day of

July, 1990

(SEAL)

Scott A. Gehlton  
Notary Public for State of Idaho  
Residing at: Id Falls  
My Commission Expires: 10-25-93

2005s