

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

GEORGE F. BROCKE & SONS, INCORPORATED

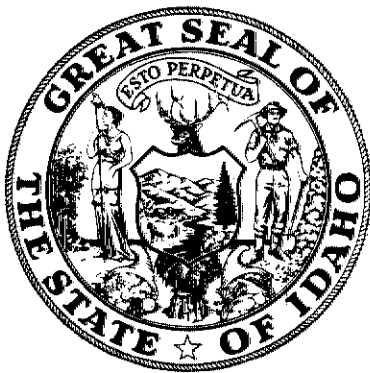
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

GEORGE F. BROCKE & SONS, INCORPORATED

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 February 26, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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RESTATED ARTICLES OF INCORPORATION

SECRETARY OF
STATE
GEORGE F. BROCKE & SONS, INCORPORATED

Pursuant to the provisions of Section 30-1-64 of the Idaho Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation:

FIRST

That the name of said corporation shall be:

'GEORGE F. BROCKE & SONS, INCORPORATED'.

SECOND

The corporation shall have perpetual existence.

THIRD

That the purposes for which said corporation is formed are:

(a) To carry on the trade of warehousemen and to operate elevators and public warehouses for the purchase, sale and storage of farm products and by-products; to buy and sell on commission or otherwise, at wholesale or retail, all kinds of farm produce, particularly beans, peas and lentils; to purchase, own, operate and develop farms, farm lands, stock farms and grazing lands and to buy, raise, sell or otherwise deal in cattle, hogs and all kinds of livestock and poultry; to buy, sell, trade and deal in, at wholesale or retail, hardware, appliances, machinery and goods, wares and merchandise of all kinds for farm or home use; and to do all legal, necessary and proper things in pursuance of the foregoing stated objectives and purposes.

(b) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and, with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys, tramways, railroads, reservoirs, irrigation ditches, wharves, sewers, tunnels, conduits and subways; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance

money to, and enter into contracts and arrangements of all kinds with, builders, property owners and others; to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardwood and other building materials or requisites.

(c) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(d) To enter into contracts or arrangements with any government or authority, national, state, municipal or otherwise, conducive to any of the purposes of this corporation, and to obtain from such government or authority any and all rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents or concessions relating to or for the promotion or protection of such purposes; to carry out, exercise, comply with and enforce the same; to sell, lease, or otherwise dispose of the same or any interest therein to others, where such sale, lease or disposal shall be lawful under the laws of the government power granting the same.

(e) To engage in the business of buying, selling, distributing, leasing, servicing, repairing and otherwise dealing in implements, vehicles, motors, machinery and equipment of all manner and descriptions, particularly including, but not limited to, agricultural implements, and livestock feed, supplies and farm fertilizers.

(f) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform; to engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description; to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise, for and on behalf of another.

(g) To do generally each and every necessary, proper and requisite thing to be done in carrying out any of the objects of this corporation herein provided for and incidental thereto.

(h) The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation and enjoyment thereof as conferred by the laws of the State of Idaho upon corporations organized under the provisions of the laws of the State of Idaho.

FOURTH

That the location and post office address of the registered office of said corporation shall be Kendrick, Latah County, Idaho.

FIFTH

That the capital stock of this corporation shall be One Hundred Fifty Thousand Dollars (\$150,000) divided into one hundred fifty thousand (150,000) shares of common stock of the par value of One Dollar (\$1.00) each; and six hundred thousand (600,000) shares of preferred stock with a par value of One Dollar (\$1) per share, redeemable by the corporation at par upon a majority vote of the issued and outstanding shares. Preferred stock shall be entitled to a cumulative, preferred dividend of six (6) per cent per annum of the stated par value over any other stock dividend and shall be entitled to preference in the assets of the corporation over nonpreferred shareholders upon voluntary or involuntary liquidation of the corporation. Holders of preferred stock shall be entitled to one vote per share, and such shareholders shall vote as a class, a majority of which shall be required as is provided for in the Idaho Business Corporation Act.

The corporation may redeem issued and outstanding stock of the corporation, and, in the event of any redemption of shares of stock, the legal title to such shares of stock, when acquired, shall vest in the corporation and shall thereafter be subject to the control of the stockholders, who may make whatever disposition thereafter they deem fit upon vote of the majority of all remaining shares, and that, for the purpose of redemption of its stock, the corporation may use, apply and commit any available funds, including commitment of funds by way of future earnings.

SIXTH

The number of directors of said corporation shall be

three in number, who must be shareholders of common stock of said corporation. The directors shall be elected by the stockholders of the corporation. The Board of Directors may be authorized by the ByLaws to hold meetings outside of the State of Idaho at such places as may be determined.

SEVENTH

That the names and addresses of each of the incorporators of this corporation, together with a statement of the shares subscribed to by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares Subscribed</u>
George F. Brocke	Kendrick, Idaho	30,000 shares
Emma Brocke	Kendrick, Idaho	30,000 shares
George F. Brocke, Jr.	Kendrick, Idaho	20,000 shares
M. Eugene Brocke	Kendrick, Idaho	20,000 shares
Darrel James Brocke	Kendrick, Idaho	20,000 shares

IN WITNESS WHEREOF, the persons named herein have hereunto set their hands this 23 day of June, 1959.

/s/ George F. Brocke _____

/s/ Emma Brocke _____

/s/ George F. Brocke, Jr. _____

/s/ M. Eugene Brocke _____

/s/ Darrel James Brocke _____"

The foregoing Restated Articles of Incorporation correctly set forth, without change, corresponding provisions of Articles of Incorporation as filed July 1, 1959, as amended by Articles of Amendment filed September 11, 1972, and Articles of Amendment filed November 30, 1978, in the office of the Secretary of State of the State of Idaho, and as amended by the shareholders of the corporation on 29th day of January, 1982, in the manner prescribed by the Idaho Business Corporation Act, a full, true and correct and certified copy of the minutes of which are hereunto attached and made a part hereof by reference, and that the foregoing Restated Articles of

Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED January 29, 1982.

GEORGE F. BROCKE, & SONS, INCORPORATED,
an Idaho corporation

BY
GEORGE F. BROCKE, JR., President

BY
M. EUGENE BROCKE, Secretary

STATE OF I D A H O)
: SS.
County of NEZ PERCE)

I, REED CLEMENTS, a notary public, do hereby certify that on this 29th day of January, 1982, personally appeared before me GEORGE F. BROCKE, JR., and M. EUGENE BROCKE who, being by me first duly sworn, declared that they are respectively the President and Secretary of George F. Brocke & Sons, Incorporated; that they signed the foregoing document as President and Secretary respectively of the corporation, and that the statements therein contained are true.

(S E A L)

Notary Public for Idaho

Residing at: Lewiston

My Commission Expires: 4/15/85

SPECIAL MEETING OF SHAREHOLDERS

GEORGE F. BROCKE & SONS, INC.

A special meeting of the shareholders of George F. Brocke & Sons, Inc., was held at the office of the corporation at Kendrick, Idaho, immediately following the special meeting of the board of directors, on January 29, 1982. All shareholders were present in person, and executed a waiver of notice of said meeting in accordance with §30-1-144, Idaho Code, waiving notice and purpose of said meeting, which waiver was ordered to be attached to these minutes.

George F. Brocke, Jr., acted as chairman and M. Eugene Brocke acted as secretary.

The chairman advised that the board of directors had, by resolution, urged the shareholders to ratify and approve a resolution, urged the shareholders to ratify and approve a resolution for the amendment of the Articles of Incorporation, which resolution was then read to the shareholders. After discussion, it was duly moved and seconded as follows:

"BE IT RESOLVED, that Article FIFTH of the Articles of Incorporation be amended to authorize and issue, in addition to the common stock as authorized in the original Articles of Incorporation, 600,000 shares of preferred stock, with a par value of \$1 per share, redeemable by the corporation at par upon a majority vote of the issued and outstanding shares; that the holders of such preferred stock shall be entitled to a cumulative, preferred dividend of six (6) per cent per annum of the stated par value over any other stock dividend and shall be entitled to a preference in the assets of the corporation over nonpreferred shareholders upon voluntary or involuntary liquidation of the corporation and that the holders of said preferred shares of stock shall be entitled to one (1) vote per share; provided, that preferred shareholders shall vote as a class, a majority vote of which shall be required, as is provided for in the Idaho Business Corporation Act.

"BE IT FURTHER RESOLVED, that the corporate officers file Restated Articles of Incorporation in conformity with this resolution and the Idaho Business Corporation Act."

Upon being put to a vote, the resolution passed by unanimous ballot, all present having cast an affirmative vote.

There being no further business to come before the meeting, it was, upon motion, duly adjourned.

George F. Brocke, Jr.
GEORGE F. BROCKE, JR.

ATTEST:

M. Eugene Brocke
M. EUGENE BROCKE

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

GEORGE F. BROCKE, JR., and M. EUGENE BROCKE, each being first duly sworn on oath, deposes and says:

That they are the duly elected officers of George F. Brocke & Sons, Incorporated, an Idaho corporation, being respectively President and Secretary thereof, and are shareholders thereof and are entitled to vote at all corporate meetings; that at a meeting of the shareholders of said corporation duly called and held on the 29th day of January, 1982, at the office of the principal place of business at Kendrick, Idaho, all shareholders entitled to vote were present in person and waived notice and purpose of said meeting, in writing, and that the within and foregoing minutes are hereby certified to be a full, true and correct copy of the minutes of the special meeting of the shareholders at said meeting and correctly reflect all action taken at said meeting.

George F. Brocke, Jr. (SEAL)
GEORGE F. BROCKE, JR.

M. Eugene Brocke (SEAL)
M. EUGENE BROCKE

SUBSCRIBED AND SWORN to before me this 29th day of January, 1982,

(S E A L)

[Signature]
Notary Public in and for the State of Idaho, Residing at Wauwata therein.

WAIVER OF NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS OF
GEORGE F. BROCKE & SONS, INC.

We the undersigned, constituting all of the shareholders of GEORGE F. BROCKE & SONS, INC., an Idaho corporation, do hereby severally waive all of the statutory requirements as to notice of time, place and purpose of the meeting of shareholders in accordance with §30-1-144, Idaho Code, held January 29, 1981, and the publication thereof, and consent that the meeting shall be held at the principal office of the corporation in Kendrick, Idaho, on the 29th day of January, and we hereby consent to the transaction of any and all business that may properly come before the meeting, specifically including, but not limited to, amendment of the Articles of Incorporation to provide for the issuance of six hundred thousand (600,000) shares of preferred stock.

DATED this 29th day of January, 1981.



GEORGE F. BROCKE, JR.



DEAN H. BROCKE



M. EUGENE BROCKE



DARREL JAMES BROCKE



JAMES L. BROCKE



TERRIE L. BROCKE



DONALD BROCKE



VICKI HAMILTON



CYNTHIA BROCKE OLSON



LINDA GENTRY



MICHAEL R. BROCKE