

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

MONTANA FLOUR MILLS COMPANY

a corporation duly organized and existing under the laws of **Montana** 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 **Seventh** day of **December**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Seventh** day of **December**, 19 **64**, a designation of **T. E. 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 **7th** day of **December**, A.D. 19 **64**.

Secretary of State.



I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of the Articles of Incorporation of MONTANA FLOUR MILLS COMPANY as received and filed in this office on the 2nd day of March A.D. 1911, at the hour of 9:30 o'clock A.M.; and

Certificate of Increase of Capital Stock of MONTANA FLOUR MILLS COMPANY as received and filed in this office on the 23rd day of November A.D. 1912, at the hour of 2:10 o'clock P.M.; and

Certificate of Increase of Capital Stock and Amendment of Articles of Incorporation of MONTANA FLOUR MILLS COMPANY as received and filed in this office on the 31st day of July A.D. 1916, at the hour of 3:00 o'clock P.M.; and

Amended Articles of Incorporation and Certificate of Increase of MONTANA FLOUR MILLS COMPANY as received and filed in this office on the 15th day of September A.D. 1919, at the hour of 3:19 o'clock P.M.; and

Certificate of Proceedings Extending Term of Corporate Existence of MONTANA FLOUR MILLS COMPANY, a corporation, as received and filed in this office on the 28th day of February A.D. 1931, at the hour of 5:00 o'clock P.M.; and

Certificate of Amendment of MONTANA FLOUR MILLS COMPANY as received and filed in this office on the 18th day of December A.D. 1936, at the hour of 1:20 o'clock P.M.; and

Certificate of Proceedings of MONTANA FLOUR MILLS COMPANY as received and filed in this office on the 22nd day of November A.D. 1950, at the hour of 10:50 o'clock A.M.; and

I further certify that the annexed constitutes all the charter documents of said corporation on file in my office at the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 9th day of November A.D. 1964.

Frank Murray
FRANK MURRAY
Secretary of State

Gail M. DeWalt
Gail M. DeWalt
Chief Deputy

By:



*Original
Charters*

2
DEPARTMENT OF THE SECRETARY OF STATE
OF THE
STATE OF MONTANA

BE IT KNOWN THAT

MONTANA FLOUR MILLS COMPANY

In accordance with the provisions of Section 3825, Revised Codes of Montana, on the 28th day of February A. D. 1911, caused its Articles of Incorporation to be filed and recorded in the office of the County Clerk of Fergus County, State of Montana, in which county the principal business of said Company is to be transacted,

Now, Therefore, I, A. N. YODER, Secretary of State of the State of Montana, do hereby certify that a copy of the Articles of Incorporation of

MONTANA FLOUR MILLS COMPANY

certified by the County Clerk of the aforesaid County, and containing the required statement of facts prescribed by Section 3818 of the Revised Codes, has been filed in this office, and that such corporation is a body politic and corporate, and is authorized to do business in the State of Montana for a term of twenty years.

WITNESS my official signature hereunto subscribed and the Great Seal of the State of Montana, hereunto affixed this 2nd day of March in the year one thousand nine hundred and eleven

G R E A T S E A L

A N Yoder
Secretary of State.

814-
Copy from
original

BE IT KNOWN THAT

MONTANA FLOUR MILLS COMPANY

In accordance with the provisions of Section 3825, Revised Codes of Montana, on the 28th day of February, A. D. 1911, caused its Articles of Incorporation to be filed and recorded in the office of the County Clerk of Fergus County, State of Montana, in which county the principal business of said Company is to be transacted.

Now, Therefore, I. A. M. Yoder, Secretary of State of the State of Montana, do hereby certify that a copy of the Articles of Incorporation of

MONTANA FLOUR MILLS COMPANY,

certified by the County Clerk of the aforesaid County, and containing the required statement of facts prescribed by Section 3818 of the Revised Codes, has been filed in this office, and that such corporation is a body politic and corporate, and is authorized to do business in the State of Montana for a term of twenty years.

WITNESS my official signature

hereunto subscribed and the Great Seal of the State of Montana, hereunto affixed this 2nd day of March in the year one thousand nine hundred and eleven.

GREAT SEAL
OF THE STATE
OF MONTANA

I. A. M. Yoder,

Secretary of State.

2

ARTICLES OF INCORPORATION
OF MONTANA FLOUR MILLS COMPANY.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the State of Montana, and we do hereby certify :

-I-

That the name of said corporation is the MONTANA FLOUR MILLS COMPANY.

-II-

That the purposes for which said corporation is formed are to manufacture, buy, sell, export, import and generally deal in flour, feed, breakfast foods and other articles manufactured from grain or cereals; to buy, sell, own, control and operate flour mills, milling plants and milling machinery; to erect, buy, sell, lease or otherwise acquire and maintain and operate elevators for storage of grains and cereals of every kind and description; to build, operate and maintain ware-houses and to do a general ware-house business; to issue, register and certify ware-house receipts; to issue storage tickets for grain and cereals in storage and to insure and care for the same; to buy, own and control water rights, water power and power sites and to own and operate mills, milling plants and power plants by water power; to buy, sell and generally deal in all kinds of grains and cereals and the manufactured products thereof; to purchase, own, lease and otherwise acquire elevators, mills, granaries and buildings for storing, handling and manufacturing and sale of grains and cereals and the various products thereof; to carry on a general milling and manufacturing business in the preparation of grains, cereals and other products for market and to buy, sell and deal in milling, elevator and other machinery for the handling of grains and cereals and for

various products and by products; to manufacture, generate, store, transmit and distribute electric current for light, heat and power and to own, operate and control electric lighting, heating and power plants and all personal property incidental and necessary for the storage, transmission and distribution of electric current for light, heat and power purposes, and to own, hold and deal in real and personal property and to do each and every act and thing necessary and incidental to the operation and carrying on of a general grain, elevator and milling business and such other acts as are necessary to aid in the commercial and industrial interests of the company.

-III-

That the place where it's principal business is to be transacted, is the City of Lewistown, County of Fergus and State of Montana.

-IV-

That the term for which it is to exist is twenty years from and after the date of its incorporation.

-V-

That the number of its Directors shall be five and the names and residences of those who are appointed for the first three months and until their successors are elected and qualified are:

Austin W. Warr	Lewistown, Montana.
Charles R. McClave,	Moore, Montana.
Norman B. Holter,	Helena, Montana.
William N. Smith,	Harlowtown, Montana.
Rodney J. Anderson,	Harlowtown, Montana.

-VI-

That the amount of capital stock of said corporation is Two Hundred Thousand Dollars (\$200,000.00), divided into two thousand (2000) shares of par value of One Hundred Dollars (\$100) each.

-VII-

That the amount of said capital stock which has been act-

ually subscribed, is One hundred thirty-eight thousand five hundred Dollars (\$138500) and the following are the names of the persons by whom the same has been subscribed and the amounts of their several subscriptions.

Austin W. Warr,	250 shares	\$25,000.00
Warr & McClave,	250 shares	25,000.00
C. R. McClave,	120 shares	12,000.00
Wm. N. Smith,	150 shares	15,000.00
Rodney J. Anderson,	150 shares	15,000.00
Norman B. Holter,	200 shares	20,000.00
A. B. Bower,	100 shares	10,000.00
A. H. Hamilton,	165 shares	16,500.00

-VIII-

Said stock is non-assessable.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 27th day of February, A. D. 1911.

Rodney J. Anderson.

Austin W. Warr.

C. R. McClave.

G. J. Wiedeman

W. D. Symmes.

S. S. Hobson

STATE OF MONTANA)
COUNTY OF FERGUS) SS:

On this 27th day of February, A. D. 1911, before me, Harold B. Cutler, a Notary Public in and for the State of Montana, personally appeared Rodney J. Anderson, Austin W. Warr, C. R. McClave, S. S. Hobson, W. D. Symmes and G. J. Wiedeman, whose names are subscribed to the foregoing instrument as the parties thereto, known to me to be the same persons described therein and who executed the said foregoing instrument and who each of them duly acknowledged to me that they each of them respectively executed the same.

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

(SEAL)

Harold B. Cutler
Notary Public in and for the State of
Montana, residing at Lewistown.
My commission expires Jan. 17, 1913.

7172

Compared

State of Montana, }
County of Fergus. } ss.

Filed this 28 day of February A. D., 1911 at 9:30 o'clock A M.

F. R. Cunningham
County Recorder.

Deputy.

State of Montana, }
County of Fergus, } ss.

I hereby certify that the instrument to which this certificate is annexed, is true complete and correct copy of the original on file in my office.

Witness my hand and seal of office this 28 day of February 1911

F. R. Cunningham
County Clerk and Recorder.

SEAL

8142

Montana Flour Mills Company

Articles of Incorporation

FILED FOR RECORD March 2nd 1911 AT 9-30 O'CLOCK A M. AND
RECORDED IN VOLUME K-1 PAGE 17

A N Yoder

SECRETARY OF STATE.

OLIVER W. BELDEN
ATTORNEY-AT-LAW
ROOMS 1-2-3-4-BANK OF FERGUS COUNTY
LEWISTOWN, MONTANA

CERTIFICATE OF INCREASE OF CAPITAL STOCK

We, the undersigned Directors (Trustees) of the MONTANA FLOUR MILLS COMPANY, a corporation, and the Chairman and Secretary of the Stockholders meeting, do hereby certify:

-I-

That, the Montana Flour Mills Company is a corporation created, organized and existing under and by virtue of the laws of the State of Montana, with its principal office and place of business at Lewistown, Fergus County, Montana.

-II-

That, the capital stock of said corporation is TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) divided into Two Thousand (2000) shares of the par value of One Hundred Dollars (\$100.00) each.

-III-

That, the number of Directors of said corporation is five.

-IV-

That, on the 1st day of October, A. D., 1912, the Directors (Trustees) of said corporation called a meeting of the Stockholders of said corporation to be held at the office of said corporation in the City of Lewistown, County of Fergus, State of Montana on Tuesday, the 19th day of November, 1912 at 2 o'clock p. m. of said day, for the purpose of considering and acting upon the proposition of increasing the capital stock of the Montana Flour Mills Company \$300,000.00; from \$200,000.00 the present capital stock to the amount of \$500,000.00, and for the purpose of complying with the provisions of Section 3894 of the Revised Codes of Montana for 1907, and the acts amendatory thereof and supple-

mentary thereto, in regard to increasing the capital stock of said corporation.

-V-

That, notice of the time and place of said meeting, its object and the amount to which it is proposed to increase the capital stock, was personally served on each stockholder in said corporation, at his place of residence, and was published in the Fergus County Argus, a weekly newspaper published in the City of Lewistown, County of Fergus, State of Montana, the same being the County in which the principal place of business of said MONTANA FLOUR MILLS COMPANY is conducted, for six weeks successively, prior to said meeting on said 19th day of November, 1912.

-VI-

That, the following is a full, true and correct copy of said notice:

Notice is hereby given that, pursuant to a resolution adopted by the board of directors of the MONTANA FLOUR MILLS COMPANY of Lewistown, Montana at the meeting of said board, held on the 1st day of October, A. D. 1912, a special meeting of the shareholders of the MONTANA FLOUR MILLS COMPANY is hereby called, to be held at the office of said company in Lewistown, Montana on Tuesday, November 19th, A. D. 1912, at 2 o'clock p. m., for the purpose of considering and acting upon the proposition of increasing the capital stock of said MONTANA FLOUR MILLS COMPANY from \$200,000 to the amount of \$500,000, being an increase of \$300,000, by the authorization of the issue of 3,000 additional shares, having a par value of \$100 per share. Also for the purpose of authorizing the disposition, allotment or sale of the additional 3,000 shares or any part thereof.

Also for the purpose of considering and acting upon the proposition of purchasing the real estate, water rights and milling property at Lewistown, Montana heretofore known as the Judith Basin Milling Company plant, and for the transaction of such other business as

may properly come before the meeting.

By order of the Board of Directors.

Dated at Lewistown, Montana this 1st day of October,
A. D. 1912.

AUSTIN W. WARR, President.

RODNEY J. ANDERSON, Secretary.

-VII-

That, at the said meeting duly called and held,
Austin W. Warr was duly and regularly elected Chairman,
and Charles R. McClave was duly and regularly elected
Secretary of said meeting.

-VIII-

That, of the 2000 Shares of the capital stock,
there were present and represented at said meeting 1589
shares.

-IX-

That, then and there, at said time and place,
the said stockholders representing the said 1589 shares
of capital stock of the said MONTANA FLOUR MILLS COMPANY,
a corporation, by a unanimous vote, unanimously resolved
to increase the capital stock of said MONTANA FLOUR MILLS
COMPANY, a corporation, to \$500,000.00, an increase of
\$300,000.00 over the original incorporation, and issue
the necessary shares therefor, in accordance with the
provisions of said Section 3894 of the Revised Codes of
Montana for 1907, and the acts amendatory thereof and
supplementary thereto.

-X-

That, the amount of stock represented at said
meeting was 1589 shares, and the vote by which the in-
crease of said capital stock of said corporation was

accomplished was by the vote of 1539 shares of the capital stock by the holders thereof, in favor of said increase and that the 1539 shares voted in favor thereof was a majority and more than two thirds of the entire capital stock.

IN WITNESS WHEREOF, we, the said Chairman and Secretary of said meeting have hereunto set our hands and seals this 19th day of November A. D., 1912.

Austin W. Warr Chairman.

C. R. McClave Secretary.

IN WITNESS WHEREOF, we, the undersigned, directors (trustees) of the MONTANA FLOUR MILLS COMPANY, a corporation, being all the members of the Board thereof, have hereunto set our hands and seals this 19th day of November, A. D. 1912.

Austin W. Warr

C. R. McClave

W. N. Smith

N. B. Holter

Rodney J. Anderson

State of Montana, }
County of Fergus. } ss.

Filed this 21st day of November A. D., 1912 at 11:15 o'clock A. M.

F. R. Cunningham
County Recorder.

Herbert L. Linn
Deputy.

50¢ Pd

State of Montana, }
County of Fergus. } ss.

I hereby certify that the instrument to which this certificate is annexed, is true complete and correct copy of the original on file in my office.

Witness my hand and seal of office this 21st day of November 1912.

F. R. Cunningham
County Clerk and Recorder.

Seal

Herbert L. Linn
Deputy.

9041

Compared.

(7172)

CERTIFICATE OF INCREASE OF CAPITAL
STOCK.

MONTANA FLOUR MILLS COMPANY

Dated Nov. 19th, 1912.

FILED FOR RECORD Nov 23 1912 AT 2:10 O'CLOCK P M. AND RECORDED IN
VOLUME N 1 PAGE 352

T. M. Swindlehurst
SECRETARY OF STATE.

By David Pizer
Deputy

*True
Copy of Original*

DEPARTMENT OF THE SECRETARY OF STATE
OF THE
STATE OF MONTANA

BE IT KNOWN THAT
MONTANA FLOUR MILLS COMPANY

In accordance with the provisions of Sections 3826, 3827 and 3828 of the Revised Codes of Montana, on the 29 th day of July A. D. 19 16 caused its Certificate of Proceedings to increase its Capital Stock to be filed and recorded in the office of the County Clerk of Fergus County, State of Montana, in which county the principal business of said Company is to be transacted.

Now, therefore, I, A. M. ALDERSON, Secretary of State of the State of Montana, do hereby certify that a copy of the proceedings to Increase the Capital Stock of

MONTANA FLOUR MILLS COMPANY
certified by the County Clerk of the aforesaid County, increasing its Capital Stock from

FIVE HUNDRED THOUSAND DOLLARS TO ONE MILLION DOLLARS
and containing the required Statement of facts prescribed by Section 3826 of the Revised Codes has been filed in this office.

WITNESS my official signature hereunto subscribed, and the Great Seal of the State of Montana, hereunto affixed this

G R E A T S E A L

31 st day of July
in the year one thousand nine hundred and
sixteen.

A M Alderson
Secretary of State.

By Copeland C Burg

Deputy

CERTIFICATE OF INCREASE OF CAPITAL
STOCK AND AMENDMENT OF ARTICLES OF
INCORPORATION OF THE MONTANA FLOUR
MILLS COMPANY.

We, the undersigned, Directors of the Montana Flour Mills Company, a corporation created, organized and existing under and by virtue of the laws of the State of Montana, with its principal office and place of business at Lewistown, Montana, and the Chairman and Secretary of the stock-holders' meeting held at the office of the Company on Saturday, the 29th day of July, 1916, at the hour of ten o'clock a. m. of said day, do hereby certify:

I.

That the Montana Flour Mills Company is a corporation, created, organized and existing under and by virtue of the laws of the State of Montana, with its principal office and place of business at Lewistown, in Fergus County, Montana.

II.

That the capital stock of said corporation is FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00), divided into five thousand (5000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each.

III.

That the number of Directors of said corporation is five (5).

IV

on
That/the 10th day of June, 1916, at a special meeting of the Board of Directors of the Montana Flour Mills Company, held at the office of the Company in Lewistown, Montana, at the hour of ten o'clock a. m. of said day, pur-

suant to notice duly and regularly given for that purpose called a special meeting of the share-holders of the said Montana Flour Mills Company to consider, vote and act upon the proposition of increasing the capital stock of said Montana Flour Mills Company from FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00), being five thousand (5000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, to ONE MILLION DOLLARS (\$1,000,000.00), being ten thousand shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, and to create two classes of stock of the said ten thousand (10,000) shares to-wit:

Seven thousand (7,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each of which to be designated as common stock, and three thousand (3,000) shares, of the par value of ONE HUNDRED DOLLARS (\$100.00) each, to be esignated as seven per cent (7%) cumulative, preferred stock;

also to act upon the proposed amendments to the by-laws and the adoption of amended articles of incorporation, said share-holders' meeting to be held for the purpose of complying with the provisions of Section 3894 of the Revised Codes of Montana of 1907, and the acts amendatory thereof and supplementary thereto, in regard to increasing the capital stock of said incorporation and for the further purpose of amending the by-laws and amending the articles of incorporation, in conformity with the law and with the changes and classifications of the stock of said corporation.

That notice of the time and place of said meeting, its objects and the amount to which it is proposed to increase the capital stock, and of the proposed amendments to the by-laws of said corporation, and the adoption of the amended articles of corporation of the said corporation, was personally served on each stock-holder of said corporation, at his place of residence, and was duly and regularly published in each issue of the Fergus County Argus, a weekly newspaper published in the City of Lewistown, of Fergus County, and State of Montana, the same being the County in which the principal place of business of said Montana Flour Mills Company is conducted, for six (6) weeks successively prior to said meeting of the said 29th day of July, A. D., 1916.

VI.

That the following is a full, true and correct copy of the said notice;

..... 1

NOTICE

Of Special Meeting of the Shareholders
of the Montana Flour
Mills Company.

Pursuant to resolution duly adopted by the Board of Directors of the Montana Flour Mills Company, held June 10, 1916, a special meeting of the shareholders of the Montana Flour Mills Company is called to be held in the office of the company at Lewistown, Montana, on Saturday, July 29, 1916, at 10 o'clock a. m.; the object of said meeting being to consider, vote and act upon the proposition of increasing the capital stock of said company from five hundred thousand Dollars, (\$500,000), being 5,000 shares of the par value of \$100 each, to one million dollars (\$1,000,000), being 10,000 shares of the par value of \$100 each, and to create two classes of stock of the said 10,000 shares; 7,000 shares of the par value of \$100 each of which to be designated as Common Stock and 3000 shares of the par value of \$100 each of which to be designated

as 7 per cent cumulative Preferred Stock; also to act upon proposed amendments to by-laws and the adoption of amended articles of incorporation.

By order of the board of directors.

AUSTIN W. WARR,

President.

Rod J. Anderson,

Secretary.

.

VII.

That at said meeting so duly called and held, Austin W. Warr was duly and regularly elected chairman and Rodney J. Anderson was duly and regularly elected as the secretary of said meeting.

VIII.

THAT ALL THE CAPITAL STOCK ISSUED AND OUTSTANDING, TO-WIT: five thousand (5,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, amounting to FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) and being the full amount of authorized capital stock of said corporation, was present and represented at said meeting.

IX.

That then and there, to-wit: at the office of the Montana Flour Mills Company, a corporation, at Lewistown, Montana, on Saturday, the 29th day of July, 1916, at ten o'clock a. m. of said day, the saidshare-holders, representing the said five thousand (5,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each (being all of the capital stock of the said Montana Flour Mills Company issued and outstanding and the whole amount of the capital stock of said corporation) by

unanimous vote resolved unanimously to increase the capital stock of the said Montana Flour Mills Company to ONE MILLION DOLLARS (\$1,000,000), divided into ten thousand (10,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each; and that said ten thousand (10,000) shares be divided into two classes as follows: Three thousand (3,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, to be seven per cent (7%) cumulative preferred stock and seven thousand (7,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, to be known as Common Stock, and the five thousand (5,000) shares now issued and outstanding (being all of one class of stock) were declared to be Common Stock and a portion of the seven thousand (7,000) shares of Common Stock hereinbefore referred to; that the amount of stock/^{re}presented at said meeting was five thousand (5,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, amounting to FIVE HUNDRED THOUSAND DOLLARS (\$500,000), and the vote by which the increase of the capital stock of said corporation was accomplished, was by the affirmative vote of said five thousand (5,000) shares of said capital stock, being the whole thereof, by the holders thereof in favor of said increase; that the whole amount of the debts and liabilities of the company are ONE HUNDRED FORTY-FIVE THOUSAND NINETY-NINE & 79/100 DOLLARS (\$145,099.79).

That then and there, to-wit: at the office of the Montana Flour Mills Company, a corporation, at Lewistown, Montana, on Saturday, the 29th day of July, 1916, at ten o'clock a.m. of said day, the shareholders representing the five thousand (5,000) shares of the capital stock of the Montana Flour Mills Company, a corporation, being the whole of the said

authorized stock and being all thereof issued and outstanding, by unanimous vote resolved unanimously that the articles of incorporation of the Montana Flour Mills Company should be amended so as to read as follows:

. V

AMENDED ARTICLES OF INCORPORATION
OF
MONTANA FLOUR MILLS COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Montana, and we do hereby certify:

I

That the name of said corporation is:

MONTANA FLOUR MILLS COMPANY.

II

That the purposes for which said corporation is formed are to manufacture, buy, sell, export, import and generally deal in flour, feed, breakfast foods and other articles manufactured from grain or cereals; to buy, sell, own, control and operate flour mills, milling plants and milling machinery; to erect, buy, sell, lease or otherwise acquire and maintain and operate elevators for storage of grains and cereals of every kind and description; to build, operate and maintain warehouses and to do general warehouse business; to issue, register and certify warehouse receipts; to issue storage tickets for grain and cereals in storage and to insure and care for the same; to buy, own and control water rights, water power and power sites and to own and operate mills, milling plants and power plants by water power; to buy, sell and generally deal in all kinds of grains and cereals in storage and to insure and care for the same; to buy, own and control water rights, water power and power sites, and to own and operate mills, milling plants and power plants by water power; to buy, sell and generally deal in all kinds of grains and cereals and the manufactured products thereof; to purchase, own, lease and otherwise acquire elevators, mills, granaries and buildings for storing, handling and manufacturing and sale of grains and cereals and the various products thereof; to

carry on a general milling and manufacturing business in the preparation of grains, cereals and other products for market, and to buy, sell and deal in milling, elevator and other machinery for the handling of grains and cereals and for various products and by-products; to manufacture, generate, store, transmit and distribute electric current for light, heat and power, and to acquire, construct, own, operate and control electric lighting, heating and power plants and all real and personal property incidental and necessary for the storage, transmission and distribution of electric current for light, heat and power purposes, and to own, hold and deal in real and personal property and to do each and every act and thing necessary and incidental to the operation and carrying on of a general grain, elevator and milling business and such other acts as are necessary to aid in the commercial and industrial interests of the company.

Also to buy, purchase, trade for, or otherwise acquire, own, sell, dispose of by trade or otherwise, exercise voting power and vote the shares of stock or securities of other corporations, including the common or preferred stock or other securities of the Montana Flour Mills Company, and generally to do any and all things necessary, requisite or incidental to the ownership of said shares of stock or securities.

III.

That the place where its principal business is to be transacted is the City of Lewistown, County of Fergus, and State of Montana.

IV

That the term for which it is to exist is twenty years from and after the date of its incorporation.

V

That the number of its directors shall be five (5), and that their names and residences are as follows, to-wit:

Austin W. Warr,	Lewistown, Montana.
C. R. McCleave,	Lewistown, Montana.
R. J. Anderson,	Lewistown, Montana.
Wm. N. Smith,	Earlouten, Montana.
N. B. Holter,	Helena, Montana.

VI

That the amount of capital stock of the Montana Flour Mills Company shall consist of ONE MILLION DOLLARS, divided into 10,000 shares of the par value of \$100.00 each.

Of this capital stock \$300,000 divided into 3,000 shares of \$100 each shall be preferred stock and \$700,000 divided into 7,000 shares of \$100 each shall be common stock.

The preferred shareholders shall be entitled to receive from the net earnings, and the company shall be bound to pay quarterly or at such other intervals as the directors shall from time to time determine, dividends at the rate of 7% per annum and no more; such dividends shall be cumulative; but cumulation shall not carry interest. The preferred stock shall have no interest in the current or accumulated earnings, surplus or other property of the company other than its preferred dividends as above and its right to have its principal paid in full in case of liquidation or dissolution.

Whenever all cumulative dividends on the preferred stock for all previous years shall be declared and shall have become payable and the accrued quarterly installments for the current year shall have been declared and the company shall have paid such cumulative dividends and such accrued quarterly installments or shall have set aside from its surplus or net profits, a sum sufficient for the payment thereof, the board of directors may declare dividends on the common stock, payable then or thereafter out of any remaining surplus or net profits.

The holders of preferred stock shall in case of liquidation or dissolution of the company, be entitled to be paid in full both the principal of their shares and the accrued dividends thereon before the remaining assets or any part thereof shall be divided among and paid to the holders of the common stock.

Each share of preferred stock shall have the same voting power as a share of common stock, and its holders shall be eligible as directors.

The right of subscription to new stock shall belong to the holders of the common stock, subject to proper regulations to be made by the directors for the exercise of such right.

The company may at any time, by a vote of two-thirds of its directors call in for cancellation and retirement or purchase and deposit in its treasury, the whole or any part of the preferred stock at any time outstanding, upon payment of one hundred and fifteen per cent (115%) of its face value with the accrued preferred dividend to date of retirement or purchase, giving not less than thirty days notice of such retirement or purchase to preferred stockholders of record.

VII

That the amount of said capital stock which has been actually subscribed, is One Hundred thirty-eight thousand five hundred Dollars (\$138,500.00) and the following are the names of the persons by whom the same has been subscribed and the amounts of their several subscriptions:

Austin W. Warr	250 shares	\$25,000.00
Warr & McClave	250 "	25,000.00
C. R. McClave	120 "	12,000.00
W. N. Smith	150 "	15,000.00
Rodney J. Anderson	150 "	15,000.00
Norman B. Holter	200 "	20,000.00
A. W. Bower	100 "	10,000.00
L. H. Hamilton	165 "	16,500.00

VIII

Said stock is non-assessable.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27th day of February, A. D. 1911.

Rodney J. Anderson
Austin W. Warr
C. R. McClave
G. J. Wiedeman
W. D. Symmes
S. S. Hobson

- - -

STATE OF MONTANA,)
County of Fergus.) ss

On this 27th day of February, A. D. 1911, before me, Harold B. Cutler, a Notary Public in and for the State of Montana, personally appeared Rodney J. Anderson, Austin W. Warr, C. R. McClave, S. S. Hobson, W. D. Symmes and G. J. Wiedeman, whose names are subscribed to the foregoing instrument as the parties thereto, known to me to be the same person described therein and who executed the said foregoing instrument and who each of them duly acknowledged to me that they each of them respectively executed the same.

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

(signed) Harold B. Cutler,

Notary Public in and for the
State of Montana, residing at
Lewistown. My commission expires Jan. 17th, 1913.

(SEAL)

IN WITNESS WHEREOF, we, the said chairman and secretary of the said meeting, have hereunto set our hands and seals this 29th day of July, A. D. 1916.

AUSTIN W. WARR

Chairman.

ROD J. ANDERSON

Secretary.

IN WITNESS WHEREOF, We, the undersigned, directors (Trustees) of the Montana Flour Mills Company, a corporation, being a majority of the members of the board thereof, have hereunto set our hands and seals this 29th day of July, A. D. 1916.

AUSTIN W. WARR

C. R. MCCLAVE

ROD J. ANDERSON

W. N. SMITH

STATE OF MONTANA)

COUNTY OF FERGUS)

SS:

-AFFIDAVIT OF CHAIRMAN -

AUSTIN W. WARR, being first duly sworn, deposes and says:

That he was the Chairman of the meeting of the shareholders of the MONTANA FLOUR MILLS COMPANY held at the office of the company at the hour of ten o'clock a. m. on the 29th day of July, 1916.

That the foregoing certificate of increase of capital stock and amendment of Articles of Incorporation is in all respects true and correct and in accordance with the proceeds had and done at the said meeting.

That he is familiar with the facts set forth in the foregoing certificate of increase of capital stock and amendment of articles of incorporation of MONTANA FLOUR MILLS COMPANY and that the same is true.

AUSTIN W. WARR

SUBSCRIBED AND SWORN to before me this 29th. day of July, A. D., 1916.

J. A. GAMBLE

Notary Public for the State of Montana, residing at Lewistown. My commission expires on the twenty-ninth of January, 1918.

COUNTERSIGNED:

ROD J. ANDERSON
SECRETARY.

(NOTARIAL SEAL)

STATE OF MONTANA)

COUNTY OF FERGUS)

SS:

On this 29th. day of July, A. D., 1916, before me, J. A. Gamble, a Notary Public in and for the State of Montana, personally appeared AUSTIN W. WARR known to me to be the person whose name is subscribed to the within certificate of increase of capital stock and amendment of Articles of Incorporation of MONTANA FLOUR MILLS COMPANY as Chairman of the meeting of the share holders of said company held on this 29th. day of July, A. D., 1916, and acknowledged to me that he executed the same.

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

J. A. GAMBLE

Notary Public for the State of Montana, residing at Lewistown. My commission expires on the twenty-ninth of January, 1918.

(NOTARIAL SEAL)

Compared

CERTIFICATE OF INCREASE OF
CAPITAL STOCK AND AMENDMENT
OF ARTICLES OF INCORPOR-
ATION OF THE MONTANA FLOUR
MILLS COMPANY

11841

(1172)

Filed for Record July 31 1916 at 3 o'clock P. M. and Recorded in
Volume X-1 Page 394

A. A. Alderson
Secy of State

By Copeland C. Burg
Deputy.

State of Montana,)
County of Fergus,) ss.

Filed this 29th day of July A. D., 1916 at 1:30 o'clock,
P. M.

F. R. Cunningham
County Recorder.

By J. E. Brown
Deputy.

State of Montana,)
County of Fergus) ss.

I hereby certify that the instrument to which this certificate
is annexed, is true complete and correct copy of the original
on file in my office.

Witness my hand and seal of office this 29th day of July 1916

F. R. Cunningham
County Clerk and Recorder.

(seal)

By J. E. Brown
Deputy

BELDEN & DEKALE
ROOMS 1-4
BANK OF FERGUS COUNTY BUILDING
LEWISTOWN, - - - MONTANA

72
7-11-19

DEPARTMENT OF THE SECRETARY OF STATE
OF THE
STATE OF MONTANA

I, C. T. Stewart, Secretary of State of the State of Montana,
do hereby certify that

MONTANA FLOUR MILLS COMPANY

a corporation organized and existing under the laws of the State of Montana, on the second da of September , A. D. 1919, caused its Certificate of Proceedings to increase its Capital Stock to be filed in the office of the County Clerk of Fergus County, State of Montana, in which county were filed the original articles of incorporation of said company, and that a copy of the proceedings to increase the Capital Stock of

MONTANA FLOUR MILLS COMPANY

certified by the County Clerk of the aforesaid county, increasing its capital stock from

\$1,000,000.00 - One Million Dollars to
\$2,000,000.00 - Two Million Dollars

and containing the required statement of facts proscribed by law has been filed in this office.

G R E A T S E A L

WITNESS my official signature here-
unto subscribed and the Great
Seal of the State of Montana
hereunto affixed, this 15th da
of September in the year one
thousand nine hundred and nine.

C. T. Stewart
Secretary of State
Clifford L. Walker
Deputy.

h

AMENDED ARTICLES OF INCORPORATION
OF
MONTANA FLOUR MILLS COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Montana, and we do hereby certify:

I.

That the name of said corporation is:
MONTANA FLOUR MILLS COMPANY.

II.

That the purposes for which said corporation is formed are to manufacture, buy, sell, export, import and generally deal in flour, feed, breakfast foods and other articles manufactured from grain or cereals; to buy, sell, own, control and operate flour mill, milling plants and milling machinery; to erect, buy, sell, lease or otherwise acquire and maintain and operate elevators for storage of grains and cereals of every kind and description; to build, operate and maintain warehouses and to do general warehouse business; to issue, register and certify warehouse receipts; to issue storage tickets for grain and cereals in storage and to insure and care for the same; to buy, own and control water rights, water power and power sites and to own and operate mills, milling plants and power plants by water power; to buy, sell and generally deal in

4

all kinds of grains and cereals in storage and to insure and care for the same; to buy, own and control water rights, water power and power sites, and to own and operate mills, milling plants and power plants by water power; to buy, sell and generally deal in all kinds of grains and cereals and the manufactured products thereof; to purchase, own, lease and otherwise acquire elevators, mills, granaries and buildings for storing, handling and manufacturing and sale of grains and cereals and the various products thereof; to carry on a general milling and manufacturing business in the preparation of grains, cereals and other products for market, and to buy, sell and deal in milling, elevator and other machinery for the handling of grains and cereals and for various products and by-products; to manufacture, generate, store, transmit and distribute electric current for light, heat and power, and to acquire, construct, own, operate and control electric lighting, heating and power plants and all real and personal property incidental and necessary for the storage, transmission and distribution of electric current for light, heat and power purposes, and to own, hold and deal in real and personal property and to do each and every act and thing necessary and incidental to the operation and carrying on of a general grain, elevator and milling business and such other acts as are necessary to aid in the commercial and industrial interests of the company.

Also to buy, purchase, trade for, or otherwise

acquire, own, sell, dispose of by trade or otherwise, exercise voting power and vote the shares of stock or securities of other corporations, including the common or preferred stock or other securities of the Montana Flour Mills Company, and generally to do any and all things necessary, requisite or incidental to the ownership of said shares of stock or securities.

III.

That the place where its principal business is to be transacted is the City of Lewistown, County of Fergus, and State of Montana.

IV.

That the term for which it is to exist is twenty years from and after the date of its incorporation.

V.

That the number of its directors shall be nine (9), and that their names and residences are as follows, to-wit:

W. J. Johnson,	Lewistown, Montana.
J. R. Swift,	Lewistown, Montana.
C. R. McClave,	Lewistown, Montana.
Norman B. Helter,	Helena, Montana.
Thomas A. Marlow,	Helena, Montana.
J. E. Woodard,	Lewistown, Montana.
R. J. Anderson,	Lewistown, Montana.
W. N. Smith,	Harlowton, Montana.
Sam Stephenson,	Great Falls, Montana.

ARTICLE VI.

The amount of capital stock of the Montana Flour Mills Company shall consist of Two Million Dollars, (\$2,000,000.00), divided into Twenty Thousand (20,000) shares, of a par value of One Hundred Dollars, (\$100.00) each. Of this capital stock, One Million Dollars, (\$1,000,000.00), divided into Ten Thousand (10,000) shares of One Hundred Dollars, (\$100.00) each, shall be preferred stock, and One Million Dollars, (\$1,000,000.00), divided into Ten Thousand (10,000) shares, of One Hundred Dollars, (\$100.00) each, shall be common stock. The preferred stock shall be of two classes. One classification shall be known as Seven Per Cent cumulative first preferred stock, and shall be entitled to receive Seven Per Cent per annum, in dividends, and no more, and such dividends shall be cumulative. The preferred share-holders shall be entitled to receive from the net earnings and the company shall be bound to pay quarterly, or at such other intervals as the directors shall from time to time determine, dividends at the rate of Seven Per Cent per annum, and no more; such dividends shall be cumulative, but cumulation shall not carry interest. The preferred stock shall have no interest in the current or cumulative earnings, surplus or any other property of the company other than these preferred dividends as above and the right to have its principal and interest paid in full to the extent of all of the assets of the company in case of liquidation or dissolution. Whenever all cumulative dividends on the preferred stock for all previous years shall be

declared and shall have become payable, and all accrued quarterly installments for the current year shall have been declared and the company shall have paid all such cumulative dividends and such accrued quarterly installments or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock, payable then or thereafter, out of any remaining surplus or any profits. The holders of preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in full, both the principal, of their shares and the accrued dividends thereon; before the remaining assets or any part thereof shall be divided among and paid to the holders of the common stock. Such payments shall be made as follows:

In the event of any liquidation or dissolution of the corporation, the assets shall first be applied in liquidation at par and Seven Per Cent accumulative dividends on the first preferred stock, after which the assets shall be applied in liquidation of the second preferred stock at par, and Seven Per Cent accumulative dividends, and thereafter the remaining assets shall be distributed to the holders of the common stock but such accumulative dividends on preferred stock shall not carry interest. Each share of first preferred stock shall have the same voting power as a share of common stock, and these holders shall be eligible to act as directors of the company. The second preferred stock shall not vote except that in case dividends on the said second preferred stock shall not be paid within six months after the expiration of any fiscal year, then the said second preferred stock shall

be enfranchised and shall have full voting power until said accumulative dividends in arrears have been fully paid after which the said second preferred stock shall have no further voting power except in case the default in payment of dividends as hereinbefore provided. The company may at any time by a vote of two-thirds of its directors, call in for cancellation and retirement or purchase and deposit in its treasury, the whole or any part of the first preferred stock at any time outstanding upon payment of One Hundred Fifteen Per Cent of its face value with the accrued preferred dividend to date of retirement or purchase and the second preferred stock may be redeemed or retired at the option of the company by order of its board of directors at any time after date of issue, upon Ninety days written notice to the holders thereof, mailed to them at the addresses shown on the books of the company upon payment to each owner of second preferred stock of One Hundred Five Per Cent of its face value, together with the accrued accumulative dividend thereon.

ARTICLE VII.

Article VII is to remain the same as Article VII of the Amended Articles of Incorporation of the Montana Flour Mills Company, filed with the Clerk and Recorder of Fergus County, Montana, July 29, 1916.

ARTICLE VIII.

Said stock is non-assessable.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 16th day of August, A. D., 1919.

9

C. R. McCLAVE

ROD J. ANDERSON

J. R. SWIFT

W. N. SMITH

W. J. JOHNSON

SAM STEPHENSON

N. B. HOLTER

J. E. WOODARD

STATE OF MONTANA,)
 ; SS.
COUNTY OF CASCADE,)

On this 16th day of August, A. D., 1919, before me, O. W. Belden, a Notary Public in and for the State of Montana, personally appeared Charles R. McClave, Rodney J. Anderson, W. J. Johnson, James E. Woodard, Sam Stevenson, J. R. Swift, W. N. SMITH, N. B. HOLTER, and _____, whose names are subscribed to the foregoing instrument as parties thereto, known to me to be the same persons described therein, and who executed the said foregoing instrument, and which they have duly acknowledged to me that they each of them respectively executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand

and affixed my notarial seal the day and year in this
certificate first above written.

C. A. ELDEN

(NOTARIAL SEAL)

Notary Public for the State of
Montana, residing at Lewistown.
My commission expires July 5, 1920.

CERTIFICATE OF DIRECTORS AND CHAIRMAN AND SECRETARY OF THE
STOCKHOLDERS MEETING.

We, the undersigned, directors of the Montana Flour Mills Company, a corporation, and the Chairman and Secretary of the Stockholders' meeting held at the office of the company at Great Falls, Montana, on the 16th day of August, A. D., 1919, do hereby certify:

I.

That the Montana Flour Mills Company is a corporation created, organized and existing under and by virtue of the laws of the State of Montana, with its principal place of business in Lewistown, Fergus County, Montana.

II.

That the capital stock of said corporation authorized by the stockholders' meeting held at Great Falls, in Cascade County, Montana, on the 16th day of August, 1919, is Two Million Dollars, (\$2,000,000.00) of the par value of One Hundred Dollars, (\$100.00) each.

III.

That the number of directors of said corporation is 11.

IV.

That on the 3rd day of July, 1919, the directors of said corporation called a meeting of the stockholders of said corporation to be held at the office of said corporation in the City of Great Falls, Cascade County, Montana, on Saturday, the 16th day of August, 1919, at Three (3) o'clock P. M., for the purpose of complying with the provisions of

12

Section 525, of the Civil Code of the State of Montana, and the acts amendatory thereto, in regard to increasing the capital stock of said corporation to the sum of Two Million Dollars, (\$2,000,000.00), and providing for three classes of stock, to be known as First Preferred Stock, Second Preferred Stock, and Common Stock.

V.

That notice of the time and place of said meeting, its object and the amount to which it is proposed to increase the capital stock, was personally served on each stockholder in said corporation, at his or her place of residence, and was published in the Fergus County Argus, a weekly newspaper published in Lewistown, Fergus County, Montana, the same being the County in which the principal place of business of said Montana Flour Mills Company is conducted, for six weeks successively prior to said meeting, on the 16th day of August, 1919; that at the said meeting duly called and held, Charles R. McClave was duly and regularly elected chairman, and Rodney J. Anderson was duly and regularly elected Secretary of said meeting.

VI.

That the capital stock of said company was represented at said meeting as follows:

In person	<u>5821</u>	shares.
By proxy	<u>2242</u>	shares.

VII.

That then and there, at the said time and place, the stockholders representing more than Two-Thirds of the capital stock of the Montana Flour Mills Company, a corporation, to-wit, 8063 shares of the total number of 9000 shares, issued and outstanding, resolved unanimously to increase

11

the capital stock of the Montana Flour Mills Company, a corporation, to Two Million Dollars, (\$2,000,000.00), and to issue the necessary shares therefor in accordance with the provisions of the Statutes of the State of Montana, in such cases made and provided.

VIII.

That the amount of stock represented at said meeting was 8063 shares, and the vote by which the increase of capital stock of said corporation was accomplished was by the vote of 8063 shares of the capital stock by the holders thereof, in favor of said increase.

IX.

That then and there the said stockholders authorized the directors to prepare and file in the proper offices, amended articles of incorporation of the said Montana Flour Mills Company and to do all things necessary and incidental thereto.

IN WITNESS WHEREOF, We, the said chairman and secretary of said meeting have hereunto set our hands and seals this 16th day of August, A. D., 1919.

C. R. McCLAVE

Chairman.

ROD J. ANDERSON

Secretary.

IN WITNESS WHEREOF, We, the undersigned directors of the Montana Flour Mills Company, being a majority of directors of said corporation, have hereunto set our hands this 16th day of August, A. D., 1919.

C. R. McCLAVE

ROD J. ANDERSON

J. R. SWIFT

W. N. SMITH

W. J. JOHNSON

SAM STEPHENSON

N. B. HOLTER

J. E. WOODARD

State of Montana, } ss.
County of Fergus, }
I hereby certify that the instrument to which this certificate is annexed, is true, complete and correct copy of the original on file in my office.
Witness my hand and seal of office this 2nd day of Sept. 1919
W. W. Heaton
Notary Public for Fergus Co.
W. W. Heaton
(Seal)
Notary

STATE OF MONTANA,)
: SS.
COUNTY OF CASCADE,)

On this 16th day of August, A. D., 1919, before me, the undersigned, a Notary Public in and for the State of Montana, personally appeared Charles R. McClave, and Rodney J. Anderson, known to me to be the Chairman and Secretary, respectively of the stockholders' meeting of the Montana Flour Mills Company, whose names are subscribed to the foregoing instrument, and acknowledged to me that they, as such chairman and secretary, have acknowledged the same.

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

(NOTARIAL SEAL)

O. W. BELDEN
Notary Public for the State of Montana, residing at Lewistown.
My commission expires July 5, 1920.

BE IT KNOWN THAT

MONTANA FLOUR MILLS COMPANY

In accordance with the provisions of Section 5923 of the Revised Codes of Montana, 1921, on the **twenty-sixth** day of **February** A. D. 19 **31** caused its Certificate of Proceedings to continue its Corporate Existence to be filed in the office of the County Clerk of **Fergus** County, State of Montana, in which County the original Articles of Incorporation were filed.

NOW, THEREFORE, I, W. E. HARMON, Secretary of State of the State of Montana, do hereby certify that a copy of the proceedings to continue Corporate Existence of

MONTANA FLOUR MILLS COMPANY

certified by the County Clerk of the aforesaid County, and containing the required statement of facts prescribed by Sections 5918 to 5929 of the Revised Codes of Montana, 1921, as amended by Chapter 28, Laws of Montana, 1925, extending the corporate existence of said company **forty** years from the **twenty-eighth day of February, A.D., 1931** has been filed in this office.

(GREAT SEAL)

WITNESS my official signature
hereunto subscribed, and the Great
Seal of the State of Montana, hereunto
affixed this **twenty-eighth** day of
February in the year one
thousand nine hundred and **thirty-one**.

W. E. HARMON
Secretary of State.

By

Deputy.

CERTIFICATE OF PROCEEDINGS EXTENDING
TERM OF CORPORATE EXISTENCE OF MONTANA
FLOUR MILLS COMPANY, a corporation.

We, the undersigned, WILLIAM H. SMITH and Rod J. Anderson,
do hereby certify as follows:

1. That we are the chairman and secretary respectively
of the stockholders' meeting of Montana Flour Mills Company held
at the office of the corporation at Great Falls, Montana, at
2:00 o'clock P. M. on February 23, 1931.

2. That upon the 17th day of January, 1931, at a
meeting duly called of the executive committee of the Board of
Directors of Montana Flour Mills Company, a special meeting of
the stockholders was called for the purpose of considering
amending the Articles of Incorporation of said corporation to
extend its corporate existence and the secretary directed to
give notice of such meeting in the manner prescribed by law.
That thereupon the undersigned, as such secretary, caused
written notice of such meeting to be deposited in the United
States postoffice at Great Falls, Montana, addressed to each
stockholder of record of said corporation, at his usual or
last known place of residence, upon the 20th day of January,
1931, all as more fully appears by the affidavit of mailing,
a copy of which is hereto attached, marked "Exhibit A".

That in addition said notice was published once a
week for four successive weeks in a weekly newspaper published
in Cascade County, Montana, wherein the principal place of
business of said corporation is situated, as more fully appears
by the affidavit of publication, a copy of which is hereto
attached, marked "Exhibit B".

3. That at the time and place of said meeting, as
specified in said notice, stockholders of said corporation
appeared in person or by proxy representing more than two-

thirds of the entire capital stock of said corporation outstanding and entitled to vote.

4. That said meeting was thereupon organized by choosing a chairman and secretary, and said meeting then proceeded to vote upon the matter proposed in said notice. That a resolution relating thereto was regularly adopted, a copy of which is as follows:

WHEREAS, the Articles of Incorporation of Montana Flour Mills Company were filed in the office of the County Clerk and Recorder of Fergus County, Montana, on the 28th day of February, 1911, and in the office of the Secretary of State of the State of Montana on the 2nd day of March, 1911, and said corporation was incorporated for a period of twenty years, and it is desirable to extend the term of the existence of this corporation for the period authorized by law, that is, forty years from February 28, 1931;

NOW, THEREFORE, BE IT RESOLVED: That the Articles of Incorporation of Montana Flour Mills Company be, and they are hereby, amended to extend the term of the existence of this corporation not to exceed forty years from the date of its incorporation, and that Section 4 of said Articles of Incorporation of Montana Flour Mills Company, as now filed in the office of the County Clerk and Recorder of Fergus County, and in the office of the Secretary of State of the State of Montana, and in the office of the County Clerk and Recorder of any other County wherein such Articles have been filed or recorded, be, and the same is hereby, amended to read as follows:

"That the term for which it is to exist is forty years from February 28, 1931."

That the vote upon said resolution was 5950 shares of common stock in favor thereof and 2390 shares of preferred stock in favor thereof, and no shares of common stock against said resolution and no shares of preferred stock against said resolution.

5. That the total amount of capital stock of such corporation outstanding and entitled to vote is 6000 shares of common stock and 3000 shares of preferred stock.

Dated at Great Falls, Montana, this 23rd day of February, 1931.

WILLIAM N. SMITH

CHAIRMAN

COUNTERSIGNED:

ROD J. ANDERSON

SECRETARY.

WILLIAM N. SMITH

Director

ROD J. ANDERSON

Director

PAUL R. TRIGG

Director

SAM STEPHENSON

Director

T. A. MARLOW

Director

(CORPORATE SEAL)

O. W. BELDEN

Director

Director

Being a majority of the Board of Directors

STATE OF MONTANA)
 : ss.
County of Cascade)

WILLIAM. N. SMITH, being first duly sworn, deposes
and says:

That he was chairman of the stockholders' meeting
of Montana Flour Mills Company held February 23, 1931, re-
ferred to in the foregoing certificate. That he had read
said certificate and knows the contents thereof, and that
the same is true.

WILLIAM N. SMITH

Subscribed and sworn to before me this 23rd day
of February, 1931.

P. S. JOHNSON

(NOTARIAL SEAL) Notary Public for the State of Montana
Residing at Great Falls, Montana
My commission expires: ~~April 25, 1931~~

Notary Public for the State of Montana
Residing at Great Falls, Montana
My commission expires April 25, 1931

EXHIBIT A.

STATE OF MONTANA,
COUNTY OF CASCADE.

ss.

ROD J. ANDERSON, being first duly sworn,
on oath deposes and says:

That he is Secretary of MONTANA FLOUR MILLS
COMPANY, a corporation.

That heretofore, and upon the 20th day of
January, 1931, he personally deposited in the United
States postoffice at Great Falls, Montana, notice of
stockholders' meeting, a copy of which is hereto at-
tached, and enclosed in envelopes upon which proper
United States postage was duly prepaid, and one ad-
dressed to each stockholder of record of said corpor-
ation at his usual or last known place of residence.

ROD J. ANDERSON

Subscribed and sworn to before me this 20th day of
February, 1931.

(NOTARIAL SEAL)

MARGARET C. INNES
Notary Public for the State of
Montana,
Residing at Great Falls, Montana
My commission expires Aug. 4, 1933.

NOTICE OF STOCKHOLDERS' MEETING
of
MONTANA FLOUR MILLS COMPANY

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of MONTANA FLOUR MILLS COMPANY will be held at the office of the Company at Great Falls, Montana, on Monday, the 23rd day of February, 1931, at two o'clock p. m., for the purpose of considering an amendment to the Articles of Incorporation of this corporation, extending the term of the period of existence of the company for forty (40) years from the 28th day of February, 1931, and to transact any other and further business that may come before the meeting.

By order of the Board of Directors.

Rodney J. Anderson, Secretary

EXHIBIT B.

AFFIDAVIT FOR PUBLICATION.

STATE OF MONTANA,

COUNTY OF CASCADE

..

W. W. CHEELY, being first duly sworn deposes and says that THE ROCKY MOUNTAIN HUSBANDMAN COMPANY is a corporation duly incorporated under the laws of the State of Montana, that the said ROCKY MOUNTAIN HUSBANDMAN COMPANY is the printer and publisher of the ROCKY MOUNTAIN HUSBANDMAN, a newspaper of general circulation published and printed in the City of Great Falls, in the County of Cascade, State of Montana; that he, the deponent is Owner and Manager of said ROCKY MOUNTAIN HUSBANDMAN CO. printers of the ROCKY MOUNTAIN HUSBANDMAN, that the advertisement hereto annexed Notice of Stockholders' meeting has been correctly published in the regular and entire issue of every number of said paper four consecutive issues commencing on the 22nd day of January, 1931 and ending on the 12th day of February, A.D. 1931.

W. W. CHEELY

Subscribed and sworn to this 13th day of February A.D. 1931.

(NOTARIAL SEAL)

B. E. FOSTER

Notary Public for the State of Montana
Residing at Great Falls, Montana. My
commission expires on the 12th day of
November, 1932

**NOTICE OF STOCKHOLDERS' MEETING OF
MONTANA FLOUR MILLS COMPANY.**

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of MONTANA FLOUR MILLS COMPANY will be held at the office of the Company at Great Falls, Montana, on Montana, the 23rd day of February, 1931, at two o'clock p. m., for the purpose of considering an amendment to the Articles of Incorporation of this corporation, extending the term of the period of existence of the company for forty (40) years from the 28th day of February, 1931, and to transact any other and further business that may come before the meeting.

By order of the Board of Directors,

RODNEY J. ANDERSON, Secretary

First publication Jan. 22, 1931

I, Sam W. Mitchell, Secretary of State of the State of Montana, do hereby certify that

MONTANA FLOUR MILLS COMPANY

In accordance with the provisions of Sections 5918-5923 of the Revised Codes of Montana of 1935, on the tenth day of December, A. D. 1936, caused its Certificate of Change of Principal Place of Business to be filed in the office of the County Clerk of Fergus County, State of Montana, in which County the original Articles of Incorporation were filed.

NOW, THEREFORE, I, Sam W. Mitchell, Secretary of State of the State of Montana, do hereby certify that a copy of the Certificate of Change of Principal Place of Business from

LEWISTOWN to GREAT FALLS

certified by the County Clerk of the aforesaid County, and containing the required statement of facts prescribed by Sections 5918-5923 of the Revised Codes of Montana of 1935, has been this day filed in this office.

(GREAT SEAL)

WITNESS my official signature hereunto subscribed, and the Great Seal of the State of Montana, hereunto affixed, this eighteenth day of December, A. D. 1936.

SAM W. MITCHELL
Secretary of State.

By

Deputy.

CERTIFICATE OF PROCEEDINGS
OF
MONTANA FLOUR MILLS COMPANY

- - - - -

THIS IS TO CERTIFY:

That MONTANA FLOUR MILLS COMPANY is a corporation duly incorporated, organized and existing under and by virtue of the laws of the State of Montana with its principal office at Lewistown, Fergus County, Montana.

That its Articles of Incorporation were regularly filed in the office of the County Clerk and Recorder of Fergus County, Montana, on the 28th day of February, 1911, and thereafter regularly filed in the office of the Secretary of State of the State of Montana on the 2nd day of March, 1911. That thereafter the corporate existence of said corporation was extended for a period of forty (40) years from February 28, 1931. That the Charter of said corporation has never been revoked.

That on the 6th day of October, 1936, at a regular meeting of the Board of Directors of said corporation the following proceedings were had:

"It was moved by Mr. T. A. Marlow and seconded by Mr. J. E. Woodard

That a special meeting of the shareholders of the MONTANA FLOUR MILLS COMPANY be called for some date within the next ninety (90) days for the purpose of the transaction of such business as might lawfully come before such special meeting, including the change of the par value of the common stock of the corporation from ONE HUNDRED DOLLARS per share to TEN DOLLARS per share and changing the number of shares of common stock from TEN THOUSAND SHARES to ONE HUNDRED THOUSAND SHARES, the changing of the principal place of business of said corporation from Lewistown, Fergus County, Montana, to Great Falls, Cascade County, Montana, and the amendment of the Articles of Incorporation of the Corporation to accomplish this purpose and that the secretary be instructed to give the necessary and proper notice to the shareholders of this meeting;

which said motion was duly carried by unanimous vote of the directors."

That thereafter, on the 14th day of October, 1936, printed notice of such meeting, enclosed in an envelope with postage prepaid

thereon, and addressed to the usual or last known place of residence of each stockholder of record of said corporation entitled to vote at such meeting under the Articles of Incorporation or amendments thereto and the laws and Constitution of the State of Montana, was deposited in the postoffice; which date of mailing was more than thirty (30) days previous to the date set for the holding of such meeting, as more fully appears by the affidavit of ROD J. ANDERSON, Secretary of the corporation, a copy of which is hereto attached, marked "Exhibit A".

That in addition to said mailing, said notice was published once each week for four (4) successive weeks in JUDITH BASIN FARMER a daily newspaper published in the City of Lewistown, County of Fergus, State of Montana, being the principal place of business of said corporation, as more fully appears by the affidavit of publication of said notice, a copy of which is hereto attached marked "Exhibit B".

Which said notice so mailed and published as aforesaid, is in words and figures as follows, to wit:

"A special meeting of the shareholders of the MONTANA FLOUR MILLS COMPANY will be held in the office of the Company at Great Falls, Montana, on Friday, November 20, 1936, at the hour of 2 o'clock p. m., for the purpose of the transaction of such business as will lawfully come before the said meeting, including the change of the par value of the common stock of the corporation from one hundred dollars per share to ten dollars per share and changing the number of shares of common stock from ten thousand shares to one hundred thousand shares, the changing of the principal place of business of said corporation from Lewistown, Fergus County, Montana, to Great Falls, Cascade County, Montana, and the amendment of the Articles of Incorporation of the corporation to accomplish this purpose.

ROD J. ANDERSON
Secretary"

That thereafter, and on the 20th day of November, 1936, at the hour of two o'clock p. m. of said day, a meeting of the share-

holders of said corporation was held at the office of the corporation at Great Falls, Montana.

That the total number of shares of stock outstanding and entitled to vote is nine thousand (9000) shares of stock. That there were represented in person and by proxy at said meeting Seven Thousand Four Hundred Fourteen (7,414) shares of common and first preferred stock of said corporation.

Mr. C. R. McClave, the undersigned president of the corporation, was nominated, elected and acted as chairman of said meeting, and Mr. Rod J. Anderson, the undersigned Secretary of the corporation was nominated, elected and acted as secretary of said meeting.

Thereupon the following proceedings were had:

"It was moved by MR. NORMAN B. HOLTER, a stockholder of said corporation, and seconded by W. N. SMITH, a stockholder of said corporation, that the following resolution be adopted:
BE IT RESOLVED: That the Articles of Incorporation of Montana Flour Mills Company, a corporation, be amended as follows:

1. By changing the principal place of business of said corporation from Lewistown, Fergus County, Montana, to Great Falls, Cascade County, Montana.
2. By changing the number of shares of common stock of said corporation from TEN THOUSAND (10,000) shares to ONE HUNDRED THOUSAND (100,000) shares.
3. By changing the par value of the common stock of said corporation from ONE HUNDRED DOLLARS (\$100.00) per share to TEN DOLLARS (\$10.00) per share.

Which said motion was duly carried and said resolution adopted by vote of Seven Thousand Four Hundred Fourteen (7,414) shares representing more than two-thirds (2/3) of the common and first preferred stock of said corporation voting in favor thereof."

DATED this 21st day of November, 1936.

C. R. McClave

C. R. McCLAVE
Chairman of stockholders' meeting of
MONTANA FLOUR MILLS COMPANY

Countersigned:

Rod J Anderson
Rod J. ANDERSON

Secretary of stockholders' meeting
of MONTANA FLOUR MILLS COMPANY

STATE OF MONTANA,
COUNTY OF CASCADE

ss.

C. R. McCLAVE

being first duly sworn, deposes and says:

That during all of the times mentioned in the foregoing certificate of proceedings, affiant was, ever since has been and still now is the President of MONTANA FLOUR MILLS COMPANY, a corporation.

That affiant was duly nominated, elected and acted as chairman of the stockholders' meeting of said corporation held on the 20th day of November, 1936, and that ROD J. ANDERSON was duly nominated, elected and acted as secretary of said stockholders' meeting.

That affiant has read the foregoing proceedings relating to the amendment of the Articles of Incorporation and that said certificate of proceedings and all thereof is hereby verified by affiant and is true and correct.

C R McClave

C. R. McCLAVE

SUBSCRIBED AND SWORN to before me this 21 day of
November, 1936.

SEAL

P S Johnson
Notary Public for the State of Montana
Residing at Great Falls, Montana,
My commission expires

NOTARY PUBLIC for the State of Montana
Residing at Great Falls, Montana
My Commission Expires April 25, 1937.

EXHIBIT A.
AFFIDAVIT OF MAILING.

STATE OF MONTANA
COUNTY OF CASCADE

ss.

ROD J. ANDERSON

being first duly sworn, deposes and says:

That he is Secretary of MONTANA FLOUR MILLS COMPANY, a corporation. That on the 14th day of October, 1936, he deposited in the United States postoffice at Great Falls, Montana, written notice of stockholders' meeting, a copy of which notice is hereto attached; each notice being enclosed in an envelope upon which the proper United States postage was prepaid, and addressed to each stockholder of record on the corporation at his usual or last known place of residence.

Rod J. Anderson
ROD. J. ANDERSON

SUBSCRIBED AND SWORN to before me this 21 day of
November, 1936.

P S Johnson
Notary Public for the State of Montana
Residing at Great Falls, Montana
My commission expires

(NOTARIAL SEAL)

SEAL

NOTARY PUBLIC for the State of Montana
Residing at Great Falls, Montana
My Commission Expires April 25, 1937

EXHIBIT B.

AFFIDAVIT OF PUBLICATION

STATE OF MONTANA,

COUNTY OF FERGOUS

ss.

H. E. LAY, being duly sworn, deposes and says: That he is the printer of the JUDITH BASIN FARMER, a newspaper of general circulation, printed and published in Lewistown, Fergus County, Montana, and that the notice hereunto annexed has been published in the regular and entire issue of every number of said paper once a week for four consecutive weeks, commencing on the 15th day of October, 1936, and ending on the 5th day of November, 1936.

H. E. LAY

SUBSCRIBED AND SWORN to before me this 5th day of
November, 1936.

HAROLD ERICKSON

Notary Public for the State of Montana
Residing at Lewistown
My commission expires May 6, 1937

(NOTARIAL SEAL)

MONTANA FLOUR MILLS COMPANY

SPECIAL MEETING OF SHAREHOLDERS.

A special meeting of the shareholders of the MONTANA FLOUR MILLS COMPANY will be held in the office of the company at Great Falls, Montana, on Friday, November 20th, 1936, at the hour of 2 o'clock p. m., for the purpose of the transaction of such business as will lawfully come before the said meeting, including the change of the par value of the common stock of the corporation from one hundred dollars per share to ten dollars per share and changing the number of shares of common stock from ten thousand shares to one hundred thousand shares, the changing of the principal place of business of said corporation from Lewistown, Fergus County, Montana, to Great Falls, Cascade County, Montana, and the amendment of the Articles of Incorporation of the Corporation to accomplish this purpose.

R. J. ANDERSON, SECRETARY

State of Montana, }
County of Fergus. } ss.

Filed DEC 10 1936 at 9:00 o'clock A. M.

ED DENNETT,

County Clerk and Recorder.

By Delia C Marshall
Deputy.

State of Montana, }
County of Fergus. }

I hereby certify that the instrument to which this certificate is annexed, is a true complete and correct copy of the original on File in my office

Witness my hand and seal of office this DEC 10 1936 day of 19

ED. DENNETT,
County Clerk and Recorder

By Delia C. Marshall
Deputy

42553

Certificate of Amendment

Montana Flour Mills Company

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED FOR RECORD Dec. 18, 1936 AT 1:20 O'CLOCK P. M. AND RECORDED IN
VOLUME 0-3 PAGE 143

SAM W. MITCHELL
SECRETARY OF STATE AJW

BY Clifford L. Walker
DEPUTY.

\$6.00

Recorded by Tyanich

Proofread by McDonald-Tyanich



I, Sam W. Mitchell, Secretary of State of the State of Montana, do hereby certify that

MONTANA FLOUR MILLS COMPANY

a corporation organized and existing under the laws of the State of Montana, on the **seventeenth** day of **November**, A. D. 19**50**, caused its Certificate of Proceedings to increase its Capital Stock to be filed in the office of the County Clerk of **Fergus** County, State of Montana, in which county were filed the original articles of incorporation of said company and that a copy of the proceedings to increase the Capital Stock of

MONTANA FLOUR MILLS COMPANY

certified by the County Clerk of the aforesaid county, increasing its Capital Stock from **TWO MILLION (\$2,000,000.00) DOLLARS**

to

THREE MILLION FIVE HUNDRED THOUSAND (\$3,500,000.00) DOLLARS

and containing the required statement of facts prescribed by law has been filed in this office.

WITNESS my official Signature hereunto subscribed and the Great Seal of the State of Montana, hereunto affixed this **22nd** day of **November** in the year one thousand nine hundred and **fifty**.

Great Seal

Sam W. Mitchell
Secretary of State.

By

Deputy.

CERTIFICATE OF PROCEEDINGS

- of -

MONTANA FLOUR MILLS COMPANY

* * * * *

THIS IS TO CERTIFY:

That MONTANA FLOUR MILLS COMPANY is a corporation, duly incorporated, organized and existing under and by virtue of the laws of the State of Montana, with its principal office at Great Falls, Cascade County, Montana.

That on the 3rd day of October, 1950, at a regular meeting of the Board of Directors of said corporation, a motion was regularly and unanimously adopted calling a special meeting of the stockholders of the corporation to be held on Friday, November 10th, 1950, at 10:00 o'clock A. M., for the purpose of considering and acting upon certain proposed amendments to the Articles of Incorporation, all as more particularly set out in the notice of meeting hereinafter set forth, and the secretary was instructed to give notice thereof as required by law.

That thereafter, on the 9th day of October, 1950, printed notice of such meeting, enclosed in an envelope with postage prepaid thereon, and addressed to each stockholder of record of said corporation entitled to vote at such meeting under the Articles of Incorporation and amendments thereto and laws and Constitution of Montana, at his usual or last known place of residence, was deposited in the United States Post Office at Great Falls, Montana. That said date of mailing was more than thirty (30) days previous to the date set for the holding of such meeting.

That in addition to said mailing, said notice was published once each week for four successive weeks in the GREAT FALLS TRIBUNE, a daily newspaper published in the City of Great Falls, County of Cascade, State of Montana, being the county where the principal place of business of said corporation is located.

That said notice so mailed and published as aforesaid is in words and figures as follows, to wit:

**"NOTICE OF SPECIAL MEETING OF THE STOCKHOLDERS
OF
MONTANA FLOUR MILLS COMPANY**

TO THE STOCKHOLDERS OF MONTANA FLOUR MILLS COMPANY:

Notice is hereby given that a special meeting of the stockholders of this corporation will be held at the offices of the corporation at 900 Sixteenth Street North, Great Falls, Montana, on Friday, November 10th, 1950, at 10:00 o'clock A. M., for the purpose of considering and acting upon the following proposed amendments to the Articles of Incorporation, namely:

(1) An amendment to increase the capital stock of this corporation by increasing the amount of authorized common stock from one Million Dollars (\$1,000,000.00) divided into one Hundred Thousand (100,000) shares of the par value of Ten Dollars (\$10.00) each to Two Million Five Hundred Thousand Dollars (\$2,500,000.00) divided into Two Hundred and Fifty Thousand (250,000) shares of the par value of Ten Dollars (\$10.00) each.

(2) An amendment to authorize the board of directors by a vote of a majority thereof to redeem or retire the whole or any part of the now outstanding "Second Seven Per Cent Cumulative Preferred Stock" at any time, or from time to time, as they may deem it desirable, all upon the terms and conditions and at the price as now provided in the Articles of Incorporation and the certificate of stock as issued, but upon a basis that the directors may elect to redeem or retire only a portion of said stock at any particular time and may select the particular stock to be redeemed or retired as follows:

After the amount of stock to be redeemed or retired has been determined, all names of all holders of said preferred stock then issued and outstanding, as they then appear on the records of the corporation, shall be placed in a common receptacle. Thereupon one name shall be drawn, and the stock of record in the name of that stockholder shall be redeemed or retired up to but not to exceed an amount of ten (10) shares. In the event the amount of stock held by that stockholder exceeds ten (10) shares, his name shall be returned to the receptacle so as to be subject to further drawing. Drawing shall continue, name by name, upon the above basis until the total amount of stock to be then redeemed or retired has been reached. Such process may be repeated from time to time, as the directors deem desirable, until the whole of the said preferred stock has been redeemed or retired.

BY ORDER OF THE BOARD OF DIRECTORS, Great Falls, Montana,
October 3rd, 1950.

MONTANA FLOUR MILLS COMPANY

By: RUD J. ANDERSON,
Secretary."

That thereafter, and on Friday, November 10th, 1950, at 10:00 o'clock A. M., a meeting of the stockholders of the corporation was held at the offices of the corporation at 900 Sixteenth Street North, Great Falls, Montana. That at said time and place, stockholders of said corporation appeared in person or by proxy, in number representing not less than two-thirds of the capital stock of the corporation outstanding and entitled to vote under the Articles of Incorporation

and amendments thereto and the laws and Constitution of Montana, there being so represented 41,576 shares of the total of 61,012 shares of stock so outstanding and entitled to vote.

Mr. Paul R. Trigg, the undersigned President of the corporation, was nominated, elected and acted as Chairman of said meeting, and Mr. Rod J. Anderson, the undersigned Secretary of the corporation, was nominated, elected and acted as Secretary of the meeting. Thereupon, the following matters relating to the calling and notice of the meeting were presented:

1. The record of the proceedings of the Board of Directors in their meeting of October 3rd, 1950, calling the meeting.
2. The printed notice of the meeting, as issued by the Secretary.
3. The affidavit of Rod J. Anderson, Secretary, setting forth the mailing of said notice to all stockholders of record of the corporation on October 1950.
4. The affidavit of the printer or publisher of the Great Falls Tribune showing the publication of said notice in each regular issue of said paper on the following dates, namely, October 9th, October 16th, October 23rd, and October 30th, 1950.
5. The register of the stockholders present at the meeting, showing more than the two-thirds majority required by law to be present in person or by proxy.

All of said proceedings were approved and the meeting was declared regularly called and noticed.

Thereupon, it was regularly moved and seconded that the following resolution be adopted:

"BE IT RESOLVED: That for the purpose of increasing the amount of the authorized common stock of this corporation from One Million Dollars (\$1,000,000.00) divided into One Hundred Thousand (100,000) shares of the par value of Ten Dollars (\$10.00) each to Two Million Five Hundred Thousand Dollars (\$2,500,000.00) divided into Two Hundred Fifty Thousand (250,000) shares of the par value of Ten Dollars (\$10.00) each, the Articles of Incorporation of this corporation be so amended, and that the first sentence of Article VI thereof shall now read as follows:

"The amount of the authorized capital stock of Montana Flour Mills Company shall consist of Three Million Five Hundred Thousand Dollars (\$3,500,000.00). Of this capital stock One Million Dollars (\$1,000,000.00) divided into Ten Thousand

(10,000) shares of One Hundred Dollars (\$100.00) each shall be preferred stock, all as heretofore authorized, and Two Million Five Hundred Thousand Dollars (\$2,500,000.00) divided into Two Hundred Fifty Thousand (250,000) shares of the par value of Ten Dollars (\$10.00) each shall be common stock."

Said motion was put to a vote, whereupon 41,576 shares of the common stock of this corporation, being more than two-thirds of the capital stock of this corporation outstanding and entitled to vote under the Articles of Incorporation and amendments thereto and the laws and Constitution of Montana, voted in favor thereof and no stock whatsoever voted against the same. The Chairman thereupon declared said motion to be duly carried and said resolution to be duly adopted.

Thereupon, it was regularly moved and seconded that the following resolution be adopted:

"BE IT RESOLVED: That for the purpose of providing a method for the redemption or retirement of the whole or any part of the now outstanding 'Second Seven Per Cent Cumulative Preferred Stock' at any time, or from time to time, by the board of directors by vote of a majority thereof, Article VI of the Articles of Incorporation of Montana Flour Mills Company be amended by adding thereto, at the end thereof, the following provisions:

"The board of directors of this corporation by a vote of a majority thereof may redeem or retire the whole or any part of the outstanding 'Second Seven Per Cent Cumulative Preferred Stock,' hereinbefore referred to as the second preferred stock, at any time or from time to time, as they may deem it desirable, all upon the terms and conditions and at the price as now provided in the Articles of Incorporation and the certificate of stock as issued, but upon a basis that the directors may elect to redeem or retire only a portion of said stock at any particular time and may select the particular stock to be redeemed or retired as follows:

After the amount of stock to be redeemed or retired has been determined, all names of all holders of said preferred stock then issued and outstanding, as they then appear on the records of the corporation, shall be placed in a common receptacle. Thereupon one name shall be drawn, and the stock of record in the name of that stockholder shall be redeemed or retired up to but not to exceed an amount of ten (10) shares. In the event the amount of stock held by that stockholder exceeds ten (10) shares, his name shall be returned to the receptacle so as to be subject to further drawing. Drawing shall continue, name by name, upon the above basis until the total amount of stock to be then redeemed or retired has been reached. Such process may be repeated from time to time, as the directors deem desirable, until the whole of the said preferred stock has been redeemed or retired."

Said motion was put to a vote, whereupon 41,576 shares of the common stock of this corporation, being more than two-thirds of the capital stock of this corporation outstanding and entitled to vote under the Articles of Incorporation

and amendments thereto and the laws and Constitution of Montana, voted in favor thereof and no stock whatsoever voted against the same. The Chairman thereupon declared said motion to be duly carried and said resolution to be duly adopted.

Dated this 10th day of November, 1950.

(Paul R. Trigg)

PAUL R. TRIGG

Chairman of Stockholders' Meeting of
Montana Flour Mills Company

Countersigned:

ROD J. ANDERSON (Rod J. Anderson)

Secretary of Stockholders' Meeting of
Montana Flour Mills Company

STATE OF MONTANA)
) ss:
County of Cascade)

PAUL R. TRIGG, being first duly sworn, on oath deposes and says:

That affiant was duly nominated, elected and acted as Chairman of the stockholders' meeting of MONTANA FLOUR MILLS COMPANY, a corporation, held in the offices of the corporation at 900 Sixteenth Street North, Great Falls, Montana, on Friday, November 10th, 1950, at 10:00 o'clock A. M., and that ROD J. ANDERSON was duly nominated, elected and acted as Secretary of said stockholders' meeting.

That affiant has read the foregoing Certificate of Proceedings of Montana Flour Mills Company, and that said Certificate of Proceedings, and all thereof, is hereby verified by affiant and is true and correct.

PAUL R. TRIGG (Paul R. Trigg)

SUBSCRIBED and SWORN to before me this 10th day of November, 1950.

F. M. BOOR (F. M. Boor)

Notary Public for the State of Montana
Residing at Great Falls, Montana
My commission expires Dec. 20, 1950

(NOTARIAL SEAL)