

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

KNOW ALL MEN BY THESE PRESENTS, that we, the President and Secretary of the Jerome Co-operative Creamery, a corporation, do hereby certify and declare as follows, to-wit:

1. That by a majority vote of the Directors of said Company on March 9, 1928, a meeting of the stockholders was called for the following purposes:

a. To amend Articles of Incorporation and By-laws to permit a division of territory served by said corporation into Directors Districts and for additional directors to represent such districts;

b. To amend Articles of Incorporation and By-laws by adding a provision requiring all bona fide patrons to become common stockholders and to embody a more complete definition of qualifications of common stockholders and directors;

c. To amend Articles of Incorporation and By-laws to provide that Directors' meetings may be held in Districts other than the Jerome District;

d. To amend present By-laws to make them more specific as to distribution of undivided surpluses;

e. To amend Articles of Incorporation and By-laws by adopting provisions to safeguard the Jerome District and its present property rights in the event additional Directors are authorized, and in the event all bona fide patrons are made common stockholders;

f. Amend By-laws to change compensation of Directors;

g. To transact any other business arising out of or connected with any of the foregoing;

2. That notice of said meeting was published once a week in the North Side News, a newspaper published in the City of Jerome, Jerome

County, State of Idaho, where the principal business of said Company is located, in six consecutive weekly issues prior to said meeting.

3. That said notice contained the purposes for which said meeting was called;

4. That more than one-half of the entire common stock in good standing voted in favor of the changes as hereinafter set forth;

5. That at said meeting the following Resolution was adopted, 81 shares voting therefor out of a total of 144 shares of common stock outstanding and entitled to vote, there being no dissenting votes:

"Resolved, That the Articles of Incorporation of said Company be amended to read as follows, to-wit, all in accordance with Chapter 124, Idaho Session Laws:

ARTICLE I.

The name of the Corporation shall remain Jerome Co-Operative Creamery.

ARTICLE II.

The purposes for which it is formed are:

1. To buy, sell and deal in and manufacture dairy products and supplies of every kind and nature.
2. To buy, sell, deal in and manufacture ice and ice cream;
3. To buy, sell and deal in poultry and poultry products;
4. To buy, sell, and deal in livestock;
5. To operate and carry on cold storage;
6. To hold sufficient real estate under the name of the Company either under lease or in fee, for the purpose of carrying on the business;
7. To establish and maintain sub-stations or creameries in towns, villages and cities for the carrying on of the business of the Company.

ARTICLE III.

The place where the principal business of said Company will be transacted shall be at Jerome, Jerome County, Idaho.

ARTICLE IV.

The term for which it is to exist shall be fifty years from the date hereof.

ARTICLE V.

The number of Directors shall be ten subject to increase or decrease as provided in By-laws, whose term of office shall be three years and who shall continue in office until their successors are elected

and qualified. And provided further that as nearly as practicable only one-third of the entire Board of Directors shall be elected annually.

ARTICLE VI.

It is specifically provided herein that in the event the Jerome plant shall be caused to cease operations or in the event the principal place of business of said Corporation shall be removed from Jerome, Idaho, without the written consent of a majority of the stockholders of the Jerome District, then and in that event these Articles of Incorporation, and amendments thereto and By-laws adopted pursuant to such articles or amendments shall forthwith terminate and be void and of no legal force or effect and the property rights, and Articles of Incorporation and By-laws of the Jerome Cooperative Creamery shall revert back and come into effect again as they were prior to the adoption of these amended Articles of Incorporation and By-laws adopted pursuant hereto. And in such event the said Jerome Cooperative Creamery shall have the right and power to retire any certificates of interest which may be then outstanding and held by stockholders in districts other than the Jerome District in accordance with any rules and regulations set forth in these Articles or By-laws adopted pursuant thereto, even after the termination of these Articles.

ARTICLE VII.

The capital stock of said Company shall consist of 5,000 shares of common stock of the par value of \$1.00 per share and 900 shares of preferred stock of a par value of \$50.00 per share. The said preferred stock shall have no voting power and the rate of interest shall be 8% per annum payable annually. The said common stock shall carry the right to vote, provided that no person shall own more than one share thereof and there shall be no interest or dividends guaranteed to be paid thereon; and provided further, that no person shall own any of such common stock who is not an actual, bona fide, and continuous producer of products handled by the Company and markets such products through said Company, provided always, that the Board of Directors shall be the sole judge of the qualifications of stockholders, and in the event a person be found without the qualifications of a stockholder he shall thereupon surrender his certificate of common stock held by him, upon payment therefor

as provided in By-laws of the Corporation, and he shall no longer be entitled to any of the rights of a common stockholder.

The Board of Directors must create a sinking fund for redeeming or retiring the preferred stock of the Company at such times as in such manner as may to them seem advisable."

5. That the President and Secretary of said Company were the Chairman and Secretary respectively at said meeting.

IN WITNESS WHEREOF, We have hereunto set our hands this 15th day of June 1928.

O.H. Albee
Chairman

Roy D. Smith
Secretary

State of Idaho }
County of Jerome } ss

We, the undersigned, being first duly sworn say:

That we are the Chairman and Secretary respectively of the Jerome Co-Operative Creamery; that we have read the foregoing certificate, know the contents thereof, and verily believe the same to be true.

O.H. Albee

Roy D. Smith

Subscribed and sworn to before me this 15th day of June, 1928.

(Seal)

Edward D. Reynolds
Notary Public, residing
in Jerome, Idaho.

We, the undersigned, do hereby certify that we constitute a majority of the Board of Directors of the Jerome Co-Operative Creamery and as such do hereunto subscribe our names.

Date this 15th day of June, 1928.

O. H. Albee
David J. Koenig
James C. Knott
R. O. Ward
W. O'Harrow

STATE OF IDAHO }
COUNTY OF JEROME } SS

On this 15th day of June, 1928, before me, a Notary Public in and for said state, personally appeared O. H. Albee, David J. Koenig, James C. Knott, R. O. Ward and W. O'Harrow known to be the persons whose names are subscribed to the within instrument and Directors of the Jerome Co-Operative Creamery and acknowledged to me that they executed such instrument as such directors.

WITNESS My hand and seal the date aforesaid.

Edward D. Reynolds
Notary Public, Residing in
Jerome, Idaho.

(Seal)