

ARTICLES OF
INCORPORATION
AND BY-LAWS



GENESEE UNION
WAREHOUSE CO.

GENESEE, IDAHO

GENESEE UNION WAREHOUSE COMPANY

AMENDED ARTICLES OF INCORPORATION

OF

GENESEE UNION WAREHOUSE COMPANY

We, the undersigned residents of the States of Idaho and Washington, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association under the provisions of the laws of the State of Idaho and particularly that Act of the legislature of the State of Idaho known as the COOPERATIVE MARKETING ACT recorded in Chapter 20, Title 22, IDAHO CODE ANNOTATED, and in accordance with all laws of the State of Idaho or of the United States thereunto applicable, as follows:

ARTICLE 1—Name

The name of the association shall be GENESEE UNION WAREHOUSE COMPANY.

ARTICLE 2—Term

The term for which this association is to exist shall be fifty (50) years from the date of incorporation.

ARTICLE 3—Place of Business

The place where the principle business of the company is to be transacted shall be Genesee, Latah County, Idaho.

ARTICLE 4—Purpose and Powers

The objects, powers, and authority of this association shall be: To associate its members together for their mutual benefit as producers, to effect savings in the marketing of their agricultural products and to promote the more efficient, profitable and successful business of its members.

To act as agent or representative of associations, partnerships or individuals. To do general business as commission merchant, selling agent, or broker in any manner permitted by law to the same extent as natural persons could do, to acquire by lease, purchase, construction or otherwise, to maintain and operate, buy, sell and generally utilize and deal in, and with warehouses, and elevators of all kinds, of machinery, appliances and equipment therefor and other articles necessary and convenient for use in connection with such business, and generally to carry on the business of warehousemen and operators of elevators for farm and other products of every kind and nature, whatsoever, and to receive, warehouse, store and deliver such farm products and other property, and to carry on the business of receiving, handling, storing and delivering farm products and other merchandise and of issuing receipts therefor and charging and collecting for reasonable services rendered. To prepare, manufacture, buy, sell, handle and deal in food products, including livestock of every character whatsoever, to receive, clean, store and prepare for market all such products, to buy, sell and deal in farm implements and machinery, motor vehicles and farm supplies of all kinds. To carry on the business of millers and prepare, manufacture, buy, sell and deal

in flour and food products of all kinds, including food for livestock, and to own and operate mills, machinery and other property necessary and incidental thereto. To acquire, in any manner, and operate and dispose of, stores, warehouses and factories deemed necessary or incidental to the company's business, to acquire in any manner, and to dispose of in any manner, of real property and interest therein, to acquire in any manner, own, hold and dispose of stocks and bonds of other corporations. To borrow money, without limitation as to amount of corporate indebtedness or liability, to loan money, to evidence the indebtedness of the company by notes, bonds or any such other obligations as seem to the company expedient, and to secure such indebtedness by mortgages, trust deeds, or any other form of encumbrance or conveyance which the company deems proper, and generally to sell or encumber, in any manner whatsoever, the whole or any part of the company's real or personal property, or any interest therein. To transact business with or for non-members in an amount not greater in value than the business it transacts with members. To acquire, maintain and operate for the use of the company and the transaction of its business, means of communication or transportation deemed expedient.

To acquire and take over the business and property of any other person, firm or corporation; to acquire, own and deal in trade marks, and patent rights. To conduct its business in the several states and territories of the United States and in foreign countries as, from time to time, it may be found necessary and convenient for the purpose of the company's business. To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the association either as holders of, or because of interests in any property, or otherwise, and to have and to exercise all such powers as are by law conferred upon like associations whether specifically herein mentioned or not.

This association shall have the powers and right to deduct, from the gross amount received by it from the sale of any products or merchandise, sums sufficient to cover the cost of gathering, harvesting, receiving, assembling, transporting, handling, grading, packing, inspecting, processing, financing, advertising, storing, insuring, selling, and marketing such products and / or products derived therefrom, as well as organization, operating and maintenance expenses. This association shall have the power and right to issue revolving-fund certificates of indebtedness for the purpose of building up such an amount of capital as may be deemed necessary by its Board of Directors, from time to time, and for revolving such capital, and likewise shall have the power and right to set aside adequate reserves.

The deductions made for capital purposes and for revolving such capital from time to time shall be evidenced by revolving-fund certificates of indebtedness of the association.

To issue revolving-fund certificates of indebtedness for retains as provided in its by-laws and to retire and redeem this revolving capital at any time at the discretion of the Board of Directors.

To obtain and disseminate information concerning more efficient production, marketing and use of any agricultural products, or supplies or implements used by its members.

ARTICLE 5—Capital

This association shall have no capital stock, but is authorized to issue and / or sell memberships and revolving-fund certificates of indebtedness, of a character to be described in the by-laws of this association, for the purpose of raising capital funds with which to engage in business.

ARTICLE 6—Membership

Memberships shall be issued in any manner provided by the by-laws of this association. The voting rights of the members of the association shall be equal and no member shall have more than one vote. The property rights and interests of each member in the association shall be unequal; and shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all the members with the association.

ARTICLE 7—Directors

The general business of the association shall be conducted by a Board of Directors, which board shall be elected and shall have such powers and duties as may be provided by the by-laws of this association. Tenure of office shall be subject to the good faith of the director and may be terminated at any time by a two-third's vote of all members present at a meeting called for such purpose.

ARTICLE 8—Miscellaneous

This association is formed to operate upon a cooperative basis for the mutual benefit of its members.

The members or holders of revolving-fund certificates shall not be personally liable for the debts of the association; except to the extent of value in such association as represented by revolving-fund certificates.

This association shall not transact business with non-members in an amount greater in value than the business which it transacts with members.

Any powers not herein enumerated, but granted to associations of this type by Title 22, Chapter 20, Idaho Code Annotated of 1932, as the same now appears, or as the same is or may be amended, is hereby incorporated by reference into this article.

These articles shall become effective on the date of June 1st, 1944.

ARTICLES OF INCORPORATION AND BY-LAWS

State of Idaho, }
County of Latah, } ss.

We, the undersigned, being all of the officers and directors of Genesee Union Warehouse Co., hereby certify that the foregoing Articles of Incorporation (being the amended articles of incorporation) were duly and regularly adopted by more than a two-third's majority affirmative vote of the stock voted by the stockholders of said corporation at a meeting duly and regularly held in Genesee, Latah County, Idaho, on the 8th day of April, 1944, and we hereby assent to, ratify and adopt the said Articles of Incorporation as the Articles of Incorporation of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22nd day of April, 1944.

John F. Keir Pres.
Fred Howe
Elson Hampton
John H. Lee
Walt Baumgartner
John A. Guedke
Arthur C. Linchen
H. F. Koster Secy-treas

Subscribed and sworn to before me this
23rd day of May, 1944.

W. W. [Signature]
Notary Public Residing at
Genesee, Idaho