



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

M & W FARMS, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **5th** day of **December** 1977 , original articles of amendment, as provided by Sections 30-146 and 30-147, Idaho Code, **increasing its authorized capital stock to \$100,000.00**

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ / recorded on ~~Film-No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **5th** day of **December** , A. D., 1977 .

Secretary of State

ARTICLES OF AMENDMENT
OF THE AMENDED ARTICLES OF INCORPORATION
STATE
OF M & W FARMS, INC.

A special meeting of the shareholders duly called upon notice of the specific purpose of M & W FARMS, INC., a corporation organized and existing under and by virtue of the laws of the State of Idaho, was held at the office of said corporation in Caldwell, Canyon County, Idaho, on the 24th day of November, 1977, at the hour of 8:00 p.m. of said day, pursuant to written call and waiver of notice of said meeting signed by the owners and holders of at least two-thirds of the capital stock of said corporation;

At said meeting at least two-thirds of the issued shares of capital stock of said corporation were represented in person by the owners and holders thereof, to-wit: W. H. TRUESDELL, JR., MARY F. TRUESDELL, MARILYN KAY LINFORD, and JANET LOREE MACKEY; that at said meeting said shareholders of said corporation by affirmative vote amended the Amended Articles of Incorporation of said corporation to increase the capital stock of said corporation to the extent that Article V of the Amended Articles of Incorporation shall read as follows:

"This corporation is authorized to issue one class of shares of capital stock, to be designated as common stock.

"The total number of the shares of said common stock which this corporation shall be authorized to issue is One Thousand (1,000). The aggregate par value of the said shares of common stock in this corporation shall be One Hundred Thousand Dollars (\$100,000.00); the par value of each of the shares of common stock shall be One Hundred Dollars (\$100.00)."

IN WITNESS WHEREOF, Pursuant to due authorization by Resolution adopted by at least two-thirds of the shareholders of said corporation, these presents are signed by its President and its Secretary and its corporate seal is hereunto affixed and attested by its Secretary this 1st day of December, 1977.

M & W FARMS, INC.

W. H. Truesdell, Jr.
President

Mary F. Truesdell
Secretary

(SEAL)

AFFIDAVIT AND CERTIFICATE OF CONSENT
OF AT LEAST TWO-THIRDS OF ALL STOCKHOLDERS
TO AMENDMENT OF AMENDED ARTICLES OF INCORPORATION AND
ADOPTION OF AMENDMENT PURSUANT TO RESOLUTION OF STOCKHOLDERS

STATE OF IDAHO)
 : ss.
County of Canyon)

W. H. TRUESDELL, JR., and MARY F. TRUESDELL, being first duly sworn, depose and say:

That they are the President and Secretary, respectively, of M & W FARMS, INC., a corporation; that a special meeting of the shareholders duly called upon notice of the specific purpose of said meeting was held and upon consent of at least two-thirds of the shareholders of M & W FARMS, INC., to-wit: W. H. TRUESDELL, JR., MARY F. TRUESDELL, MARILYN K. LINFORD, and JANET LOREE MACKEY, the following Resolution was duly adopted:

RESOLVED That the Amended Articles of Incorporation of M & W FARMS, INC., be amended to increase the capital stock of said corporation to the extent that Article V of the Amended Articles of Incorporation shall read as follows:

"This corporation is authorized to issue one class of shares of capital stock, to be designated as common stock.

"The total number of shares of said common stock which this corporation shall be authorized to issue is One Thousand (1,000). The aggregate par value of the said shares of common stock in this corporation shall be One Hundred Thousand Dollars (\$100,000.00); the par value of each of the shares of common stock shall be One Hundred Dollars (\$100.00)."

That at said meeting and upon consent of at least two-thirds of the stockholders of said M & W FARMS, INC., the following additional resolution was also adopted:

RESOLVED That W. H. TRUESDELL, JR., and MARY F. TRUESDELL, President and Secretary, respectively, of said corporation, be, and they are hereby authorized and/or hereby directed to execute and acknowledge a certificate under the corporate seal of this corporation, embracing the foregoing Resolution or Resolutions, and to cause said certificate to be filed and recorded in the manner as required by law.

We, the undersigned, W. H. TRUESDELL, JR., President, and MARY F. TRUESDELL, Secretary, respectively, of M & W FARMS, INC., do hereby certify that the foregoing "Articles of Amendment of the Amended Articles of Incorporation of M & W FARMS, INC., were duly adopted at said meeting of said stockholders of said

corporation duly convened according to law; which said meeting was held at the principal office of the corporation at Caldwell, Canyon County, Idaho, on the 24th day of November, 1977, and we do further certify that at least two-thirds of the shares of stock of said corporation issued and outstanding at the time of holding said meeting and all of the shareholders representing said shares voted in favor of said Resolutions and that said Resolutions were unanimously adopted;

That the foregoing copy of said Resolutions and Amendment to said Amended Articles of Incorporation is a full, true, and correct copy of the original thereof;

IN WITNESS WHEREOF, We, the undersigned, W. H. TRUESDELL, JR., President, and MARY F. TRUESDELL, Secretary, have hereunto set our seals and have caused the corporate seal of said corporation to be affixed hereunto at Caldwell, Canyon County, Idaho, this 1st day of December, 1977.

W. H. Truesdell, Jr.
President

Mary F. Truesdell
Secretary

Subscribed and sworn to before me this 1st day of December, 1977.

Paul C. Mahey
Notary Public for Idaho
Residing at Caldwell, Idaho

STATE OF IDAHO)
 : ss.
County of Canyon)

On this 1st day of December, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared W. H. TRUESDELL, JR., and MARY F. TRUESDELL, known to me to be the President and Secretary, respectively, of M & W FARMS, INC., a corporation, and each, upon oath in due form of law, stated that they were the presiding officer and secretary, respectively, of the meeting of shareholders of M & W FARMS, INC., at which the Amended Articles of Incorporation of M & W FARMS, INC., were amended, as set forth in the foregoing Articles of Amendment of the Amended Articles of Incorporation; that they have read the above and foregoing Certificate and Affidavit and have executed the above and foregoing Certificate and Affidavit, and that the matters and facts as set forth in said Articles of Amendment and in said Certificate and Affidavit are true and correct to the best of their knowledge and information and belief.

WITNESS My hand and notarial seal this 1st day of December, 1977.

Paul E. Mackey
Notary Public for Idaho
Residing at Caldwell, Idaho