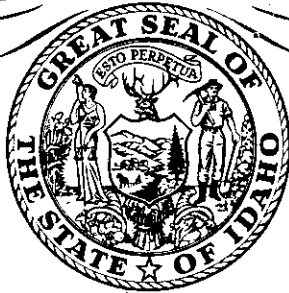


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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 the

WESTERN LIVESTOCK CO-OP, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twentieth** day of **January**, 19 **64**, original articles of amendment, as provided by Section **s 30-146, 30-147, and 22-2609, Idaho Code**, restating Articles of Incorporation in their entirety; amending purposes and decreasing the authorized capital stock from \$5,000,000.00 to \$1,000,000.00 divided into 100,000 shares common stock @ par value of \$10.00 ea.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **126** 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 **20th** day of **January**, A. D., 19**64**.

Secretary of State

AMENDED ARTICLES OF INCORPORATION
OF
WESTERN LIVESTOCK CO-OP, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are citizens and residents of the United States and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be WESTERN LIVESTOCK CO-OP, INC.

ARTICLE II

The purposes and objects for which said corporation is formed are as follows:

(a) To be a livestock and agricultural organization instituted to promote and provide a medium for unity of effort by producers and their associations in the obtaining, handling and marketing of livestock and agricultural products and effect economies with reference thereto; to operate as provided in the Federal Agricultural Act of February 19, 1922, for the benefit of agriculture and to do anything that is conducive to carrying out the policy of Congress as stated in the above said act or by the Idaho State Legislature and their similar acts and in the amendments thereto, and to exercise the powers authorized by the Agricultural Co-operative Association Acts of the State of Idaho, and the statutes now in force or which may hereafter be enacted.

(b) As such a co-operative Livestock and Agricultural Organization and as limited by the above mentioned Federal and Idaho

ARTICLES OF INCORPORATION-1 RMR.

Co-operative Marketing Acts to raise, buy, or otherwise acquire, hold, maintain, breed, grow, handle, market, feed, fatten, graze, sell, mortgage, hypothecate, or otherwise dispose of any and all kinds of cattle, registered or otherwise, and all other kinds of livestock; to carry on the general business of farming; to raise, buy, grow, or otherwise acquire, hold, handle, market, sell, mortgage, hypothecate, or otherwise dispose of any and all kinds of cattle, dairy, or farm products, and to deal in traffic generally in livestock and in farm, cattle, and dairy products; to buy, lease, or otherwise acquire, hold, sell, convey, mortgage, or otherwise dispose of real estate and any and all interest therein, and in general engage in and conduct the general livestock and farming business. In no event shall the corporation deal in the products of non-stockholders to an amount greater in value than such as is handled by it for it's stockholders, or as now is, or hereafter may be, established by the Federal and Idaho Co-operative Marketing Acts.

(c) To purchase, take or lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges, either within or without the State of Idaho, suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the laws of the State of Idaho.

(d) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidence of indebtedness

ARTICLES OF INCORPORATION-2 RMR.

therefore and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property may be so pledged, mortgaged or hypothecated.

(e) To enter into any contract, co-operative agreement, retirement plan, or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors may deem fit.

(f) To have and use a corporate seal which may be altered by majority vote of the board of directors.

(g) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.

(h) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness in other corporations, domestic or foreign, or associations and particularly, those corporations and associations engaged in any related activity or in the handling or marketing of any of the products handled by the corporation.

(i) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compen-

sation.

(j) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

(k) To issue shares and admit shareholders, and to sell their shares for the payment of unpaid installments of the purchase price thereof.

(l) To establish reserves and to invest the funds thereof in bonds or such other property as may be provided in the by-laws.

(m) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

(n) To conduct business in this State, other States, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this State.

(o) To exercise any rights, powers and privileges granted by the laws of this state to ordinary corporations, and to carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation; providing, however, the foregoing clauses, by reason of specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes, except as such

ARTICLES OF INCORPORATION-4 RMR.

purposes may be limited by Federal and Idaho Co-operative Acts.

ARTICLE III

This corporation shall exist for fifty years from the date of its incorporation.

ARTICLE IV

The location and post office address of this corporation and its principal place of business shall be Route #5, Rupert, Idaho.

ARTICLE V

The total authorized capital stock of this corporation shall be One Million Dollars (\$1,000,000.00) divided into One Hundred Thousand (100,000) shares of common stock of the par value of Ten Dollar (\$10.00) each. Each stockholder must own at least one share of stock. No stockholder shall be allowed more than one vote because of the amount of stock he may own. Under the terms and conditions prescribed in the by-laws, only persons and organizations engaged in the production of agricultural products to be handled by or through the Corporation, or agricultural producers using supplies, including supplies of cattle and other animals, by or through the Corporation, including the lessees and tenants of land used for the production of such products and any lessors and landlords who receive as rent part of the crop raised or produced on the leased premises can become stockholders of this Corporation; and stockholders must qualify and be eligible under the conditions of the Act of Congress approved February 19, 1922, entitled "ACT TO AUTHORIZE ASSOCIATION OF PRODUCERS OF AGRICULTURAL PRODUCTS", and otherwise found eligible by the Board of

ARTICLES OF INCORPORATION -5 RMR.

Directors hereof. Said capital stock shall be sold and paid for at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash, or by services rendered to the organization, or by real or personal property transferred to it. Shares of stock when issued in exchange for services or property pursuant to a resolution by the Board of Directors shall thereupon become and be fully paid up the same as though paid for in cash at par, and the determination by the Board of Directors as to the value of any property for services received by this corporation in exchange for stock shall be conclusive. The sale and transfer of the capital stock may be restricted in a manner as provided in the by-laws.

ARTICLE VI

The name and post office address of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER</u>
BOYD I. STALLINGS	Route #5, Rupert, Idaho	One Share
MERLE R. STALLINGS	Route #5, Rupert, Idaho	One Share
SHERRIL L. STALLINGS	Route #4, Rupert, Idaho	One Share
SHIRLEY P. STALLINGS	Route #4, Rupert, Idaho	One Share
RAY CONDIE	Rupert, Idaho	One Share
FRANCINE L. CONDIE	Rupert, Idaho	One Share
E. W. McROBERTS	Twin Falls, Idaho	One Share

The seven above mentioned persons shall constitute the Board of Directors with Boyd I. Stallings as President, Sherril L. Stallings as Vice President and Ray Condie as Secretary-Treasurer, all to serve until the first annual meeting to be called pursuant to the by-laws.

ARTICLE VII

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the by-laws of the corporation and by the laws of the State of Idaho.

ARTICLE VIII

At any special meeting called to consider the subject, the corporation, upon a unanimous recommendation of the Board of Directors, may dissolve the corporation, provided that at least 3/4ths of the members of the Board are present at such meeting, and provided that not more than 1/4th of the stockholders in person or by written notice object thereto. A committee of three shall thereupon be elected to liquidate the assets of the corporation, and each share of capital stock according to the amount thereon shall be entitled to its proportion of its proceeds after all debts of the corporation have been paid.

ARTICLE IX

This association is to operate as provided in the Agricultural Act for the benefit of agriculture and to do anything that is conducive to carrying out the policies of Congress as stated in the above Act or the State Legislature and their similar acts and any amendments thereto, and to exercise the powers authorized by the Agricultural Co-operative Association Act of the State of Idaho, and the Statutes to be enforced or which may hereafter be enacted.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day of January, 1964.

ARTICLES OF INCORPORATION-7 RMR.

Boyd I. Stallings
Merle R. Stallings
Sherril L. Stallings
Shirley P. Stallings
Ray C. Condie
Francine L. Condie
E. W. McRoberts

STATE OF IDAHO,)
 SS.
COUNTY OF MINIDOKA,)

On this 4th day of January, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared BOYD I. STALLINGS, MERLE R. STALLINGS, SHERRIL L. STALLINGS, SHIRLEY P. STALLINGS, RAY/CONDIE, FRANCINE L. CONDIE and E. W. McROBERTS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

H. J. Fitzgerald
Notary Public for Idaho
Residence: Rupert, Idaho
My commission expires:
April 28, 1966

C E R T I F I C A T I O N

STATE OF IDAHO,)
 SS.
COUNTY OF MINIDOKA.)

BOYD I. STALLINGS and RAY C. CONDIE, being each duly sworn, depose and say:

1. That Boyd I. Stallings is the President and Ray C. Condie is the Secretary of WESTERN LIVESTOCK CO-OP, INC., a corporation organized and existing under and by virtue of the laws of the State of Idaho.

2. That at special meetings of the board of directors and of the shareholders of Western Livestock Co-op, Inc., called pursuant to written waivers of notice of the time, place and purpose of said meetings and held at the principal place of business of said corporation at Route 5, Rupert, Minidoka County, Idaho, on the 3rd day of January, 1964, which meetings were called for the specific purpose, among other things, of submitting to the members of the board of directors and the shareholders the question of the adoption of amendments to the Articles of Incorporation, and at which meetings all of the members of the board of directors and all of the shareholders, representing the three shares of subscribed and paid for stock of said corporation, were present in person, and by the affirmative vote of all of said directors first had, and followed by the affirmative vote of all of said outstanding stock, which represented all of the total voting power outstanding of said corporation, a resolution was passed and adopted amending the Articles of Incorporation in toto to the end and purpose that the existing Articles of Incorporation be, and the same are hereby amended and completely replaced by the foregoing amended Articles of Incorporation of

Western Livestock Co-op, Inc., to which this Certification is attached.

3. That the foregoing Amended Articles of Incorporation of Western Livestock Co-op, Inc. states the total number of shares which the corporation will henceforth be authorized to have, showing the par value thereof, and showing that there are no shares having no par value and showing the voting power and restrictions imposed upon the shares of stock.

Bert L. Hallings

James L. Roodie

Subscribed and sworn to before me this 4th day of January, 1964.

W. H. Farnsworth

Notary Public for Idaho
Residing at Rupert, Idaho

My commission expires:

April 27, 1966