



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA

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

FARM BUREAU FINANCE CO., INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **twenty-sixth** day of **October** 19**71**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code, amending Article VI**

and that the said articles of amendment contain the statement of facts required by law, and are **to be** recorded on ~~Film~~ **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 **26th** day of **October**, A. D., 19**71**.

Secretary of State

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
FARM BUREAU FINANCE CO., INC.

BE IT RESOLVED, that whereas, on the 28th day of May, 1971, the Articles of Incorporation of the Farm Bureau Finance Co., Inc. were amended and said amendment recorded in the office of the Secretary of State, which said amendment, among other things, established a total authorized capital stock of this Corporation to include preferred stock in the amount of 10,000 shares of the par value of \$100.00 per share, said shares to be designated as Preferred Stock, and shall be six per cent (6%) cumulative dividend stock with preferred rights on liquidation; and

WHEREAS, it is deemed necessary that said dividend rate on the said preferred stock be increased from six per cent (6%) to seven per cent (7%);

NOW, THEREFORE, BE IT FURTHER RESOLVED, that sub-paragraph (b) Preferred Stock of Article VI of said Articles of Incorporation of the Farm Bureau Finance Company, Inc. as amended be, and the same are hereby further amended so as to read as follows:

ARTICLE VI.

(b) PREFERRED STOCK:

10,000 shares of the par value of \$100 per share, said shares to be designated as Preferred Stock and shall be seven (7) per cent cumulative dividend stock with preferred rights on liquidation, the privileges, restrictions and qualifications of Preferred Stock to be as follows:

The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of any assets of the Corporation available for dividends pursuant to the laws of the State of Idaho, preferential dividends at the rate of seven (7) per cent per annum of the par value thereof per share per annum, payable on such days as may be determined by the Board of Directors, and before any dividend shall be declared or paid upon or set apart for the common stock. Such dividends upon the preferred stock shall be cumulative from the date of the issue thereof, so that if dividends for any past dividend period, at the rate of seven (7) per cent per annum of the par value thereof per share, per annum, shall not have been paid thereon, or declared, and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without interest, before any dividend shall be paid upon or set apart for the common stock. Whenever the full dividend upon the Preferred Stock for all past dividend shall have been paid, and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereon shall be set apart, dividends upon the common stock may be declared

by the Board of Directors, out of the remainder of the assets available therefore.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the Preferred Stock shall be entitled, before any assets of the Corporation shall be distributed among or paid over to the holders of the common stock, to be paid \$100 per share, together with a sum of money equivalent to the dividends at the rate of seven per cent per annum on the par value thereof from the date upon which dividends thereon become cumulative to the date of payment thereof, less the amount of dividends theretofore paid thereon. After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, according to the numbers of shares held by each. If, upon liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the preferred stock.

The holders of the preferred stock shall not be entitled to vote with respect to their holdings of preferred stock, nor shall they be entitled to receive notice of any of the meetings of the shareholders.

The holders of preferred stock shall be entitled to share in any special dividend, in addition to the seven (7) per cent preferential dividend, as may be declared by the Board of Directors and upon such terms and conditions as provided by the Board of Directors.

At a meeting of the stockholders of the Farm Bureau Finance Corporation, Inc. held on the 20th day of October, 1971, notice of said proposed meeting having been given by mail, dated the 1st day of October, 1971, and at which meeting 100 per cent of the holders of all shares of Corporation were present, and signed a Waiver of Notice of Meeting, the foregoing Resolutions were adopted by the affirmative vote unanimously of the total number of shares of the common Class A stock and Common Class B stock outstanding, said stock being the voting stock of the Corporation, the vote on said Resolution being as follows:

Total number of shares of Common Class A and Common Class B stock outstanding	25,000
Total number of shares of Common Class A and Common Class B stock represented at the meeting	25,000
Total number of shares of Common Class A and Common Class B voted in favor of the Resolution	25,000
Total number of shares of Common Class A stock and Common Class B stock voted against the Resolution	0

The undersigned hereby certify that this is a true and correct report:

(a) of the number of days notice given by mail of the meeting of said stockholders of this Corporation held on the above-mentioned date and the waiver signed by all stockholders therefor;

(b) of the Resolution adopted at said meeting; and

(c) the total number of shares represented at said meeting and of the total number of shares voted for and against said Resolutions; and the undersigned further certify that a complete list of the stockholders voting upon said Resolutions and the number of shares voted by each is on file with said Corporation.

W. Dale Rockwood

W. Dale Rockwood, President

Shepard Quate

Shepard Quate, Secretary

STATE OF IDAHO)
County of Bannock) ss.

W. DALE ROCKWOOD and SHEPARD QUATE, each being separately sworn on his oath, deposes and says:

That on the 20th day of October, 1971, at 10:00 o'clock a.m. of said day, a meeting of the stockholders of the Farm Bureau Finance Co., Inc., was held at the offices of said Corporation at Pocatello, Idaho; that W. Dale Rockwood is the President of said Corporation, and that Shepard Quate is the Secretary of said Corporation, and acted as Secretary at said meeting.

That each has read the above and foregoing Articles of Amendment setting forth the proceedings of said meeting, the actions taken at said meeting, and that the facts as to the calling of said meeting and giving notice thereof, and the facts stated in the said certificate are true, of his own knowledge.

W. Dale Rockwood

W. Dale Rockwood

Shepard Quate

Shepard Quate

SUBSCRIBED AND SWORN TO before me this 21st day of October, 1971.

John E. Evers

NOTARY PUBLIC for the State of Idaho
Residence: Pocatello, Idaho

(SEAL)