

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

~~I, IRVING C. BOICE~~  
**IRA H. MASTERS**, 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

#### **LEWISTON GRAIN GROWERS, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **fourteenth** day of **April, 1952**,

original articles of amendment, as provided by Sections 22-2609 and 30-147, Idaho Code, amending Article III: authorizing 33,333-1/3 shares of Common Stock of the aggregate value of \$1,000,000.00, 1600 shares of non-voting Preferred Stock of the aggregate value of \$48,000.00 and 33,333-1/3 shares of Common Class 2 Stock of the aggregate value of \$1,000,000.00, stating the rights, voting power, preferences and restrictions of each class; amending Section 2 Article VI and repealing Section 1 Article VII,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **74** 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 **14th** day  
of **April**, in the year of our Lord  
one thousand nine hundred **fifty-two**,  
and of the Independence of the United States of  
America the One Hundred **Seventy-sixth**.

Secretary of State.

CERTIFICATE OF PROCEEDINGS AMENDING ARTICLES OF INCORPORATION OF LEWISTON  
GRAIN GROWERS, INC.

STATE OF IDAHO            )  
                                  :  SS  
COUNTY OF NEZ PERCE    )

HOWARD ROUP, President, and W. D. SANGSTER, Secretary, and each of them,  
do hereby certify and declare:

That at a regular meeting of the Board of Directors of Lewiston Grain  
Growers, Inc. held at its office at Lewiston, Idaho, on the 9th day of February,  
1952, at which meeting all the Directors of the Corporation were present, upon  
motions being separately, duly and regularly made, seconded, put to vote, and each  
unanimously carried, it was resolved that the amendments to the Articles of  
Incorporation of the Corporation hereinafter set forth be approved and recommended  
for adoption at a special meeting of the stockholders of the Corporation.

That thereafter and on the 15th day of February, 1952, pursuant to  
resolution of the Board of Directors at the meeting above mentioned, the Secretary  
and Manager of the Corporation caused written notice of a special meeting of stock-  
holders of the Corporation to be placed in the United States mail at Lewiston,  
Idaho, postage prepaid, and addressed to each stockholder of the Corporation at  
his last known post office address; that said notice fixed March 17, 1952, at 11:30  
o'clock A.M. and the Lewis Clark Hotel at Lewiston, Idaho, as the time and place  
for said meeting and expressly stated that the purposes of the meeting were to  
consider proposals to amend the Articles of Incorporation of the Corporation as  
hereinafter set forth.

That thereafter the meeting was called to order at the time and place  
above mentioned by the President of the Corporation, and upon call of the roll,  
it appeared that more than a quorum was present; that at said meeting separate  
motions were duly and regularly made, seconded and separately put to vote; that  
each of the amendments to the Articles of Incorporation of the Corporation herein  
set forth was adopted by a vote of more than two-thirds of the stockholders  
entitled to vote:

1. That Article III of Articles of Incorporation be amended to read  
as follows:

"The total authorized capital stock of the corporation is \$2,048,000.00 divided into 68,266-2/3 shares of the par value of \$30.00 each and of the classes in this article set forth:

"Section 1. Of such authorized capital stock 33,333-1/3 shares aggregating in value \$1,000,000.00 shall be common stock. The holders of the common stock described in this Section shall be entitled to receive such annual dividends not exceeding 8% of the par value thereof as the Directors of the corporation may declare from time to time.

"Section 2. Said corporation may issue in addition to its common stock above mentioned, and of such authorized capital stock, 1,600 shares of non-voting preferred stock aggregating a par value of \$48,000.00 bearing interest at not to exceed 8% per annum, which preferred stock may be issued, redeemed and reissued from time to time as determined by the Board of Directors or as prescribed by the by-laws of the corporation, all in accordance with the statutes of this State.

"Section 3. The remainder of the authorized capital stock of the corporation shall be common Class 2 stock amounting to 33,333-1/3 shares of the aggregate value of \$1,000,000.00, which said stock shall be issued in lieu of and in substitution for earnings allocated to patrons of the corporation for the crop years of 1947, 1948, 1949 and 1950, being the fiscal years of the corporation known as 1947-48, 1948-49, 1949-50 and 1950-51, and for no other purpose. The holders of the common Class 2 stock described in this Section shall be entitled to receive such annual dividends not exceeding 8% of the par value thereof as the Directors of the corporation may declare from time to time, and none other. Such stock shall be callable in whole or in part at such times and in such manner as the Board of Directors of the corporation may hereafter determine by resolution. The holders shall not be entitled to vote such stock at any meetings of the corporation.

"Section 4. In the event of liquidation or dissolution of the corporation after payment of expenses thereof, the assets of the corporation shall be distributed in the following order:

- (a) To general creditors.
- (b) To holders of preferred stock to the extent of par value of the stock, together with dividends accrued thereon.
- (c) To holders of common stock to the extent of the par value thereof, together with dividends accrued thereon.
- (d) To holders of the common Class 2 stock to the extent of the par value thereof, together with dividends accrued thereon.
- (e) All assets remaining to the patrons of the corporation in proportion to their deferred dividend credits as set forth in the books of the corporation."

2. That Section 2, Article VI, of the Articles of Incorporation be amended to read as follows:

"Section 2. Without regard to the foregoing, every stockholder, on becoming such, thereby authorizes and directs that all net earnings made or savings of every character effected by this Association, which are distributable to the stockholder as aforesaid, shall be first applied to the payment of any stock subscription or indebtedness owned by him to the Association and the balance shall be paid in cash."

3. That Section 1 of Article VII of the Articles of Incorporation be repealed.

and the officers of the Corporation were, at said meeting, authorized and directed to make and certify said amendments above mentioned according to law.

IN WITNESS WHEREOF, the President and Secretary of Lewiston Grain Growers, Inc., have hereunto signed their names and affixed the seal of said Corporation this 4<sup>th</sup> day of April, 1952.

Howard Roup  
President  
W. D. Sangster  
Secretary

(CORPORATE SEAL)

STATE OF IDAHO )  
                  ) : SS  
COUNTY OF NEZ PERCE )

On this 4 day of April, in the year 1952, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HOWARD ROUP and W. D. SANGSTER, known to me to be the President and Secretary, respectively, of the Lewiston Grain Growers, Inc., and 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.

Howard Roup  
Notary Public in and for the State  
of Idaho, residing at Lewiston, therein.

(SEAL)