

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

FARM BUREAU FINANCE CO., INC.

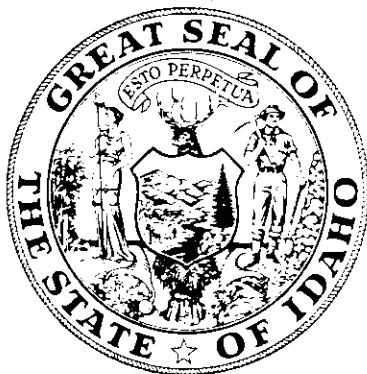
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

FARM BUREAU FINANCE CO., INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated _____ March 20 _____, 19 80 _____



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

Articles of Amendment of the Articles of Incorporation of
Farm Bureau Finance Company, Inc.

MA 20 2 56 PM '80
SECRETARY OF STATE

We, the undersigned, Executive Vice President and Secretary,
of Farm Bureau Finance Company, Inc., a corporation organized under the
laws of the State of Idaho and located in Pocatello, Idaho, hereby
certify:

1. The name of the corporation is Farm Bureau Finance Company, Inc.
2. By resolution of the Board of Directors and by approval of a majority of the shareholders of the common shares of Class A and a majority of the shareholders of Common Class B of this Company, the following amendment to Article VI of the Articles of Incorporation has been adopted:

"The amount of the total authorized capital stock of this corporation shall be Three Million Dollars (\$3,000,000.00) divided as follows:

- "A. COMMON STOCK: Five hundred thousand (500,000) shares of the par value of Two Dollars (\$2.00) per share, said shares to be designated as Common Class A stock.

Five hundred thousand (500,000) shares of the par value of Two Dollars (\$2.00) per share, said shares to be designated as Common Class B stock.

Said shares of Common Class A stock and Common Class B stock are to be alike in all respects, except that the five hundred thousand (500,000) shares designated as Common Class A stock shall be voting stock and the five hundred thousand (500,000) shares designated as Common Class B stock shall be non-voting common stock.

The privileges, restrictions and qualifications of Common Class A stock and Common Class B stock shall be equal with the following exception, that the holders of the Common Class B stock shall have no voting power whatsoever with respect to their holdings of Common Class B stock, nor shall they be entitled to receive notice of any of the meetings of the shareholders.

- B. PREFERRED STOCK: Ten thousand (10,000) shares of the par value of \$100.00 per share, said shares to be designated as preferred stock and shall be seven percent (7%) 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 percent (7%) 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 percent (7%) 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 therefor.

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 One Hundred Dollars (\$100.00) per share, together with a sum of money equivalent to the dividends at the rate of seven percent (7%) 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 ratable 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."

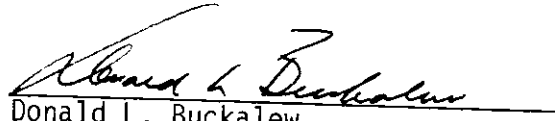
The holders of preferred stock shall be entitled to share in any special dividend, in addition to the seven percent (7%) preferential dividend, as may be declared by the Board of Directors and upon such terms and conditions as provided by the Board of Directors.


3. This amendment was adopted by the Common Class A and Common Class B shareholders at a special meeting held on March 18th, 1980, at the home office of said corporation at 845 West Center, Pocatello, Idaho.
4. The number of shares of Common Class A outstanding and the number of shares of Common Class B outstanding and entitled to vote on this amendment were as follows:

35,000 shares of Common Class A stock all of which are entitled to vote thereon as a class.

30,379 shares of Common Class B stock all of which are entitled to vote thereon as a class.
5. The number of shares of Common Class A required to approve such amendment is 17,501. The number of shares of Common Class B required to approve such an amendment is 15,191. At the shareholders meeting 35,000 shares of Common Class A voted for approval of such amendment and 20,234 shares of Common Class B voted for approval of such amendment. No shares of Common Class A voted against such amendment and 106 shares of Common Class B voted against such amendment.
6. Upon the effective date of this amendment, each share of common stock of the corporation of the par value of Ten Dollars (\$10.00) shall be reclassified and changed into five fully-paid and nonassessable shares of common stock of the corporation of the par value of Two Dollars (\$2.00) each. The holder of record of a certificate for one or more shares of Ten Dollar (\$10.00) par value common stock of the corporation on the close of business on said date shall be entitled to receive, as soon as practicable, upon the surrender of such certificate, a certificate or certificates representing five (5) shares of Common Class A shares for each one (1) share of Common class A shares represented by the certificate of such holder, and a certificate or certificates representing five (5) shares of Common Class B shares for each one (1) share of Common Class B shares represented by the certificate of such holder.
7. Such amendment increases the amount of authorized stated capital of this corporation from Two Million Dollars (\$2,000,000.00) to Three Million Dollars (\$3,000,000.00).

1980. SIGNED AND DATED at Pocatello, Idaho, this 18th day of March,

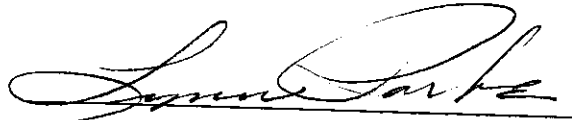

Donald L. Buckalew
Executive Vice President


Lynn Parke
Secretary

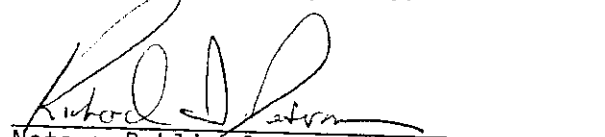
State of Idaho)
County of Bannock) ss

Lynn Parke, being first duly sworn, says:

I am the Secretary of Farm Bureau Finance Company, Inc. I have read the foregoing Articles of Amendment and know the contents thereof, and the same is true of my own knowledge, information, and belief.



Subscribed and sworn before me this 18 day of March, 1980.


Notary Public for the State of Idaho.
Residing at Pocatello, Idaho.