

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **GEO. H. CURTIS**, *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*  
**WENDELL GRANGE SUPPLY COMPANY**  
*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* **December** **1934**  
*original articles of amendment, as provided by Section s 22-2009, 29-145 and 29-146, Idaho Code Annotated, amending Article 2 to increase the powers and purposes*

*and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 55 of Record of Domestic Corporations of the State of Idaho.*

*I THEREFORE FURTHER CERTIFY, That Article 2 of the Articles of Incorporation has been amended to increase the powers and purposes.*

*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* **twenty-sixth** *day  
of* **December** *, in the year of our Lord  
one thousand nine hundred* ~~thirty~~ **forty** *,  
and of the Independence of the United States of  
America the One Hundred* **sixty-fifth** *.*

*Secretary of State.*

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF THE WENDELL GRANGE SUPPLY COMPANY

We, the undersigned, Ray Smith and Ira Anderson, respectively the President and Secretary of the Wendell Grange Supply Company, do hereby certify that at a regular meeting of the Board of Directors of the Wendell Grange Supply Company, duly held on the 23<sup>rd</sup> day of December, 1940, at the office and principal place of business of said Corporation, in Wendell, Gooding County, Idaho, at which said meeting the entire Board of Directors of said Corporation was present, a resolution was regularly proposed, voted upon and adopted by the unanimous vote of all Directors approving a proposed amendment to the Articles of Incorporation of said Corporation; that the following is a full, true and correct copy of the Resolution of said Board of Directors proposing and approving said Amendment to the Articles of Incorporation:

"WHEREAS, The Wendell Grange Supply Company was originally incorporated under the provisions of the Co-operative Marketing Association's Laws of the State of Idaho, and was not authorized to transact business with non-members of the Association; and

"WHEREAS, It is desirable that said Association be authorized to transact business with non-members in an amount not greater in value than the business which it transacts with members, provided only the value of business done with persons who are neither members nor persons engaged in the production of agricultural products does not exceed fifteen percent (15%) of the value of all business done by the Association.

NOW, THEREFORE, BE IT RESOLVED By the Board of Directors of the Wendell Grange Supply Company that we approve amending Article 2, of the Articles of Incorporation of said Association to provide as follows:

'ARTICLE 2.

The purposes of the Association and its powers in connection therewith shall be:

(a.) To engage in any activity in connection with the production, marketing, selling, harvesting, preserving, drying, processing, canning, packing, storing, handling or utilization of any agricultural products produced or delivered to it by its members; or the manufacturing or marketing of the by-products thereof; or in connection with the purchasing, hiring, manufacturing, selling or use to, by, or for its members of supplies, machinery or equipment; or in the financing of any such activities;

(b.) To transact business with non-members in an amount not greater in value than the business which it transacts with members, provided, however, the value of business transacted with persons who are neither members nor producers of agricultural products shall not exceed fifteen percent (15%) of the value of all business transacted by the Association, and provided further that the Association may transact business with members at actual cost, plus necessary expenses under such method as may be provided in the By-laws.

(c.) To borrow money and to make advances to members.

(d.) To act as the agent or representative of any member or members in any of the above-mentioned activities.

(e.) To Purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer, or pledge shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the handling or marketing of any of the products handled by the Corporation.

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

(g.) To buy, hold and exercise all rights of ownership, over such real or personal property as may be necessary or convenient for the conducting and operation of any of the business of the Corporation or incidental thereto.

(h.) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to or expedient for the interest or benefit of the Corporation; and to contract accordingly; and in addition, to exercise and possess all powers, rights and privileges necessary or incidental to the purposes, for which the corporation is organized or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the Laws of this State to ordinary corporations, except such as are inconsistent with the provisions of the Co-operative Marketing Association law.

(i.) To enter into all necessary and proper contracts and agreements and make all necessary and proper stipulations, agreements, contracts and arrangements with other Co-operative Corporations, associations, or associations formed in this or any other state for the cooperation and more economical carrying on of its business, or any part or parts thereof.'

"BE IT FURTHER RESOLVED That notice of said proposed and approved Amendment shall be given to the members by the Secretary at the time and in the manner required by law and by the Articles of Incorporation, so that said proposed amendment may be brought before the members at a special meeting to be held on the 23rd day of December, 1940.

The question submitted in said Notice shall be in substantially the following form:

'Shall Article 2, of the Articles of Incorporation of the Wendell Grange Supply Company be amended to authorize the Association to do business with non-members.'"

That thereafter, a special meeting of the members of said Wendell Grange Supply Company was duly called, after written notice thereof was given to each member, for the time and in the manner provided by law and by the By-laws of said Association, on the 23rd day of December, 1940, at 2:00 o'clock P.M. of said day, said meeting convening pursuant to said call and Notice

for the purpose of considering and acting upon the proposition of amending the Articles of Incorporation as aforesaid; that at the time of said meeting there were twenty-five members present; that the By-laws of said Corporation provide that twenty members shall constitute a quorum; that at said meeting the hereinabove mentioned Resolution was submitted to said members, resulting in the adoption of said Resolution by an unanimous vote; all of said members present at said meeting voting in favor of said Resolution and Amendment, the Resolution and Amendment were declared adopted as follows:

"BE IT RESOLVED THAT ARTICLE 2 of the Articles of incorporation of the Wendell Grange Supply Company be, and the same hereby is, amended to read as follows:

'ARTICLE 2.

The purpose of the Association and its powers in connection therewith shall be:

(a.) To engage in any activity in connection with the production, marketing, selling, harvesting, preserving, drying, processing, canning, packing, storing, handling or utilization of any agricultural products produced or delivered to it by its members; or the manufacturing or marketing of the by-products thereof; or in connection with the purchasing, hiring, manufacturing, selling or use to, by, or for its members of supplies, machinery or equipment; or in the financing of any such activities;

(b.) To transact business with non-members in an amount not greater in value than the business which it transacts with members, provided, however, the value of business transacted with persons who are neither members nor producers of agricultural products shall not exceed fifteen percent (15%) of the value of all business transacted by the Association, and provided further that the Association may transact business with members at actual cost, plus necessary expenses under such method as may be provided in the By-laws.

(c.) To borrow money and to make advances to members.

(d.) To act as the agent or representative of any member or members in any of the above-mentioned activities.

(e.) To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer, or pledge shares of the capital stock or bonds of any Corporation or association engaged in any related activity or in the handling or marketing of any of the products handled by the Corporation.

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

(g.) To buy, hold and exercise all rights of ownership, over such real or personal property as may be necessary or convenient for the conducting and operation of any of the business of the Corporation or incidental thereto.

(h.) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to or expedient for the interest or benefit of the Corporation; and to contract accordingly; and in addition, to exercise and possess all powers, rights and privileges necessary or incidental to the purposes, for which the Corporation is organized or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the Laws of this State to ordinary corporations, except such as are inconsistent with the provisions of the Co-operative Marketing Association Law.

(i.) To enter into all necessary and proper contracts and agreements and make all necessary and proper stipulations, agreements, contracts and arrangements with other Co-operative corporations, associations, or associations formed in this or any other state for the co-operation and more economical carrying on of its business, or any part or parts thereof.'

BE IT FURTHER RESOLVED That the President and Secretary of this Corporation be, and they hereby are, authorized and directed to make, execute and acknowledge a certificate under the Corporate Seal of this Corporation, certifying to the passing of the foregoing Resolution, and cause such certificate to be filed and recorded in the manner required by Law."

IN WITNESS WHEREOF, This certificate has been signed by the President and Secretary respectively of the Wendell Grange Supply Company, this 23rd day of December, 1940.

Ray Smith  
President  
Wendell Grange Supply Company  
Secretary

STATE OF IDAHO        )  
                              ) ss:  
COUNTY OF GOODING)

On this 23rd day of December, 1940, before me, the undersigned a notary public in and for said State and County, personally appeared \_\_\_\_\_ and \_\_\_\_\_,

known to me to be the persons named in, and who executed the foregoing Certificate, and the said \_\_\_\_\_ to me being known and known to me to be the President, and said \_\_\_\_\_

to me being known, and known to me to be the Secretary of the Wendell Grange Supply Company, the Corporation named in the foregoing Certificate, and I having first made known to them, and each of them, the contents thereof, they did thereupon severally acknowledge that they signed, sealed and delivered said certificate as their voluntary act and deed, for the uses and purposes therein set forth.

Subscribed and sworn to before me the day and year in this Certificate first above written.

G. D. McQueeney  
Notary Public for Idaho  
Residing at Wendell, Idaho