

FILED EFFECTIVE
2005 JUN 1

ARTICLES OF AMENDMENT
OF
COOPERATIVE SUPPLY, INC.

Pursuant to Idaho Code 30-3-91, we, the undersigned, Officers of Cooperative Supply, Inc., file the following amendments, which were adopted by the Directors on the 28th day of February 2005, and by the Members on the 26th day of March, 2005.

1. That the Preamble be amended to read as follows:

"KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming an association under and pursuant to the provisions of the Idaho Code, Chapter 26 Title 22, known as the Cooperative Marketing Act, Chapter 3, Title 30 known as the Idaho Non-profit Corporation Act and all acts amendatory thereof or supplemental thereto, and to that end do hereby adopt and restate the following Articles of Incorporation:"

2. That Article II, Section 3 be deleted in its entirety and that it be replaced by the following:

"The corporation shall be authorized to exercise all powers permitted under the Cooperative Marketing Associations Act, Title 22, Chapter 26 of the Idaho Code, and the Idaho Non-Profit Corporation Act, Title 30, Chapter 3 of the Idaho Code."

3. That Article III, Section 2 be amended to read as follows:

"Section 2. Common Stock not to exceed one share shall be issued to and held only by agricultural producers or cooperative associations composed of agricultural producers. Common Stockholders shall be the only members of the association, and they only shall be entitled to vote in the affairs of the association. A common stockholder shall not be entitled to more than one vote, which shall be cast in person, by mail as provided by law, or by proxy as provided in the bylaws of the corporation. Any cooperative association which is a common stockholder shall have the power, by its board or directors or its stockholders, to elect or appoint any person to represent it at any meeting of the stockholders. No dividends (interest) shall be paid on the Common Stock."

4. That Article IV, Section 2 be amended to read as follows:

"Section 2. The period of duration of this corporation shall be perpetual."

5. That Article V, Section 1 be amended to read as follows:

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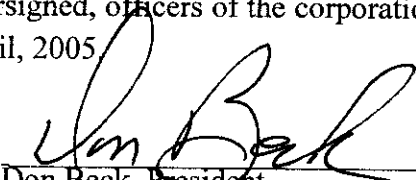
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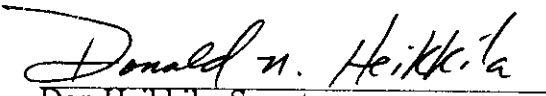
"Section 1. The management of this corporation shall be vested in a board of five (5) directors, who shall be elected by and from the common stockholders at the annual meeting to be held at the principal place of business of the company, or other place as the Board may designate, and shall be held within 180 days of the end of the corporation's fiscal year. All vacancies in the board of directors shall be filled by the board until the next annual meeting."

6. That Article V, Section 3 be deleted in its entirety.
7. That Article VI be deleted in its entirety.
8. That Article VII, Section 1 be amended to read as follows and said Article hereafter be designated as Article VI:

"Section 1. The Articles of Incorporation may be altered or amended in any respect, including increases or decreases in capital stock, at any regular meeting or at any special meeting called for that purpose. An amendment must first be approved by two thirds of the directors and then adopted by the affirmative vote of two thirds of the members or stockholders of the association present at such meeting and entitled to vote, and provided that a quorum as specified in the Bylaws of the association be present."

IN WITNESS WHEREOF, the undersigned, officers of the corporation have hereunto set their respective hand this 29th day of April, 2005.


Don Beck, President


Don Heikkila, Secretary