



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, J. D. (CY) PRICE, 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

COOPERATIVE SUPPLY INC., OF COEUR D' ALENE, IDAHO

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed
in this office on the twenty-first day of January, 1949 ,

original articles of amendment, as provided by Section 29-145, 29-147, 22-2009, Idaho
Code Annotated, increasing the capital stock to \$200,000.

and that the said articles of amendment contain the statement of facts required by law, and are
recorded on Film No. 15 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 twenty-first day
of January , in the year of our Lord
one thousand nine hundred forty-nine ,
and of the Independence of the United States of
America the One Hundred Seventy-third .

Secretary of State.

AMENDED ARTICLES OF INCORPORATION
OF

COOPERATIVE SUPPLY INC.,

We, the undersigned, Directors of Cooperative Supply Inc., a cooperative corporation of Coeur d'Alene, Kootenai County, State of Idaho, whose names are hereunto subscribed, do hereby certify to the following Amended Articles of Incorporation, adopted December 11, 1948, as follows, to-wit:

ARTICLE I.

The name of this association shall be COOPERATIVE SUPPLY INC.,

ARTICLE II.
Place of Business.

The principal place of transacting the business of this association shall be at Coeur d'Alene, Idaho, and such other places as the Board of Directors shall select.

ARTICLE III
Nature of Business.

The general nature of the business to be transacted by this association shall be storing, buying, selling at wholesale or retail, or handling for shareholders or shareholders and other patrons, of grain, seeds, hay, eggs, poultry, milk, cream, butter, cheese, live stock, and all products of the farm, together with the by-products produced in the manufacture or handling of these products, also merchandise of all kinds, including gasoline, kerosene, lubricating oils, petroleum products, buildings materials, and such other merchandise as the association may see fit to handle. The association shall have power to acquire by purchase or lease real estate and other properties and facilities as may be necessary or desirable in the conduct of its business, and shall have power to mortgage, sell and convey such real estate and personal property which it at any time may acquire; and for the purpose of attaining or furthering any of its objects, it may do any and all other acts and things and exercise any and all other powers necessary or desirable in the premises, including the power to purchase hold, sell, assign, or transfer the shares of capital stock of other cooperative corporations.

ARTICLE IV.
Duration.

This association shall continue for a period of fifty (50) years from the date of incorporation, which shall be November 17th, 1932.

ARTICLE V.
Shareholders

Section 1. Any person, firm, partnership, corporation or association, including both landlord and tenant in share tenancies, who, or which is a bona fide producer of agricultural products or any local non-profit farm cooperative association may become a shareholder in this association.

Section 2. The association may provide in its By-laws for the purchase by the association of the share or shares owned by any shareholder desiring to dispose of the same, and the compulsory surrender of the share or shares of any shareholder who ceases to patronize the association or ceases to be eligible. The association may provide in its By-laws limitations governing the amount of shares to be held by any share holder. No shareholder shall have more than one (1) vote.

ARTICLE VI. Share Capital.

Section 1. The authorized capital of the Association shall be Two Hundred Thousand Dollars (\$200,000.00) divided into Ten Thousand (10,000) shares of common voting stock of the par value of Ten Dollars (\$10.00) each and Ten Thousand (10,000) shares of non-voting preferred stock of a par value of Ten Dollars (\$10.00) each. Dividends may be paid on common stock at the rate of not to exceed five (5%) per cent per annum out of net margins as provided in the Amended By-laws of the Association; dividends shall be paid annually out of the net margins at the rate of five per cent (5%) on all outstanding preferred stock, such dividends to be cumulative. No cash patronage earning shall be paid to any member of the Association, or person eligible for membership, until he owns five (5) shares of common voting stock; and each holder of common voting stock, who is otherwise eligible for membership in the Association shall be entitled to one vote only. Present stockholders owning more than five (5) shares of common voting stock of the Association shall have the right to surrender all shares of common voting stock in excess of five (5) shares thereof and to receive in lieu of such excess shares of common voting stock an equivalent amount of preferred stock at the par value of same. That the Board of Directors shall at no time authorize the issuance of more shares of Preferred Stock than the total number of outstanding shares of Common Stock of the Association.

ARTICLE VII. Distribution of Margins

Out of the margins of this association shall first be paid all expenses. Not less than five per cent (5%) of the remaining balance each year shall be set aside until such capital reserve fund equals at least twenty per cent (20%) of the paid up share capital. From the remaining margins, dividends not to exceed five per cent (5%) per annum shall be paid on all outstanding preferred stock. After payment of preferred stock dividends as aforesaid, dividends not to exceed five per cent (5%) per annum may at the discretion of the Board of Directors be paid on outstanding common stock. After setting aside such additional reserves as the Board of Directors shall deem necessary and reasonable, the remaining net margins shall be pro rated, credited and allocated among the patrons of the association in proportion to the value of commodities bought from or sold to the association, or handled for the patrons by the association as provided in the By-laws.

ARTICLE VIII. Directors.

The affairs of this association shall be conducted by a Board of five (5) Directors, all of whom shall be shareholders. The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer from their own number; PROVIDED, HOWEVER, that the Secretary and Treasurer may be the same person until the regular annual meeting in 1949, the following persons shall constitute the Board of Directors:

Earl M. Johnson

Sam Rodius

Fred FitzSimmons

Tom Kyte

R. C. Preuninger

Route 1, Couer d'Alene, Idaho -

Route 1, Couer d'Alene, Idaho

Star Route, Couer d'Alene, Idaho

Marine Route, Couer d'Alene, Idaho

Worley, Idaho

ARTICLE X.

By-laws

The shareholders shall enact By-laws for the government and regulation of the association not inconsistent with these Articles of Incorporation.

ARTICLE XI.

Meetings

The annual meeting of the shareholders of this association shall be held upon the second Saturday of December each year. The number or proportion of shareholders necessary to constitute a quorum shall be determined by the By-laws.

ARTICLE XII.

Amendments.

These Articles of Incorporation may be amended by a three-fifths (3/5) vote of the shareholders voting on such amendment at any meeting held in accordance with the By-laws.

IN WITNESS WHEREOF, we, the undersigned Directors, all full aged citizens of the United States have hereunto set our hands and seals this 4 day of January 1947.

Earl M. Johnson
Sam Rodius
Fred FitzSimmons
R. C. Preuninger
Tom Kyte

STATE OF IDAHO)
County of Kootenai) ss.

On this 4 day of January A. D. 1949, before me
Escher Johnson a Notary Public in and for the State of
Idaho, personally appeared Earl M. Johnson, Sam Rodiu, Fred FitzSimmons
Tom Kyte and R. C. Preuninger, all of Coeur d'Alene, Kootenai County,
Idaho, known to me to be the persons whose names are subscribed to the
within instrument, and acknowledged to me that they, and each of them
respectively, executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
Notarial Seal the day and year first above written.

Escher Johnson
Notary Public, in and for the State of
Idaho, residing at Coeur d'Alene, Idaho.
My commission expires Jan 14-1952

CERTIFICATE OF AMENDMENTS

STATE OF IDAHO)
County of Kootenai) ss.

We hereby certify that the Board of Directors of Cooperative Supply Inc., a cooperative corporation of Coeur d'Alene Idaho, at a regular meeting held on the 27th day of October 1948, a quorum being present, unanimously voted to and they did adopt the following Resolution for submission for vote of the stockholders of the cooperative corporation.

We further certify that at the annual meeting of the shareholders of Cooperative Supply Inc., a cooperative corporation of Coeur d'Alene, Idaho, held at Coeur d'Alene, Idaho, on the 11th day of December, 1948, at the hour of 10:30 o'clock A. M. on said day pursuant to notice as required by law, which notice was deposited in the United States Post Office, properly posted with postage prepaid at least ten days before the time fixed for such meeting, properly addressed to each shareholder, in the manner provided by the By-Laws of the corporation as amended, stating the time, place and object of such meeting, the following Resolution was adopted by a vote of 99 in favor and 4 against, more than a quorum of the shareholders being present and voting:

R E S O L U T I O N

BE IT RESOLVED that the Articles of Incorporation of COOPERATIVE SUPPLY INC., a cooperative corporation of Coeur d'Alene, Idaho, shall be and they hereby are amended as indicated and provided by the annexed amended Articles of Incorporation.

Dated this 11th day of December, 1948 at Coeur d'Alene, Idaho.

Earl M. Johnson
Earl M. Johnson,
As President.

(SEAL)

ATTEST:

Fred FitzSimmons
Fred FitzSimmons,
As Secretary.

STATE OF IDAHO)
) SS.
County of Kootenai)

On this 4 day of January, 1947, before me,
Ernest D. Johnson a Notary Public in and for the state and
county aforesaid, personally appeared Earl M. Johnson and Fred FitzSimmons,
known to me to be the President and Secretary respectively of the Cooperative
Supply Inc., and acknowledged to me that they executed the foregoing Certi-
ficate of Amendments, and that the same is true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial
Seal the day and year herein first above written.

Ernest D. Johnson
Notary Public, residing at
Coeur d'Alene, Idaho