

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

ARNOLD WILLIAMS,
I, ~~DOUGLAS DOUGLAS~~ 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

MINI-CASSIA MARKETING CO-OP, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed
in this office on the **fourth** day of **May**, 19 **59**,
original articles of amendment, as provided by Section **22-2609, Idaho Code, amending**
Article V, Sections 3 and 5, changing percentage of dividends and cumulative
dividends of Class A Preferred Stock to 5% of par value,

and that the said articles of amendment contain the statement of facts required by law, and are
recorded on Film No. **106** 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 **fourth** day of **May**,
A. D., 19 **59**.

Secretary of State

AMENDMENT TO
SUPPLEMENTARY ARTICLES OF INCORPORATION
OF

MINI-CASSIA MARKETING CO-OP, INC.
a non-profit agricultural
cooperative association existing
under the Laws of Idaho

WHEREAS, at a meeting of the members of the above named nonprofit agricultural cooperative association duly and regularly called and held, at 10:00 o'clock a.m., the 10th day of December, 1951, at the Oddfellows Hall in the City of Rupert, County of Minidoka, State of Idaho, a quorum as specified in the Bylaws of the Association being present, there was presented and adopted by the affirmative vote of all of the members present at such meeting a resolution authorizing the directors of said association to execute and file supplementary articles of incorporation for the purpose of: Revising its capital structure, and authorizing issuance of Classes A and B Common Stock and Classes A and B Preferred Stock; defining the rights and privileges of such stock; defining rights upon dissolution; providing for conditions under which capital stock may be issued, held, transferred, converted, or redeemed; defining the qualifications of members; providing for the manner of disposition of the Association's gross receipts; and requiring equal treatment of member and non-member patrons of the Association; and

WHEREAS, at a meeting of the members of the above named non-profit agricultural cooperative association duly and regularly called and held at 2:00 o'clock P. M. Mountain Standard Time, the 3rd day of December, 1958, at the Rupert Grange Hall in the City of Rupert, Minidoka County, Idaho, a quorum as specified in the by-laws of the Association being present, there was presented and adopted by the affirmative vote of all the members present at such meeting, a resolution authorizing the directors of said association to execute and file an amendment to the Supplementary Articles of Incorporation of Mini-Cassia Marketing Co-op, Inc., a non-profit agricultural cooperative association existing under the Laws of Idaho, and providing for the fixing of the dividends to be paid on Class A Preferred Stock at the rate of 5% of its par value as of December 1st of each year; and

WHEREAS, prior to said meeting the said resolution was first duly and regularly approved by two-thirds of the directors of the Association;

NOW THEREFORE, We, ROY HONSINGER, GUS BERG, FRED C. ROGERS, J. SPENCER PARKER, R. T. MILLER, WAYNE REEVES and GERALD W. SCHNEIDER, being all of the directors of Mini-Cassia

Marketing Co-op, Inc., a nonprofit agricultural cooperative association, being duly authorized by the resolution aforesaid, do hereby execute and acknowledge amending Article V of the supplementary articles of incorporation and providing that Article V as amended, VII, VIII, and IX of the amended articles of incorporation of the Association provide as follows:

"ARTICLE V"

The total amount of capital stock, the various classes of such stock, and the rights of each such class, shall be as follows:

(1) The total amount of the capital stock of the Association shall be Three Hundred Seventy-five Thousand Dollars (\$375,000.00) divided into:

(a) Six Thousand (6,000) shares of Class A Common Stock with par value of Twenty-five Dollars (\$25.00) per share,

(b) One Thousand (1,000) shares of Class B Common Stock with par value of Twenty-five Dollars (\$25.00) per share,

(c) Four Thousand (4,000) shares of Class A Preferred Stock with par value of Twenty-five Dollars (\$25.00) per share, and

(d) Four thousand (4,000) shares of Class B Preferred Stock with par value of Twenty-five Dollars (\$25.00) per share.

(2) Neither Class A Common Stock nor Class B Common Stock shall pay dividends, nor shall it be entitled to participate directly or indirectly in the profits of the Association upon dissolution or otherwise.

(3) Class A Preferred Stock shall pay dividends of Five per cent (5%) of its par value on the 1st day of December of each year, which dividends shall be cumulative. It shall not be entitled to participate directly or indirectly in the profits of the Association, upon dissolution or otherwise, beyond the fixed dividends.

(4) Class B Preferred Stock may in the discretion of the board of directors of the Association, pay dividends not to exceed Two per cent (2%) of its par value on the 1st day of December of each year, which shall not be cumulative. It shall not be entitled to participate directly or indirectly in the profits of the Association, upon dissolution or otherwise, beyond the fixed dividends.

(5) The Five per cent (5%) cumulative dividends required to be paid upon Class A Preferred Stock shall be

paid in full before any dividends are payable or paid on Class B Preferred Stock.

(6) Upon dissolution of the Association, the following priorities shall exist in the distribution of assets after the payment of all debts and expenses; First, the owners of Class A Preferred Stock shall be paid its full par value plus any accumulated unpaid dividends. Next, the owners of Class B Preferred Stock shall be paid its par value, the owners of Common Stock shall be paid its par value, and the owners of patronage margins that have been retained by the Association in any form other than Class B Preferred Stock or Common Stock shall be paid the full amount of such margins less the amount of any losses that previously may have been charged against them in accordance with the bylaws. If there are insufficient assets to make such payments in full, the assets that are available shall be paid to the owners of Class B Preferred Stock and Common Stock and retained margins in proportion to the par value of the Class B Preferred Stock and the Common Stock, and the full amount of such margins less such previous deductions, subject to the laws of the State of Idaho, any assets thereafter remaining shall be distributed as the bylaws shall provide.

"ARTICLE VII"

The conditions under which the capital stock of the Association shall be issued, held, transferred, or redeemed shall be as follows:

(1) Class A Common Stock shall be sold to and held only by members of the Association. Transfers of Class A Common Stock shall be made only with the consent of the board of directors and on the books of the Association, and then only to members of the Association, or to the Association itself. Any attempt to transfer such stock to a non-member of the Association shall be null and void, and shall vest no title or rights in the transferee.

(2) Class B Common Stock shall be sold to and held only by non-members of the Association. Classes A or B Preferred Stock may be sold to or held by members or non-members. Transfer records for such stock shall be kept by the Association and the Association shall be entitled to treat the record owner of each share of such stock as the actual owner in all cases permitted by law. Transfer books on Classes A or B Preferred Stock may be closed ten (10) days prior to any dividend date.

(3) Classes A or B Preferred Stock may be redeemed on any dividend payment date in whole or in part at par plus any dividends owing thereon. The order in which said stock is redeemed shall be determined by the board of directors. If such stock is so redeemed, at least thirty

(30) days' notice shall be given to the owners thereof at the addresses shown on the Association's records. On the failure to deliver the certificate or certificates evidencing any such stock the Association may cancel the same on its books, as of the redemption date, and cancelled stock shall not bear interest or pay dividends from and after said date.

(4) To the extent permitted by law, the Association shall have a lien on all of its issued Class A or B Common Stock and Class B Preferred Stock for all indebtedness of the holders thereof to the Association, but it shall have no such lien on Class A Preferred Stock.

(5) Certificates of stock shall be signed by the president or vice-president and by the treasurer, assistant treasurer, secretary or assistant secretary. If a certificate of stock is lost or destroyed, another may be issued in its stead upon proof of such loss or destruction, and the posting of such security as the board of directors may require.

(6) Each certificate of stock shall have printed thereon a clear and concise statement of all restrictions and limitations upon ownership, voting power, transfer, dividends, or other conditions affecting the rights and privileges of the holder thereof.

(7) The bylaws of the Association shall provide, upon just terms, for the conversion into one or another of the several securities authorized for issuance by these supplementary articles of incorporation, of all or part of presently outstanding investment certificates (including interest thereon), membership certificates, capital account certificates, deferred patronage refunds, or any form of presently retained allocated patronage margins; provided, that such conversion shall be upon a voluntary basis.

"ARTICLE VIII"

The qualifications of members of the Association shall be as follows:

(1) Only producers of agricultural products including the owner or lessee of land upon which agricultural products are grown who shares in such products, or cooperative and nonprofit associations owned or controlled by such producers, may become members of this Association. No person shall be admitted to membership until he shall agree:

(a) To use the facilities of the Association for the purchase of all or part of the goods, merchandise, supplies, and equipment required by him for agricultural production or to market all or part of his agricultural production through the Association; and

(b) To comply with and be bound by the Articles of the Association and the By-Laws of the Association, as amended from time to time, and any rules or regulations now or hereafter adopted by the board of directors; and

(c) To subscribe and pay for at least five shares of Class A Common Stock of the Association.

(2) No person shall be admitted to membership until he shall have been accepted and approved as a member by the board of directors.

"ARTICLE IX"

Consistent with the laws of the State of Idaho, the gross receipts of the Association for any fiscal year shall be disposed of as follows: After the payment of all operating expenses, including deductions for reserves that reflect or represent operating expenses or liabilities, the Association shall pay dividends upon its Class A Preferred Stock, and may pay dividends on its Class B Preferred Stock, as provided in the Articles of Incorporation. Such sums, if any, as then remain shall, as a matter of contract, be fairly and equitably allocated as patronage margins among the patrons whether members or non-members in accordance with the by-laws, and shall be distributed among the patrons in such manner and form as the bylaws shall provide. In all cases member and non-member patrons shall receive equal treatment.


IN WITNESS WHEREOF, We have hereunto set our hands and seals this 3rd day of December, 1958.

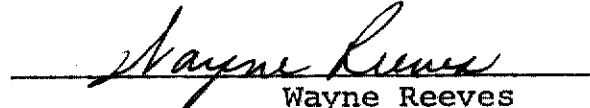

Roy Honsinger


Gus Berg

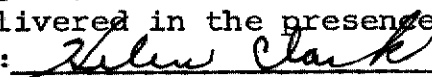

Fred C. Rogers


J. Spencer Parker



R. T. Miller


Wayne Reeves


Gerald W. Schneider

Signed, sealed and
delivered in the presence
of: 


Helen Clark


H. V. Creason

STATE OF IDAHO,)
) ss.
County of Minidoka.)

THIS CERTIFIES That on the 3rd day of December, 1958, before me, the undersigned, a Notary Public in and for the said County and State, personally appeared Roy Honsinger, Gus Berg, Fred C. Rogers, J. Spencer Parker, R. T. Miller, Wayne Reeves and Gerald W. Schneider, known to me to be the identical persons named in and who executed the foregoing supplementary articles of the association, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal, the day and year last above written.



Notary Public for Idaho
Residing at Rupert, Idaho

My Comm. Expires:
Feb. 28, 1962

STATE OF IDAHO,)
) ss.
County of Minidoka.)

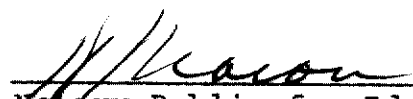
I, FRED C. ROGERS, being first duly sworn, depose and say:

That I am the duly elected, qualified, and acting secretary of the Mini-Cassia Marketing Co-op, Inc., a non-profit agricultural cooperative association; that at a meeting of the members of said association held on the 3rd day of December, 1958, pursuant to a notice to each member thereof, mailed more than ten days prior thereto, specifying and setting forth the proposed amendments of the articles of incorporation, a quorum as specified in the by-laws of the association was present, and by the affirmative vote duly taken of all of said members present at the meeting the board of directors was authorized to file the foregoing supplementary articles of incorporation, which in all things conform to said notice and authorization of said members; that prior to said meeting the said resolution was first approved by two-thirds of the directors of the association; and that said supplementary articles were duly and regularly adopted in all respects in full conformance with applicable provisions of the Laws of the State of Idaho, and the Articles of Incorporation and the By-Laws of the Association, as I verily believe.



Fred C. Rogers

Subscribed and sworn to before me this 3rd day of December, 1958.



Notary Public for Idaho
Residing at Rupert, Idaho