

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, 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

MEHAN COOPERATIVE MARKETING AND SUPPLY, INC.

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**, 19 **62**, original articles of amendment, as provided by Section **30-146, 30-147, and 22-2609, Idaho Code, repealing ARTICLE VII in entirety and adopting new ARTICLE VII re revolving capital and increasing capital stock to \$302,500.00; and adding new ARTICLE I,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **121** 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 **26th** day of **December**, A. D., 19 **62**.

Secretary of State

CERTIFICATION OF AMENDMENT OF ARTICLES OF INCORPORATION OF
MENAN COOPERATIVE MARKETING AND SUPPLY, INC.

The undersigned Lee L. Clark and Elmer Thomas do hereby declare and certify that they are respectively the duly elected, qualified and acting President and Secretary of the Menan Cooperative Marketing and Supply, Inc., an agricultural cooperative corporation duly organized and existing under the Agricultural Marketing Law of the state of Idaho, and further certify as follows:

1. The regular time and place for the duly noticed meeting of the Board of Directors of said corporation for the purpose of voting upon amending the Articles of Incorporation of said association was the 15th day of December, 1962, at the hour of 1:00 o'clock P. M. at the L. D. A. Church Building in the City of Menan, County of Jefferson, State of Idaho.

2. That said duly noticed meeting of said Board of Directors was held at the appointed time, and at said meeting amendments to the Articles of Incorporation were duly adopted by passage of a resolution which was identical in language to the resolution thereafter on the same day adopted by the stockholders at their duly noticed annual meeting, as hereinafter set out in full.

3. That the number of directors voting in favor of said resolution was five. The number voting against said resolution was none. The Board of Directors consisted of five directors.

4. That the time and place for the regular annual meeting of the stockholders of said incorporated association was duly noticed in accordance with law and held at the above stated place in the City of Menan, County of Jefferson, State of Idaho, pursuant to said notices on the 15th day of December, 1962, at 1:30 o'clock P. M. at which time and place the following resolution for amending of said Articles of Incorporation was duly adopted:

RESOLVED: That all of Article VII as heretofore amended be and is repealed and that a new Article VII of the Articles of Incorporation of Menan Cooperative Marketing and Supply, Inc., be and the same is here adopted and amended to hereafter read as follows:

AMENDMENTS TO ARTICLES OF INCORPORATION OF
MENAN COOPERATIVE MARKETING AND SUPPLY INC.

ARTICLE VII
CAPITAL STOCK AND REVOLVING CAPITAL - DISSOLUTION.

Section 1 (a). The capital stock of this association shall consist of two thousand five hundred (2,500) shares of common, membership, voting stock of a par value of one dollar (\$1.00) per share amounting to a membership common stock capital of two thousand five hundred dollars (\$2,500) and thirty thousand shares of non-voting, non-cumulative ten dollars (\$10.00) par value preferred stock amounting to a preferred stock capital of three hundred thousand dollars (\$300,000.00). No dividends shall be declared or paid on membership, voting, common stock. The dividend rate on preferred stock, as and when declared, shall be not less than two per cent (2%) and not more than four per cent (4%) per annum, and dividends on preferred stock shall be non-cumulative. Shares of common and preferred stock shall be issued, transferred, forfeited, redeemed, held in treasury and reissued, or retired and cancelled as may be provided in the bylaws or by resolution of the board of directors.

(b) The forms of non-stock capital of this association may consist of Class A revolving, book-credit, loan capital; Class B non-revolving, fixed-facility, long-term, book-credit, loan capital; certificates of indebtedness which may issue as revolving or

non-revolving capital certificates and revolving capital certificates representing capital contributions. One or more of these forms of evidence of capital loans or contributions from members as provided in the bylaws, or therein empowered to be determined by the board of directors, shall be issued hereafter to cover ~~all of the members' retained~~ allocable net proceeds of sales and savings, of which each member shall be given notice in writing indicating the dollar amount thereof on or before the 15th day of the ninth month following the close of each fiscal year as required by the Revenue Act of October 16, 1962. Class A book-credit loan capital shall become due at a determinable future time as provided for its redemption payment in the bylaws. Class B book-credit capital shall become due for repayment upon expiration of the corporate charter or upon earlier dissolution should that occur but may be redeemed by payment earlier as shall be provided in the bylaws.

(c) This cooperative may qualify and remain qualified as a so-called tax exempt agricultural cooperative, and makes mandatory refunds of all patronage and non-patronage net proceeds to members and non-members alike and secures the consent of all patrons to take cash and non-cash patronage distributions into their respective gross incomes in the year in which such patronage distributions are made, but at the discretion of the board of directors it may decline to distribute to non-member patrons on a patronage basis earnings made on non-member business, if any, on business done with or for the federal government and its agencies, if any, and earnings on non-patronage transactions such as receipt of rents, dividends, interest on loans, capital gains on sales of property, and salvage on sale of depreciated equipment; and then pay income taxes on such earnings and carry the remainder of such earnings to corporate surplus.

(d) All of the uncertificated, allocated, book-credit, loan capital interests heretofore issued to members and now outstanding are hereby reclassified as follows: thirty per cent (30%) thereof is reclassified and designated as Class A revolving, book-credit, loan capital, and seventy per cent (70%) thereof as Class B non-revolving, fixed-facility, long-term, book-credit, loan capital which shall be redeemed as provided in the bylaws.

(e) Members shall agree to provide their cooperative with stock and/or non-stock capital as provided in the bylaws. All future net patronage margins on business done for or with members shall be distributed to them within the time stated in paragraph (b) hereof and in compliance with the other requirements of the federal Revenue Act of October 16, 1962, as shall be more fully set out in the bylaws of the association.

(f) No dividends shall be paid on common membership stock nor on non-stock, invested patronage capital represented by any certificates of revolving capital and no interest shall be paid upon either Class A or Class B loaned, allocated and duly noticed book-credit capital, nor upon certificates of indebtedness, unless otherwise determined by the board of directors and in no event shall certificates of indebtedness bear interest in excess of six per cent (6%) per annum.

(g) Preferred stock may be held by anyone, but the holders thereof shall have no vote nor voice in the management of the association. It may be redeemed in the manner provided in the bylaws but only at par and declared and unpaid dividends thereon, if any.

(h) Except as otherwise provided in this Article VII both stock and non-stock capital of this association shall be issued, transferred, redeemed, revolved, released, held in treasury and reissued, or retired as provided in the bylaws of the association.

AND RESOLVED FURTHER: That a new Article X be adopted defining the amending powers of this cooperative corporation to be effective upon adoption, and to hereafter read as follows:

ARTICLE X

AMENDMENTS

Section 1. The Articles of Incorporation may be amended by a two-thirds vote of the member-stockholders attending an annual meeting or a special meeting called for the purpose of amending the Articles of Incorporation, of which special meeting a prior written notice of at least ten days shall have been mailed to voting stockholders stating generally the nature and purpose of the amendments to be proposed.

Section 2. This association reserves the right to amend, alter, change, or repeal any of the provisions contained in the Articles of Incorporation in the manner now or hereafter authorized by law; and all rights conferred upon officers, directors, stockholders, and holders of certificated and uncertificated capital interests on a patronage basis are granted subject to this reservation; and the powers to amend shall include the power of increasing, decreasing, or reclassifying authorized and issued capital stock of any form and non-stock, patronage-capital interests, and of altering or changing the preferences given to one or more classes of stock or to one or more classes or kinds of certificated or uncertificated patronage capital interests of members and non-member patrons and to alter and change the par value of any stock by increasing or decreasing the same, or the stated value of any patronage capital interests when losses are incurred.

The foregoing resolutions were duly adopted upon motion duly made and seconded and by a vote of more than two thirds of the stockholders present and voting, and there was present at said meeting more than a sufficient number to form a quorum.

WITNESS THE HAND AND SEAL OF THE CORPORATION BY ITS OFFICERS

Attest: Elmer Thomas Lee L. Clark
Secretary President

STATE OF Idaho)
COUNTY OF Jefferson) ss. (Corp. Seal)

On this 15th day of December, 1962 before me a Notary Public, personally appeared Lee L. Clark, President, and Elmer Thomas, Secretary, of Menan Cooperative Marketing and Supply, Inc., known to me to be said officers of said corporation, and they acknowledged to me that they executed the foregoing certificate of amendment of the said Articles of Incorporation.

My commission expires:

January 24, 1966

Barth S. Kuen
Notary Public

Residing at Menan Idaho