

State of Idaho



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

UNION WAREHOUSE AND MERCANTILE COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **fifth** day of **November, 1919**,

original articles of amendment, as provided by Section **30-146, 30-147, 22-2623, Idaho Code**, converting from a **general business corporation to a co-operative marketing association**,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **26** 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 **fifth** day
of **November**, 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-fourth**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
UNION WAREHOUSE AND MERCANTILE COMPANY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, the majority of whom are citizens and residents of the United States and the State of Idaho, do hereby make, execute, acknowledge and deliver the following Articles of Incorporation for the purpose of organizing a cooperative marketing association under the laws of the State of Idaho as defined in the Cooperative Marketing Act of the State of Idaho, and we hereby certify:

I.

That the name of this association is UNION WAREHOUSE AND MERCANTILE COMPANY.

II.

That the purposes for which this association is formed and the nature of the business and objects to be transacted, promoted and acquired are:

Section 1. To be a non-profit cooperative agricultural organization instituted for the purpose of assisting farmers in the handling and marketing of their products; to conduct its operations under the Agricultural Marketing Act of the United States, approved June 15, 1929 and all laws amendatory thereof and supplemental thereto; and to operate an agricultural non-profit cooperative under the provisions of the laws of the State of Idaho relative thereto; to serve as a marketing association for the handling of farm products belonging to its stockholders and patrons on a cooperative plan and to do anything generally that is conducive to carrying out said purposes.

Section 2. That in order to carry out the purposes of the association, the association shall have the following powers:

1. To establish, maintain and provide facilities for producing, storing, handling and marketing in any capacity and on any basis that may be agreed upon, all agricultural products and to prepare such products for market; to buy, sell and distribute the same and to engage in any activity in connection therewith.
2. To buy agricultural products, supplies, equipment, and machinery from its stockholders and others and to sell the same, provided, however, that this association shall not deal in agricultural products of non-stockholders to an amount greater in value than that handled by it for its stockholders.
3. To enter into contracts, if deemed advisable, with stockholders, requiring them to market their produce for a specified period to or through this association, to act for any stockholder or stockholders in any of the activities mentioned herein.
4. To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of this association or incidental thereto.
5. To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligation and negotiable or transferrable instruments for any purpose that is deemed to further the object for which this organization is formed and to give a lien on any of its property as security therefor.
6. To transact business with and for non-stockholders in an amount not greater in value than the business it transacts with its stockholders.
7. To cooperate with other similar cooperative associations in creating central, regional or national cooperative agencies for any of the purposes for which this association is formed and/or to become a member or stockholder of such agencies as now or may hereafter be in existence.

8. To borrow money and to mortgage or pledge any property of the association as security therefor and to loan money to any individual stockholder of this association to assist him in financing and marketing agricultural products.
9. To acquire the rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation for any purpose, to pay for the same in cash or otherwise, to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all power necessary or convenient in and about the conduct and management of such business.
10. To purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock, bonds, and other evidences of indebtedness created by other corporations for any purpose and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon.
11. To purchase, hold or re-issue shares of capital stock of this association as provided by law.
12. To exercise in addition to the foregoing all powers, privileges and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this association is formed, except such as are unconstitutional with the express provisions of the act under which this association is incorporated, and to do any such thing anywhere but the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may be possessed by this association, all of which are hereby expressly claimed.

ARTICLE III.

The place for the principal business of the Association is to be transacted is Cragmont, Lewis County, State of Idaho.

ARTICLE IV.

The term for which this association shall exist shall be 50 years from and after the date of incorporation.

ARTICLE V.

Section 1. That the capital stock of the association shall consist of 1500 shares divided into 1000 shares of common stock of the par value of \$100.00 per share, and 500 shares of preferred stock of the par value of \$100.00 per share.

Section 2. The preferred stock of this association may be owned or held by anyone, shall carry no voting right, and may be transferred only on the books of the association, and may be redeemed in whole or in part on a pro rata basis at par, plus any dividends declared thereon and unpaid, at any time on thirty (30) days' notice by the association, provided said stock is redeemed in the same order as originally issued by years. On the failure to deliver the certificate or certificates evidencing any such stock the association may cancel the same on its books. Stock which has been redeemed may, in the discretion of the board of directors, be reissued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividend declared thereon and unpaid; and such stock shall not bear dividends after it has been called for redemption. Noncumulative dividends of not to exceed 5 percent per annum may be paid thereon when, if and as declared by the board of directors. At the discretion of the board of directors, all dividends or distributions of the association or any part thereof may be paid in certificates of preferred stock and/or credits on preferred stock, or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

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C E R T I F I C A T E

I, W. E. DREVLOW do hereby certify that I am the duly elected, qualified and acting secretary of the Union Warehouse and Mercantile Company of Craigmont, Idaho; that the regular annual meeting of the stockholders of said corporation was held July 9, 1949, at Craigmont, Idaho; that notice of said meeting was given to each of the stockholders of said corporation more than thirty days prior to the date of said meeting in writing, as required by law; that in said notice of meeting the date, place and purposes of calling of said meeting were specified and that a copy of said notice given to each of the stockholders is attached hereto and made a part hereof by reference and that at the said annual meeting more than a majority of the stock of said corporation was represented in person or by proxy and that by resolution duly and regularly adopted at said meeting by a vote of more than a majority of the stock of said corporation, the said corporation was converted from a general business corporation to a cooperative marketing association as set forth in Chapter 26 of the Idaho Code and that at said meeting the Articles of Incorporation of said corporation were amended and the capital stock of said corporation was increased as set forth in the foregoing articles of incorporation.



Secretary

Union Warehouse and Mercantile Company

Notwithstanding any of the foregoing provisions, the board of directors shall have the power, from time to time and at any time, to pay off or retire or secure a release or satisfaction of any preferred stock certificates to compromise or settle a dispute between a holder thereof and the association. Upon dissolution or distribution of the assets of the association, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividend declared thereon and unpaid before any distribution is made on the common stock.

IN WITNESS WHEREOF, these presents have been executed this 9th day of July, 1949.

G. P. Pittman
Owen Meade
A. J. Longberg

Jacob Tarkenton
R. L. Newton
W. F. Foster

W. C. Rowland

Directors, Union Warehouse and Mercantile Company

STATE OF IDAHO)
) SS
COUNTY OF LEWIS)

On this 25th day of Oct 1949, before me, the undersigned,
a Notary Public in and for said state, personally appeared G. Patton
known to me to be one of the Directors of the Union Warehouse and Mercantile
Company, whose name is subscribed to the within instrument and acknowledged
to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal on the day and year in this certificate first above written.

Russell Randall

Notary Public in and for the State of Idaho

Residing at Lewiston, Idaho

NOTICE OF ANNUAL MEETING

NOTICE is hereby given that the annual meeting of the stockholders of the Union Warehouse and Mercantile Company of Craigmont, Idaho, will be held on the 9th day of July, 1949, at the hour of 1:00 P.M., at Craigmont, Idaho for the following purposes:

1. To consider and take action upon a proposal to amend the Articles of Incorporation of said corporation to comply with the Cooperative Marketing law of the State of Idaho.
2. To consider and take action upon the proposal to amend the Articles of Incorporation to authorize the issuance of five hundred (500) share of preferred stock with a par value of One Hundred Dollars (\$100.00) per share and to increase the authorized common stock from five hundred (500) shares to One Thousand (1000) shares at a par value of One Hundred Dollars (\$100.00) per share.
3. To consider and take action upon the proposed amendments to the By-Laws of the corporation to comply with the Cooperative Marketing Association law of the State of Idaho.
4. To consider and take action upon the proposed amendment to the By-Laws of said corporation providing for the allocation of the distribution of income of the corporation in accordance with the Cooperative Marketing Association law of the State of Idaho.
5. For such other business as may lawfully come before said meeting.

Dated this 6th day of June, 1949.

/s/ W. E. DREVLON

Secretary