

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

IRA H. MASTERS
I, ~~WILLIAM H. MASTERS~~, 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

FRANKLIN COUNTY GRAIN GROWERS, 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-first** day of **January, 1952**,

original articles of amendment, as provided by Sections 30-147 and 22-2609, Idaho Code, authorizing 2500 shares of Common Stock of the par value of \$10.00 per share and 50,000,000 shares of Preferred Stock of the par value of \$.01 per share and stating the rights, voting power, preferences and restrictions of each class of stock,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **71** 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 **21st** day
of **January**, in the year of our Lord
one thousand nine hundred **fifty-two**,
and of the Independence of the United States of
America the One Hundred **Seventy-sixth**.

Secretary of State.

AMENDMENTS TO ARTICLES OF INCORPORATION

OF

FRANKLIN COUNTY GRAIN GROWERS, INC.

AND

CERTIFICATE OF ADOPTION THEREOF

The undersigned, Leland L. Auger and Wayne S. Evans do hereby certify and declare that they are respectively the duly elected and acting President and Secretary of Franklin County Grain Growers, Inc., an Idaho Cooperative Marketing association, and further declare and certify as follows:

1. The regular time and place for the meeting of the Board of Directors for the purpose of amending the Articles of Incorporation of the above association was the 8th day of December 1951 at one o'clock P.M. at the County Court House Basement in Preston, Idaho.

2. That at said meeting a resolution amending the Articles of Incorporation of the above named association was adopted, which resolution was identical in language to the resolution thereafter on the same day adopted by the stockholders, as hereinafter set out in full.

3. The number of directors voting in favor of said resolution were 4. The number of directors voting against said resolution were none. The Board of Directors consisted of 5 members.

4. The time and place for the regular annual meeting of the stockholders which was duly noticed in accordance with law notifying all members of the proposed amendments to the Articles of incorporation to be considered and voted upon was held on the 8th day of December, 1951 at one o'clock P.M. at the County Court House Basement in Preston, Idaho at which time and place the following resolution of amendments was adopted:

RESOLVED, that the amended Articles of Incorporation of Franklin County Grain Growers, Inc. be further amended by amending Article VII thereof so that it shall hereafter read as follows:

AMENDMENTS TO ARTICLES OF INCORPORATION OF
FRANKLIN COUNTY GRAIN GROWERS, INC.

ARTICLE VII
CORPORATE CAPITAL

(a) The capital stock of this association shall consist of two thousand five hundred (2,500) shares of membership common stock of a ^{par} value of ten (\$10.00) dollars per share and fifty million (50,000,000) shares of preferred stock of a par value of one (\$.01) cent per share, which shares of stock shall be issued, transferred, forfeited, redeemed, held in treasury, reissued, or retired and cancelled as provided in the by-laws of the association.

(b) Other capital shall be represented by certificates of indebtedness and by revolving capital certificates which certificates shall be subscribed for, issued, transferred, revolved, and redeemed as provided in the by-laws of the association.

This revolving capital fund may be accumulated to any amount which in the discretion of the Board of Directors is needed as supplemental capital to adequately provide the capital needs of the association up to one million (\$1,000,000) dollars; and the other capital fund shall be known as the allocated patrons' book credit capital reserve which shall be a hedge against losses to preserve the certificated capital at full face value if possible.

The rights and obligations of patrons in this cooperative regarding revolving fund capital and allocated patrons' book credit capital reserve fund shall be as provided in the by-laws.

(c) The common stock shall be issued only to members whose eligibility and method of acquiring membership shall be as set out in the by-laws. Each member stock holder shall be entitled to hold only one (1) share of common stock and to only one (1) vote as a member of the association. Substantially all common stock must be owned by agricultural producers, and no dividend shall be paid on common stock.

(d) The preferred stock of this association shall first be offered to members, but may be held by anyone. It shall carry no voting rights and may be transferred only on the books of the association and may be redeemed at par and unpaid cumulative dividends, in whole or in part by the drawing of lots or on the basis of first purchased to be the first redeemed, or on a pro-rata basis as may be determined by the Board of Directors and upon thirty (30) days' notice by the association to the holder of preferred stock which is being redeemed.

Failure to deliver the certificate or certificates evidencing the preferred stock noticed for redemption shall not defeat the right of the association to cancel the same on its books, and no dividends shall accumulate on such stock after notice for redemption has been mailed to the record owner. Stock called for redemption shall be paid for in cash at the par value plus any accumulated dividends unpaid thereon. Such redeemed stock may be re-issued or retired.

The preferred stock of this association shall bear cumulative dividends of three (3%) per cent per annum when, if, and as declared by the Board of Directors.

At the discretion of the Board of Directors all dividends, and not to exceed three-fourths ($3/4$) of any patronage distributions made by the association, may be paid in certificates of preferred stock provided, however, that the preferred stock outstanding shall not exceed at any time an amount equal to the outstanding revolving capital of the association. Notwithstanding any of the provisions regarding preferred stock, the Board of Directors shall have the power at any time to pay off or retire or release or secure a release or satisfaction of any preferred stock certificates to settle and compromise a dispute between a holder thereof and the association.

(e) Upon dissolution or liquidation, and distribution of the assets of the association, after lien and general creditors are paid, the holders of the preferred stock shall next be paid the par value of their stock plus any cumulated dividends remaining unpaid thereon. The holders of common stock shall be paid the par value of their common stock without any dividends thereon; and the remaining assets shall be distributed to the holders of certificates of indebtedness and the holders of certificates of revolving capital according to the face value of such certificates; then allocated book credits to those to whom allocated; and the remaining assets, if any, shall be distributed pro-rata among the said holders of certificates of indebtedness and certificates of revolving capital.

5. The foregoing resolution of the stockholders was adopted by more than two-thirds vote of the stockholders present at said meeting, to-wit; by a vote of 31 members representing 31 shares for, and no members representing no shares against, and the stock represented at each meeting was more than sufficient to constitute a quorum.

IN WITNESS WHEREOF we have hereunto set our hands on behalf of Franklin County Grain Growers, Inc. this 8th day of

December, 1951

Attest:

Raymond E. Evans
Secretary

Leland L. Auger
President

STATE OF IDAHO)
COUNTY OF) ss.

On this 8th day of December, 1951, before us

[Signature], a Notary Public, personally appeared
Raymond E. Evans and Leland L. Auger
known to me to be the persons whose names are subscribed to the foregoing instrument, and they acknowledged to me that they executed the same.

In witness whereof I have hereunto set my hand and offered my official seal the day and year above written.

Term of Office Expires:
(SEAL)

12/1/53

[Signature]
Notary Public

Truman Leach