



CERTIFICATE OF AMENDMENT
OF

MARTIN FLATS FARMS, INC.

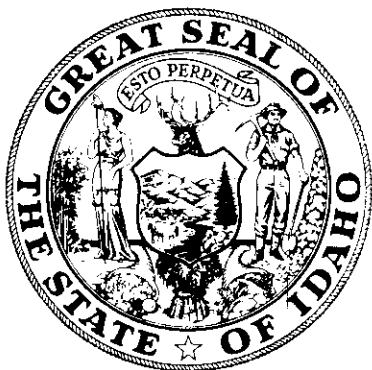
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

MARTIN FLATS FARMS, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated **September 22**, 19 **80**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

SEP 22 10 20 AM '80

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MARTIN FLATS FARMS, INC.

SECRETARY OF STATE

I, the undersigned, Stephen E. Martin, the sole shareholder of Martin Flats Farms, Inc., an Idaho corporation, do hereby certify:

That on this 19th day of September, 1980, the following amendment to the Articles of Incorporation of Martin Flats Farms, Inc. was consented to and authorized by, and adopted by, the holders of all of the issued and outstanding stock of said corporation entitled to vote, by unanimous written consent pursuant to the applicable provisions of the Idaho Code. The amendment has no effect on the stated capital of the corporation.

RESOLVED, that Article V of the Articles of Incorporation be amended to read as follows:

ARTICLE V

Capital Stock

The total authorized capital stock of this corporation shall be Twenty-five Dollars (\$25.00), which shall be divided into two separate and distinct classes, as follows: Fifty (50) shares of voting common stock at a par value of \$.25 per share; and Fifty (50) shares of voting preferred stock at \$.25 par value. The designations, preferences, privileges and voting powers of the shares of each class and the restrictions and qualifications thereof shall be as follows:

A. Common Stock - \$.25 Par Value

1. Each holder of common stock, which shall have a par value of \$.25 per share, shall be entitled to one vote for each share thereof held, to be voted in person or by written proxy at all annual or special

meetings of the stockholders, or on matters in which the stockholders are entitled to vote, under such terms and conditions as shall be provided in these Articles, the By-Laws of the corporation or by law.

2. Common Stock shall be fully participating in all earnings and dividends of the corporation. Subject to the rights of the Preferred Stock, such dividends as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of the surplus of the corporation legally available for the payment of dividends. The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital of the corporation, and to direct and determine the use and disposition of any surplus of the corporation.

B. Preferred Stock - \$.25 Par Value

1. Each holder of Preferred Stock shall be entitled to one-half vote for each share thereof held, to be voted in person or by written proxy at all annual or special meetings of the stockholders, or on matters in which the stockholders are entitled to vote, under such terms and conditions as shall be provided in these Articles, the By-Laws of the corporation or by law.

2. Preferred stock shall receive a cumulative dividend of \$50.00 per share each year. It shall be callable by the corporation at anytime for a price of \$500.00 per share, subject only to the restrictions of the applicable provisions of the Idaho Code.

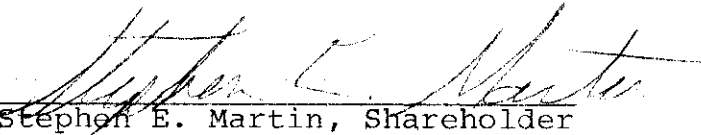
3. Upon liquidation, the preferred stockholders shall be paid the amounts of any accumulated dividends. Each share of preferred stock will then be entitled to receive the same proportionate share of the net distributable assets as each share of common stock.

4. No amounts received in payment of preferred stock shall be allocated to stated capital.

As of this date there are ten (10) shares outstanding, all of which are entitled to vote. All shares were voted in favor of the above amendment.


The Articles of Incorporation of Martin Flats Farms, Inc. are hereby confirmed in all other respects.

IN WITNESS WHEREOF, the undersigned sole stockholder of said corporation has hereunto set my hand and seal this 19th day of September, 1980.


Stephen E. Martin, Shareholder

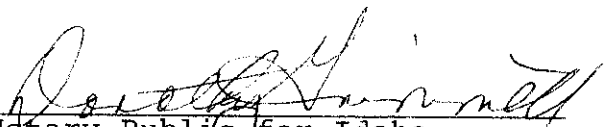
STATE OF IDAHO)
) ss.
County of Bonneville)

STEPHEN E. MARTIN, being first duly sworn, deposes and says: That he is the sole shareholder of MARTIN FLATS FARMS, INC., an Idaho corporation; that affiant acknowledges that he has signed the foregoing document in his capacity as said corporation's sole shareholder; that affiant has read the above and foregoing document and knows the contents thereof and declares that the statements therein contained are true.


Stephen E. Martin

Subscribed and sworn to before me this 19th day of
September, 1980.

(seal)


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: life