

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

### GENESEE UNION WAREHOUSE COMPANY

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 GENESEE UNION WAREHOUSE COMPANY duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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: December 18, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Greg J Clark*

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
GENESEE UNION WAREHOUSE COMPANY

RECEIVED  
SEC. OF STATE

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Pursuant to the provisions of Section 22-2608 of the Idaho Code, and Section 30-1-61 of the Idaho Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Genesee Union Warehouse Company.

SECOND: The following Amended Articles of Incorporation, which supersede all prior Articles of Incorporation and Amendments thereto, were adopted by the vote of at least two-thirds (2/3) of the members of the Board of Directors at a special meeting of the Board of Directors called for that purpose on the 15th day of October, 1992. The following Amended Articles of Incorporation were adopted by the vote of at least two-thirds (2/3) of the members of the Association, present at the annual meeting of the Association held on the 11th day of November, 1992, the notice of which annual meeting contained a statement that the following Amended and Restated Articles of Incorporation were to be considered.

AMENDED ARTICLES OF INCORPORATION  
OF  
GENESEE UNION WAREHOUSE COMPANY

We, the undersigned residents of the States of Idaho and Washington, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association under the provisions of the laws of the State of Idaho and particularly that Act of the legislature of the State of Idaho known as the COOPERATIVE MARKETING ACT recorded in Chapter 26, Title 22, IDAHO

CODE and in accordance with all laws of the State of Idaho or of the United States thereunto applicable, as follows:

ARTICLE 1 - Name

The name of the association shall be GENESEE UNION WAREHOUSE COMPANY.

ARTICLE 2 - Term

The term for which this association is to exist shall be perpetual.

ARTICLE 3 - Place of Business

The place where the principal business of the company is to be transacted shall be Genesee, Latah County, Idaho.

ARTICLE 4 - Purpose and Powers

The objects, powers, and authority of this association shall be: To associate its members together for their mutual benefit as producers, to effect savings in the marketing of their agricultural products and to promote the more efficient profitable and successful business of its members.

To act as agent or representative of associations, partnerships or individuals. To do general business as a commission merchant, selling agent, or broker in any manner permitted by law to the same extent as natural persons could do, to acquire by lease, purchase, construction or otherwise, to maintain and operate, buy, sell and generally utilize and deal in, and with warehouses, and elevators of all kinds, of machinery, appliances and equipment therefor and other articles necessary and convenient for use in connection with such business, and generally to carry on the business of warehousemen and operators of elevators for farm and other products of every kind and nature, whatsoever, and to receive, warehouse, store and deliver such farm products and other property, and to carry on the business of receiving, handling, storing and delivering farm products and other merchandise and of issuing receipts therefor and charging and collecting for reasonable services rendered. To prepare, manufacture, buy, sell, handle and deal in food products, including livestock of every character whatsoever, to receive, clean, store and prepare for market all such products, to buy, sell and deal in farm implements and machinery, motor vehicles and farm supplies of all kinds. To carry on the business of millers and prepare, manufacture, buy, sell and deal in flour and food products of all kinds, including food for livestock, and to own and operate mills, machinery and other property necessary and incidental thereto. To acquire, in any manner, and operate and dispose of, stores, warehouses and

factories deemed necessary or incidental to the company's business, to acquire in any manner, and to dispose of in any manner, of real property and interest therein, to acquire in any manner, own, hold and dispose of stocks and bonds of other corporations. To borrow money without limitation as to amount of corporate indebtedness or liability, to loan money, to evidence the indebtedness of the company by notes, bonds or any such other obligations as seem to the company expedient, and to secure such indebtedness by mortgages, trust deeds, or any other form of encumbrance or conveyance which the company deems proper, and generally to sell or encumber, in any manner whatsoever, the whole and any part of the company's real or personal property, or any interest therein. To acquire, maintain and operate for the use of the company and the transaction of its business, means of communication or transportation deemed expedient.

To acquire and take over the business and property of any other person, firm or corporation; to acquire, own and deal in trade marks, and patent rights. To conduct its business in the several states and territories of the United States and in foreign countries as, from time to time, it may be found necessary and convenient for the purpose of the company's business. To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the association either as holders of, or because of interest in any property, or otherwise, and to have and to exercise all such powers as are by law conferred upon like associations whether specifically herein mentioned or not.

This association shall have the powers and right to deduct, from the gross amount received by it from the sale of any products or merchandise, sums sufficient to cover the cost of gathering, harvesting, receiving, assembling, transporting, handling, grading, packing, inspecting, processing, financing, advertising, storing, insuring, selling, and marketing such products and/or products derived therefrom, as well as organization, operating and maintenance expenses. This association shall have the power and right to issue book credits for the purpose of building up such an amount of capital as may be deemed necessary by its Board of Directors, from time to time, and for revolving such capital, and likewise shall have the power and right to set aside adequate reserves.

The deductions made for capital purposes and for revolving such capital from time to time shall be evidenced by book credits of the association. To issue book credits for retains as provided in its by-laws and to retire and redeem this revolving capital at any time at the discretion of the Board of Directors.

To obtain and disseminate information concerning more efficient production, marketing and use of any agricultural products, or supplies or implements used by its members.

#### ARTICLE 5 - Capital

This association shall have no capital stock, but is authorized to issue and/or sell memberships and book credits, of a character to be described in the by-laws of this association, for the purpose of raising capital funds with which to engage in business.

#### ARTICLE 6 - Membership

Memberships shall be issued in any manner provided by the by-laws of this association. The voting rights of the members of the association shall be equal and no member shall have more than one vote. The property rights and interests of each member in the association shall be unequal; and shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all the members with the association.

#### ARTICLE 7 - Directors

The general business of the association shall be conducted by a Board of Directors, which board shall be elected and shall have powers and duties as may be provided by the by-laws of this association.

#### ARTICLE 8 - Miscellaneous

This association is formed to operate upon a cooperative basis for the mutual benefit of its members.

The members or holders of book credits shall not be personally liable for the debts of the association; except to the extent of value in such association as represented by book credits.

Any powers not herein enumerated, but granted to associations of this type by Title 22, Chapter 26, Idaho Code, as the same now appears or as the same is or may be amended, is hereby incorporated by reference into this article.

The articles shall become effective on the date of June 1st, 1992.

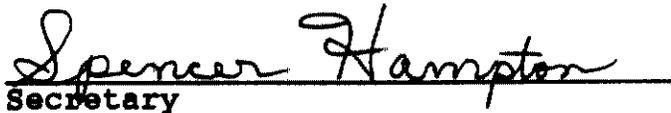
THIRD: The number of members present at such annual meeting entitled to vote on the Amendment to the Articles of

Incorporation was ninety-eight (98) which constitutes a quorum as that term is defined in the by-laws of the Association.

FOURTH: The number of members present at such annual meeting voting for the adoption of the Amended and Restated Articles of Incorporation was ninety-eight (98), and the number of members present at such meeting who voted against adoption of the Amended and Restated Articles of Incorporation was zero (0).

DATED this 23<sup>RD</sup> day of November, 1992.

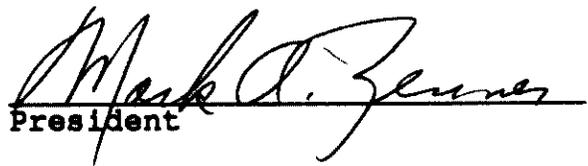
  
President

  
Secretary

STATE OF IDAHO            )  
                                  : ss.  
County of LATAH        )

The President of Genesee Union Warehouse Company, being first duly sworn, on oath, deposed and says:

That he is the President of the above-entitled Association; that he has read the foregoing Articles Of Amendment To The Articles Of Incorporation Of Genesee Union Warehouse Company, knows the contents thereof and believes the same to be true.

  
President

SUBSCRIBED AND SWORN to before me this 23<sup>RD</sup> day of  
November, 1992.

Michael Madines  
Notary Public in and for the  
State of Idaho, residing at  
GENESEE therein.  
My Commission Expires: 7/05/97