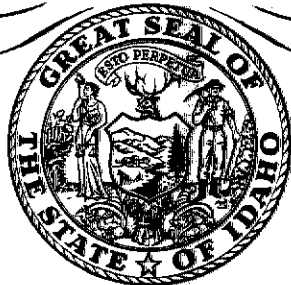


State of Idaho



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

CONSUMER'S CO-OPERATIVE ASSOCIATION INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Nineteenth** day of **September** 19 **63**, original articles of amendment, as provided by Sections **30-146, 30-147 and 22-2609, Idaho Code**, eliminating capital stock and restating the Articles of Incorporation in their entirety,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **123** 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 **19th** day of **September**, A. D., 19 **63**.

Secretary of State

AMENDED ARTICLES OF INCORPORATION

of

CONSUMER'S COOPERATIVE ASSOCIATION INC.

The following Amended Articles of Incorporation of CONSUMER'S COOPERATIVE ASSOCIATION INC. have been duly adopted on the 11th day of September, 1963 to replace in their entirety the Articles of Incorporation of said Association heretofore in effect.

ARTICLE I

The name of this Association shall be and is:

CONSUMER'S COOPERATIVE ASSOCIATION INC.

ARTICLE II

The purposes for which this Association is formed and is to be conducted are:

1. To do and perform all acts and things and carry on and conduct all business and trade authorized by the Co-operative Marketing Act of the State of Idaho and acts amendatory thereof and supplemental thereto.
2. To receive, acquire, hold, process, prepare for market and market agricultural products and by-products thereof.
3. To purchase, hire, manufacture, sell, lease, distribute and supply supplies, machinery, equipment, facilities; and generally engage in any activity incident thereto.
4. To acquire, own, hold, sell, lease (either as lessor or as lessee), improve and generally deal with real property; and to erect buildings or structures thereon and install machinery and equipment thereon; and to acquire, own, sell, lease (either as lessor or as lessee) and otherwise deal with such personal property as shall be considered essential or convenient to the purposes of this Association.
5. To borrow money and incur indebtedness and to issue promissory notes, debentures, bonds, certificates of indebtedness or any other form of instrument evidencing and representing the indebtedness and obligations of the Association; and to secure the payment of indebtedness of the Association by hypothecating, mortgaging, pledging and conveying any or all of the property of the Association including that which may be received from patrons through marketing activities and the stock in trade of the Association.
6. To act and serve as agent, broker, attorney in fact or representative of all members and non-member patrons of the Association within the scope of the powers and purposes of the Association.
7. To enter into agreements and to affiliate with and acquire membership in and act through any co-operative association; and to purchase or otherwise acquire and hold and exercise all rights of ownership in and sell, transfer

or pledge shares of capital stock and any security of a corporation or association engaged in any activity related to those of this Association or in handling or marketing any of the products of this Association.

8. To acquire, own, use and dispose of trade marks, trade names, brands, copyrights and patents.

9. The above enumerated purposes shall also be considered as a statement of powers of the Association and the Association may deal in each and every thing suitable or proper for the accomplishment of any one or more thereof or expedient for the interest or benefit of the patrons of the Association; and the Association shall have and possess all powers, rights and privileges necessary or incidental to the purposes for which it is organized or to the activities in which it is to be engaged; and the Association shall be and may exercise any other or further rights, powers and privileges granted by law to any business corporation and not inconsistent with the express provisions of the "Co-operative Marketing Act" of the State of Idaho as from time to time amended; and the Association may conduct its business and operations and exercise any of its rights, powers and privileges either within or outside of the State of Idaho; and generally the Association may have and exercise those powers and authority of a natural person subject only to the restrictions and limitations imposed by law or its By Laws from time to time in effect.

ARTICLE III

The place where the principal business of the Association will be transacted is at Weiser, in the County of Washington, State of Idaho.

ARTICLE IV

The term for which the Association is to exist is fifty years from the date of its incorporation.

ARTICLE V

The Association is organized and shall function without capital stock.

Membership in the Association may be acquired only by a producer of agricultural products or a co-operative association of such producers by paying to the Association such membership fee as shall be prescribed by the By Laws of the Association from time to time in effect and by complying with the other conditions of membership imposed by those By Laws. Upon termination of membership, the membership fee theretofore paid shall be retained by the Association.

Membership in this Association shall not be transferable; and membership may be terminated and Certificates of Membership may be cancelled in such events and at such times as provided in the By Laws of the Association from time to time in effect.

Voting power of the members of the Association shall be equal and each member shall have one vote only. Voting by proxy shall not be permitted. Voting by mail shall be permitted in such instances and in the manner as provided by the By Laws of the Association from time to time in effect.

The property rights and interests of each member of the Association shall be unequal, and shall be determined and fixed in the proportion that the patronage of each qualifying patron with the

Association in a fiscal period shall bear to the total patronage of all qualifying patrons in that fiscal period. New members of the Association shall be entitled to share with old members of the Association in the property of the Association in accordance with that general rule.

Each member of the Association through payment of the membership fee and acceptance as a member and issuance of a Certificate of Membership shall thereby become bound by and shall comply with each and every obligation imposed by the Amended Articles of Incorporation of the Association and the Amended By Laws of the Association as from time to time amended and then in effect.

IN WITNESS WHEREOF the undersigned President and Secretary respectively of CONSUMER'S COOPERATIVE ASSOCIATION INC., a co-operative marketing association, have hereunto subscribed our names this 11th day of September, 1963.

CONSUMER'S COOPERATIVE ASSOCIATION INC.

By Wayne Sutton
President

Attest:

Carl Ramsey
Secretary

CERTIFICATE OF AMENDMENT

We, Wayne Sutton and Carl Ramsey,
being each first duly sworn according to law, severally depose and say:

That at all times herein mentioned we were and now are respectively the President and Secretary of CONSUMER'S COOPERATIVE ASSOCIATION INC., a co-operative marketing association organized under the Co-operative Marketing Act of the State of Idaho.

That the foregoing Amended Articles of Incorporation of CONSUMER'S COOPERATIVE ASSOCIATION INC. were first approved by the affirmative vote of more than two-thirds of the members of the Board of Directors of said Association, which Board of Directors is composed of six members, to-wit: by the affirmative vote of five of said members at a meeting of said Board of Directors duly held and convened on the 20th day of August, 1963 at which meeting a quorum of the members of the Board of Directors were present in person at all times; and that subsequently said Amended Articles of Incorporation were adopted by the affirmative vote of more than two-thirds of the members of said Association present at the special meeting of members of said Association duly noticed, held and convened on the 11th day of September, 1963 at which meeting there was present in person a quorum of the members of the Association as required by the By Laws of said Association.

Thereafter quadruplicate originals of said Amended Articles of Incorporation so adopted were prepared and were signed and sworn to by the President and Secretary of said Association.

Wayne Sutton
Carl Ramsey

SUBSCRIBED AND SWORN to before me this 11th day of September, 1963.

Ward Sutton
Notary Public for Idaho,
Residing at Weiser, Idaho