

PLAN AND AGREEMENT OF MERGER

This plan and agreement of merger, made and entered into between the Union Warehouse & Mercantile Company and the Craigmont Grange Supply Co., both corporations organized and existing under and by virtue of Title 22, Chapter 26, Idaho Code, hereinafter referred to as "merging corporations" and their respective Boards of Directors.

WITNESSETH:

In consideration of the premises and of the terms and conditions herein set forth, the parties hereto intend to be legally bound hereby, have mutually agreed, and hereby mutually agree, that the Craigmont Grange Supply Co. shall be merged into the Union Warehouse & Mercantile Company, and agree to make such merger on the following terms and conditions:

1. The Craigmont Grange Supply Co. shall be merged into the Union Warehouse & Mercantile Company, the name of which, upon and after the effective date of the merger, shall be the Union Warehouse & Mercantile Company (hereinafter referred to as the surviving corporation.)

2. The Articles of Incorporation of the Union Warehouse & Mercantile Company shall be the Articles of Incorporation of the surviving corporation. Provided however, that in order to have available sufficient preferred stock in the surviving corporation to carry out this plan and agreement of merger, the board of directors of the Union Warehouse & Mercantile Company shall cause said Articles of Incorporation to be amended at a stockholders meeting held prior to the approval of this plan and agreement of merger by the stockholders of the Craigmont Grange Supply Co., whereby Article 5 of the Articles of Incorporation shall be amended to increase the capital stock of the corporation from 201,000 shares divided into 1000 shares of common stock with a par value of \$100 per share and 200,000 shares of preferred stock with a par value of \$1.00 per share, to 401,000 shares divided into 1000 shares of common stock with a par value of \$100 per share and 400,000 shares of preferred stock with a par value of \$1.00 per share. A copy of such amended Articles of Incorporation are

attached hereto and made a part hereof.

3. The amended by-laws of the surviving corporation shall be as stated in the attachments hereto, marked "Amended By-Laws of the Union Warehouse & Mercantile Company."

4. All the property and assets of the merging corporations will be the property and assets of the surviving corporation. All liabilities of the merging corporations will be the liabilities and obligations of the surviving corporation. The surviving corporation will fully and faithfully pay, perform and carry out all of said liabilities and obligations, and own possess, hold and assert all rights, titles, interests and claims of the merging corporations.

5. All shares of stock of the Craigmont Grange Supply Co. shall be exchanged by the surviving corporation as follows:

a. The owners of common stock in the Craigmont Grange Supply Co. shall surrender to the surviving corporation all shares of common stock held by them. Said stock shall be exchanged for the stock of the surviving corporation on a par value basis. The surviving corporation shall issue to the stockholders of the Craigmont Grange Supply Co. who do not already hold 1 share of common stock in the surviving corporation, 1 share of common stock in the surviving corporation for each 10 shares of Craigmont Grange Supply Co. stock held by them. Provided however, no stockholder shall be issued more than 1 share of common stock in the surviving corporation. Those stockholders of the Craigmont Grange Supply Co. who hold more than 10 shares of common stock in said corporation, or who already hold 1 share of common stock in the surviving corporation, shall receive 10 shares of preferred stock of the surviving corporation for each share of common stock of the Craigmont Grange Supply Co. held by them.

b. Those stockholders of Craigmont Grange Supply Co. who own less than 10 shares of common stock in said corporation shall be credited toward the payment of 1 share of common stock in the surviving corporation to the extent of the par value of their common stock holdings. There then shall be added to this equity, the stockholders' allocations credited to the stockholder on the books of the Craigmont Grange Supply Co. If, with the crediting of these accounts, the stockholder shall have a sufficient equity to

make 1 share of common stock of the Union Warehouse & Mercantile Company, the stockholder shall be issued one share of common stock in the surviving corporation. All unneeded allocations of the stockholder remaining, shall be transferred as allocations to the surviving corporation, and no stock shall be issued for their value.

c. In the event that a stockholder of the Craigmont Grange Supply Co. shall, after having received the credits provided for in the preceding paragraph, have insufficient equities to receive one share of common stock in the surviving corporation, then and in that event, all allocations except for allocations credited to general reserve allotted to such stockholder on the records of the Union Warehouse & Mercantile Company shall then be credited to his equities. When this credit has been added to the other equities as above set forth, and sufficient equities result for the issuance of 1 share of common stock of the surviving corporation, said stockholder shall be issued 1 share of common stock in the surviving corporation. All unneeded allocations of the Union Warehouse & Mercantile Company shall remain allocations of the surviving corporation.

d. All stockholders of the Craigmont Grange Supply Co. who, after the application of the above credits, still have insufficient equities to acquire one share of common stock in the surviving corporation, shall be credited with such equity on the books of the surviving corporation to the extent as above computed, and any future allocations assigned to him by the surviving corporation shall first be applied toward the accumulation of sufficient equities in the surviving corporation until such time as said stockholder shall have acquired sufficient equities to be entitled to be issued one share of common stock in the surviving corporation.

e. In the crediting of the stockholders allocations toward the payment of common stock as provided in Paragraph 5, sub-paragraphs b, c and d, the stockholders' allocations shall be credited in such a manner that the oldest years' allocation of the stockholder, except for allocations credited to general reserve, shall be used first toward the payment of common stock, then the allocations of each succeeding year thereafter utilized until such time as sufficient allocations are available to acquire the common stock as provided in said sub-paragraphs.

f. Those holders of the preferred stock of the Craigmont Grange Supply Co. who may qualify for ownership of common stock in the surviving corporation shall exchange their preferred stock for common stock in the surviving corporation on the same basis and in the same manner as if all their stock holdings in the Craigmont Grange Supply Co. consisted entirely of common stock. Owners of the preferred stock of the Craigmont Grange Supply Co. who cannot qualify for ownership of common stock in the surviving corporation shall surrender their preferred stock to the surviving corporation, who shall issue for each share of preferred stock in the Craigmont Grange Supply Co., 10 shares of preferred stock in the surviving corporation.

6. In order to bring the allocations of each merging corporation to the same year of issue, all allocations, except for allocations credited to general reserve, allotted to stockholders prior to January 1, 1963 of each merging corporation shall be called by the surviving corporation. After first utilizing said allocations as provided in Paragraph 5 above, the surviving corporation shall issue to the holder of said allocations in both merging corporations, preferred stock in the surviving corporation to the extent of the dollar value of the allocations allotted prior to January 1, 1963. Provided however, preferred stock shall not be issued for allocations credited to a general reserve of either corporation.

7. In order to fully complete the merger of the Union Warehouse & Mercantile Company and the Craigmont Grange Supply Co., the surviving corporation shall, upon the effective date of the merger, cause an inventory to be taken of the assets of the Craigmont Grange Supply Co. All final State and Federal reports shall be made, and the close-out of the Craigmont Grange Supply Co. as a separate entity shall be completed.

8. It is understood by the merging corporations, that the board of directors of the Union Warehouse & Mercantile Company is composed of seven directors, and that the board of directors of the Craigmont Grange Supply Co. is composed of five directors. Upon the effective date of this merger, the boards of directors of the merging corporations shall be combined and shall form an interim board of directors for the surviving corporation. The interim board of directors of the surviving corporation shall thus be composed of twelve

directors who shall serve as directors of the surviving corporation until the annual meeting of the surviving corporation in the year 1968, at which time the terms of all directors of the surviving corporation shall terminate. At the annual meeting of the surviving corporation in the year 1968, seven directors shall be elected, three for a period of three years, two for a period of two years, and two for a period of one year, and they shall serve until their successors are elected and qualified. In all subsequent years, directors shall be elected to succeed the directors whose terms expire, and such directors shall be elected for a period of three years.

Officers and managers shall also be selected by the board of directors at its first meeting after the effective date of the merger.

9. The effective date of this agreement and of the merger to be performed pursuant to the provisions hereof, shall be the date when this agreement shall be duly adopted, certified and acknowledged and shall have been filed and recorded as required by the laws of the State of Idaho.

10. This plan and agreement of merger shall become operative as follows:

(A) Each of the merging corporations' board of directors shall duly and regularly call a meeting of the directors, for the purpose of signing the within and foregoing plan and agreement, and adopting the following resolution, to-wit:

BE IT RESOLVED, that the Board of Directors of this corporation hereby

- (a) Approves the plan and agreement of merger of the Craigmont Grange Supply Co. into the Union Warehouse & Mercantile Company in the form hereto attached; and
- (b) Directs that said plan and agreement of merger be submitted to the stockholders of this corporation for their vote thereon at a meeting to be duly called and held in accordance with law and the by-laws of this corporation at the hour of _____ o'clock _____ M. on the _____ day of _____, 1967, at _____ in the City of Craigmont, Idaho, and that a vote be taken at said meeting on said proposed plan and agreement of merger.

(B) If the within and foregoing plan and agreement is signed by a majority of the directors of each merging corporation, and the resolution hereinabove referred to is adopted by a majority vote of the board of directors of each merging corporation, the copies

of the notice of meeting and proposed resolution set forth below (with the corporation's name and date, time and place of such meeting inserted at the appropriate places) shall be sent to all stockholders not less than 10 days before the date set for said meeting of stockholders. Copies of the plan and agreement of merger, amended articles of incorporation and amended by-laws shall be attached to each copy of said notice so sent. Said notice and proposed resolution shall read as follows:

NOTICE

NOTICE IS HEREBY GIVEN that a meeting of the stockholders of _____ WILL be held at the hour of _____ o'clock _____ M. on the _____ day of _____, 1967, at _____ in the City of Craigmont, Idaho, for the purpose of considering and voting upon the proposed resolution stated below, and considering such other and further business as may properly come before the meeting.

Dated this _____ day of _____, 1967.

Secretary

PROPOSED RESOLUTION

BE IT RESOLVED that (a) This corporation does hereby adopt and enter into the plan and agreement of merger in the form as attached to the notice of the meeting, and (b) That the Amended Articles of Incorporation and Amended By-laws in the form as attached to the notice of the meeting be, and they are adopted as the amended Articles of Incorporation and Amended By-laws of the corporation resulting from said merger.

(C) If at said meeting, the above resolution is adopted by a two-thirds vote of each corporations' stockholders present and voting at said meeting, and provided further a quorum is present as provided by the by-laws of each corporation, then that fact shall be certified on the plan and agreement by the secretary of each corporation, and this plan and agreement shall be signed by the president and secretary of each corporation, and acknowledged by the president of each corporation, and the plan and agreement so adopted, certified and acknowledged shall be delivered to the Secretary of State of the State of Idaho.

IN WITNESS WHEREOF, the said corporations have caused this instrument to be

executed by a majority of their respective boards of directors on the day and year set next to the name of the respective corporation below.

N. N. Riggs
President and Director

Leo Bobely
Director

Ralph Wilson
Director

Peter Paul
Director

D. W. Lowry
Secretary and Director

H. Damrose
Director

Clyde Burn
Vice-president and Director

Directors of the Union Warehouse & Mercantile Company

ATTEST:

D. W. Lowry
Secretary

Dated: November 7, 1967

Aubrey Smith
President and Director

Frank R. Smith
Vice-president and Director

Ivan Longley
Secretary and Director

Edwaine Bovey
Director

Jay Woodruff
Director

Directors of the Craigmont Grange Supply Co.

ATTEST:

Ivan Longley, Secy
Secretary

Dated: November 7, 1967

AMENDED ARTICLES OF INCORPORATION
of
UNION WAREHOUSE & 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:

ARTICLE I

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

ARTICLE 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 corporation, the corporation 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. On a non-profit cooperative basis for patrons of this corporation to conduct and carry on the business of buying, selling and dealing in wood, coal, farm implements, machinery, fruits, vegetables, feed, seed, grain, insecticides, hardware, farm home appliances, automotive equipment, fertilizers, oils, grease, gasoline and petroleum products and all other farm supplies.
3. To own, rent, lease, buy, sell and operate automobiles, trucks, tractors and motor vehicles of all kinds, and to transport persons and/or property therein for hire, and to let the same for hire. On a non-profit cooperative basis to engage in the business of hauling, trucking and transportation of dairy and farm products and all other kinds of goods, wares and merchandise by every means of conveyance for the patrons of the corporation.
4. To engage in the business of buying, selling and generally dealing in animal, stock or poultry supplies, remedies and medicines.
5. To buy, sell, hire, lease, manage, mortgage and hypothecate livestock, and to generally deal in the business of raising all types of livestock, including horses, cattle, sheep, hogs and other domestic animals and poultry.
6. To buy, sell and otherwise handle any lawful commodities that may be sold or otherwise handled to the advantage of the cooperative and its members and patrons, strictly upon the cooperative basis.
7. To engage in and operate a general hardware and mercantile business and to deal in, buy and sell general hardware, electrical and gas appliances, housewares, toys, general merchandise including paints and painting supplies, but not excluding any other articles of merchandise dealt in by hardware establishments.
8. To engage in any business whatsoever, either as principal or as agent or both, or as a syndicate, which the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possession of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in these articles or not, as such laws are now in effect or may at any time hereafter be amended.
9. 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.
10. 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.

11. To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, lease and operate offices, buildings, structures, works and all other things of whatsoever kind and nature within or without the State of Idaho suitable, necessary, useful or advisable in connection with the conducting of a cooperative marketing association.
12. 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 transferable 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.
13. To transact business with and for non-stockholders in an amount not greater in value than the business it transacts with its stockholders.
14. To cooperate with other similar cooperative associations in creating central, regional or national cooperative agencies for any of the purposes for which this corporation is formed and/or to become a member or stockholder of such agencies as now or may hereafter be in existence.
15. To borrow money and to mortgage or pledge any property of the corporation as security therefor and to loan money to any individual stockholder of this corporation to assist him in financing and marketing agricultural products.
16. 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.
17. 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.
18. To purchase, hold or re-issue shares of capital stock of this corporation as provided by law.
19. To exercise generally the powers customarily exercised by cooperative marketing associations, and particularly the powers provided by the laws of the State of Idaho referring especially to Section 22-2606, Idaho Code.
20. 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 corporation is formed, except such as are unconstitutional with the express provisions of the act under which this association incorporated, and to do any such things 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 corporation, all of which are hereby expressly claimed.

ARTICLE III

The place where the principal business of the corporation is to be transacted is
Craigmont, Lewis County, State of Idaho.

ARTICLE IV

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

ARTICLE V

SECTION 1. That the total capital stock of the corporation shall consist of 401,000 shares, divided into 1,000 shares of common stock with a par value of \$100.00 per share, and 400,000 shares of preferred stock with a par value of \$1.00 per share.

SECTION 2. The common stock of this corporation shall only be issued to those persons entitled to become members of this corporation as provided for in the by-laws. The common stock shall be the only voting stock of the corporation. Dividends on common stock may be paid, if, as and when declared by the Board of Directors, at a rate to be determined by the Board of Directors, not exceeding 8% per annum. Common stock may be issued, redeemed and re-issued from time to time by the Board of Directors or as prescribed by the by-laws of the corporation.

SECTION 3. The preferred stock of this corporation may be owned or held by anyone, shall carry no voting rights, and may be transferred only on the books of the corporation, 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 corporation, 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 corporation 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. Non-cumulative dividends of not to exceed five per cent (5%) 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 corporation 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.

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 corporation. Upon dissolution or distribution of the assets of the corporation, 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, the Directors of the Union Warehouse & Mercantile Company have hereunto set their hands and seals this 14th day of December, 1967.

W. W. Riggers
President and Director

Craigmont, Idaho

Clyde Burns
Vice-president and Director

Craigmont, Idaho

D. W. Lowry
Secretary and Director

Craigmont, Idaho

Leo E. Bovey
Director

Craigmont, Idaho

H. Dammrose
Director

Craigmont, Idaho

Ralph J. Melcum
Director

Craigmont, Idaho

Titus Paul
Director

Craigmont, Idaho

AMENDED BY-LAWS
of
UNION WAREHOUSE & MERCANTILE COMPANY

ARTICLE I
STOCKHOLDERS MEETINGS

SECTION 1. The annual meeting of the stockholders shall be held at Craigmont, Idaho on the fourth Wednesday of June, at 7:30 P.M., annually.

SECTION 2. Special meetings of the stockholders may be convened upon the call of the President, Vice-president or a majority of the Board of Directors or ten per cent (10%) of the stockholders may file a petition with the secretary of the corporation stating the specific business to be brought before the meeting and may demand a special meeting at any time. Upon demand of ten per cent (10%) of the stockholders for a special meeting as herein provided, the directors shall thereupon call such a meeting.

SECTION 3. Notice of the annual meeting and all special meetings of the stockholders shall be given by mailing to each stockholder at his last address shown upon the books of the corporation, at least ten (10) days prior to such meeting, a notice, which notice must contain a statement of the purpose for which said meeting is called and the date and place of the holding of such meeting. All notices shall be signed and mailed by the secretary.

SECTION 4. Stockholders not less than twenty (20) in number, represented in person, shall constitute a quorum.

SECTION 5. There shall be no proxy voting.

ARTICLE II
DIRECTORS

SECTION 1. The management of this corporation shall be vested in a Board of Directors consisting of seven (7) directors who shall be elected for a term of three years, except as hereinafter provided in the event of the merger of this corporation with the

Craigmont Grange Supply Co.

SECTION 2. Directors shall be elected by the stockholders at the annual meeting.

SECTION 3. Whenever a vacancy in the directorate shall occur by death or by resignation, the Board of Directors shall at their first meeting after such vacancy occurs, appoint a director to fill such vacancy until the next annual meeting. At the next annual meeting thereafter, a director shall be elected for the unexpired term in the regular manner provided for the election of directors.

SECTION 4. The Board of Directors shall have, in addition to such powers as are herein expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provisions of law, the Certificate of Incorporation and by-laws; subject also, to the regulations which may be made from time to time by the stockholders.

The Board of Directors shall have power:

- (a) To purchase or otherwise acquire property, rights, and privileges for the corporation, which the corporation has power to take, at such prices as the Board of Directors may deem proper.
- (b) To pay for such property, rights and privileges, in whole or in part, with money, or other securities of the corporation, or by delivery of other property of the corporation.
- (c) To create, make, and issue mortgages, deeds of trust, trust agreements, and negotiable or transferable instruments and securities; to borrow money secured by mortgages or otherwise, and to do every other act necessary to effectuate the same.
- (d) To appoint agents, clerks, assistants, factors, servants and trustees, and to dismiss them at its discretion; to fix their duties and emoluments, and to change them from time to time; and to require security as it may deem proper.
- (e) To confer on any officer of the corporation the power of selecting, discharging and suspending such employees.
- (f) To determine by whom and in what manner the corporation bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other documents shall be signed, and to confer such power.
- (g) To select one or more banks to act as depository of the funds of the corporation, and to determine the manner of receiving, depositing and disbursing the funds of the corporation, and the form of checks and the person or persons by whom such shall be signed, with the power to change such banks and the person or persons signing said checks and the form thereof at will.

- (h) To determine the policies of the corporation, and to make such rules and regulations as may be deemed necessary for the government and guidance of the officers, employees and members of the corporation not inconsistent with the laws of the State of Idaho, the Articles of Incorporation, the marketing agreement, and these by-laws.

SECTION 5.

- (a) The Board of Directors shall convene and organize immediately after the adjournment of the annual stockholders meeting.
- (b) Regular meetings of the directors shall be held at the office of the corporation in Craigmont, Idaho, or elsewhere as determined by the Board of Directors, and at such times and places as may be fixed by unanimous resolution of the Board.
- (c) Special meetings may be convened upon call of the president or three directors upon 12 hours notice to each director personally, or upon written notice 5 days after the mailing thereof to each director at his last known address as shown upon the books of the corporation. Such notice shall specify briefly the time, place and purpose of the meeting, and may be signed by the officers calling the meeting or by the secretary. Any and all business may be transacted at a special meeting. If all directors are present at such meeting, no prior notice shall be required.
- (d) A majority of the directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is obtained.

SECTION 6. From time to time the Board may appoint from their own number any committee or committees for any purpose, which shall have such powers as shall be specified in the resolution of appointment.

SECTION 7. It shall be the duty of the Board of Directors to:

- (a) Keep a complete record of all of its acts and of the proceedings of its meetings, and to present a full and complete statement at the regular meeting of the stockholders, showing in detail the condition of the affairs of the corporation.
- (b) Supervise generally all officers, agents and employees of the corporation, and to see that their duties are properly performed, and to fix their salaries and compensation.
- (c) Cause to be issued appropriate stock certificates to all stockholders of this corporation.
- (d) Install such system of bookkeeping and auditing that each stockholder may know and be fully advised from time to time of the true condition of the business affairs of the corporation. To accomplish this purpose, the Board of Directors of this corporation shall require an annual audit of the corporation's affairs and accounts by an expert accountant who shall file his report with the Board.

SECTION 8. That at the time of the adoption of these amended by-laws, the stockholders of this corporation shall be asked to approve the merger of this corporation with the Craigmont Grange Supply Co. In the event that this merger is accepted by the stockholders of this corporation and by the stockholders of the Craigmont Grange Supply Co. and becomes effective, the by-laws of this corporation, pursuant to the terms of the merger, shall become the by-laws of the surviving corporation. In the event that the merger is approved by the stockholders of this corporation and the stockholders of the Craigmont Grange Supply Co., the Board of Directors of this corporation, irrespective of any other Section of this Article, shall be composed as follows:

The Board of Directors of the Union Warehouse & Mercantile Company, composed of seven (7) directors, and the Board of Directors of the Craigmont Grange Supply Co., composed of five (5) directors, upon the effective date of the above merger, shall be combined and shall form an interim Board of Directors for the Union Warehouse & Mercantile Company, the surviving corporation. The interim Board of Directors of this corporation shall thus be composed of twelve (12) directors who shall serve as directors of this corporation after merger until the annual meeting of this corporation in the year 1968, at which time the terms of all directors of this, the surviving corporation, shall terminate. At the annual meeting of this, the surviving corporation, in the year 1968, seven (7) directors shall be elected, three (3) for a period of 3 years, two (2) for a period of 2 years, and two (2) for a period of one year, and they shall serve until their successors are elected and qualified. In all subsequent years, directors shall be elected to succeed the directors whose terms expire, and such directors shall be elected for a period of three (3) years.

SECTION 9. The directors shall receive no compensation, except that each director shall receive \$2.50 for each meeting at which he is present from roll call to adjournment.

ARTICLE III

OFFICERS

SECTION 1. The executive officers of the corporation shall be a President, Vice-president, secretary and treasurer, and assistant secretary. The President, Vice-president

Secretary and Treasurer shall be elected annually. The Assistant Secretary and Treasurer shall hold office at the pleasure of the Board of Directors. All officers shall be elected by the Board of Directors, and the President, Vice-president, secretary and treasurer shall be stockholders. One person may hold the office of secretary and treasurer.

SECTION 2. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the stockholders and execute all written instruments on behalf of the corporation when authorized. He shall perform all such other duties as are ordinarily incident to his office.

SECTION 3. In the absence of the President, or in case of a vacancy in the office of President, or in case of disability of the President or his inability to act, the duties of his office shall be performed by the Vice-president.

SECTION 4. The Secretary shall keep full and complete minutes of all proceedings of the stockholders and of the Directors. He shall keep all such corporate records as are required by law to be kept. He shall have custody of the corporate seal and shall affix the same to instruments requiring the seal of the corporation when so authorized; he shall perform all such other duties as are incident to his office or as may be required of him by the Board.

SECTION 5. The assistant secretary shall perform the duties of the secretary in case of absence of the secretary or his disability or his inability to act or of a vacancy in the office. He shall perform such other duties as may be required of him by the Board or by the secretary, with the same effect as if he were the secretary.

SECTION 6. The Treasurer shall keep the monies and securities of the corporation and shall perform such duties as are ordinarily incident to the office of Treasurer and such other duties as may be prescribed by the Board. The offices of secretary and treasurer or assistant secretary and treasurer may be held by the same person.

SECTION 7. The general manager shall be elected by and hold office at the pleasure of the Board. He shall perform such duties as are ordinarily incident to his office, and shall perform such other duties and exercise such other powers as may be prescribed

by the Board.

SECTION 8. In the event of merger of this corporation and the Craigmont Grange Supply Co. as set forth and described in Article 2, Section 8, the interim Board of Directors of this corporation which shall be the surviving corporation, shall select the officers and managers of this corporation. In the event the merger of said corporations becomes effective, such selection shall be made by the Board of Directors at its first meeting after the effective date of the merger.

ARTICLE IV MEMBERSHIP

SECTION 1. The members of this corporation shall be (a) producers who are engaged in the production of farm products for market in commercial quantities as defined from time to time by the Board of Directors, or (b) any firm or corporation or public institution which is engaged in the production of farm products in commercial quantities, or (c) any association which is engaged on a cooperative basis in the production, processing, canning, drying, packing, shipping, storing, warehousing, freezing, handling and/or marketing of farm products, or (d) any person owning or leasing land on which farm products are produced in commercial quantities and sharing the proceeds of the products thereof.

SECTION 2. Applicants shall become members upon approval of the Board of Directors and each member shall pay the corporation the sum of \$100.00 and shall receive therefor one share of the corporation's common stock evidencing his membership. No holder of common stock shall have more than one vote at any meeting of the corporation, regardless of the number of shares owned by him, and no stockholder shall own more than one-twentieth (1/20) of the issued common stock.

SECTION 3. In the event the Board of Directors of the corporation shall find after a hearing upon no less than two-thirds (2/3) vote of the Board of Directors, that any of the common stock of this corporation has come into the hands of any person who is not eligible for membership, or that the holder thereof has ceased to be an eligible member, he shall have no rights or privileges on account of such stock or voice or vote in the management

or affairs of the corporation (other than the right to participate in accordance with law in case of dissolution), and the corporation shall have the right at its option:

- (a) To purchase such stock at its reasonable value, which shall not exceed par value.
- (b) To require the transfer of any such stock to any producer approved by the Board of Directors at its reasonable value as above defined.
- (c) To required such holders of any such stock to convert the same into shares of preferred stock of equal value.

In the exercise of its rights to purchase or to require the transfer or conversion of common stock into preferred stock, if such holder fails to deliver the certificate or certificates evidencing the same, the corporation may cancel such certificate or certificates on its books, and issue a new certificate or certificates of common or preferred stock as the case may be to the person entitled thereto. In the event the corporation elects to purchase all of the common stock held by the member; the corporation may pay him the reasonable value thereof, or deposit to his order at the office of the corporation a sum equal to said reasonable value thereof, whereupon he shall cease to have any right or interest in said stock. Written notice of such deposit shall be given to such member by mailing such notice to his last known address as shown on the records of the corporation.

In the exercise of the fights to purchase or to require the transfer or conversion of common stock into preferred stock, the reasonable value of such stock shall be conclusively determined by the Board of directors, but in no event shall the reasonable value be declared to be in excess of the par value of such stock.

SECTION 4. All members must sign an agreement agreeing to comply with and abide by the by-laws of the corporation and the rules and regulations formulated by the Board of Directors for the government and guidance of said corporation, its officers and members, which are now in effect, or as hereafter amended.

SECTION 5. In order to further the purposes for which this corporation is formed by preventing those who are ineligible to subscribe to common stock from acquiring the same, no stock or certificate of stock of this corporation may be transferred by the holder thereof except with the consent and approval of the Board of Directors hereof, and then only

to such person as is eligible to subscribe for the same; and any attempt to transfer any stock or certificate of stock hereof except as described above shall vest no title thereto in the purchaser or receiver and no right to participate in the affairs of this corporation by reason thereof.

SECTION 6. In cases where both husband and wife living together as such hold common stock certificates in their separate names, it shall be considered that but one membership exists and but one vote shall be allowed either the husband or his wife being eligible to cast the vote:

SECTION 7. This corporation shall have a lien on all of its issued stock for all indebtedness of the holders thereof to the corporation.

ARTICLE V CAPITAL STOCK

SECTION 1. The capital stock of the corporation shall consist of common and preferred stock in the number of shares and of the par value as set forth in the articles of incorporation of this corporation.

SECTION 2. Common Stock: Membership in the corporation shall be evidenced by certificates of common stock to be issued by the corporation in such manner, form and device as the Board of Directors may prescribe, and shall not be transferable except to members of the corporation, and then only upon the prior written consent of the corporation endorsed upon the certificate of stock. Dividends on all common stock may be paid, if, as and when declared by the Board of Directors at a rate to be determined by the Directors, not exceeding 8% per annum.

The voting power of the members of the corporation shall be equal and each member shall have only one vote regardless of the number of shares of common stock which he may own. No person shall be issued or hold more than one (1) share of common stock.

SECTION 3. Preferred Stock: Preferred stock of the corporation shall be issued in such manner, form and device as the Board of Directors may from time to time prescribe and may be issued to evidence sums supplied by members and/or other persons as (a) retains

from returns made to patrons marketing farm products through the corporation, and/or utilizing the services of the corporation in the transporting, storing, processing, packing or otherwise handling the same, or (b) retains from margins resulting from the corporation's marketing and/or farm supply operations or (c) otherwise. The corporation may also from time to time issue or sell preferred stock at par for cash.

Dividends or interest upon all preferred stock may be paid if, as and when declared by the Board of Directors at a rate to be determined by the directors, not exceeding 5% per annum. Such dividends or interest shall not be cumulative.

Any patronage allocation may, at the direction of the Board of Directors, be paid in preferred stock of the corporation.

The holders of preferred stock shall have no vote or voice in the management and control of the corporation, nor shall they have any preference in dividends or distribution of assets, except as provided in the articles of incorporation or elsewhere in these by-laws.

SECTION 4. A stock register or such other permanent records as the Board of Directors shall determine, shall be kept in which shall be entered a complete record of each stock certificate issued.

SECTION 5. Rights and Priorities: No assignment or transfer of any certificate of common stock or preferred stock, whether voluntary or involuntary, shall be of any effect or entitle the assignee or transferee to any interest or right therein or to receive any money from the corporation until evidence of such assignment satisfactory to the corporation shall be submitted to it.

In calling or purchasing preferred and common stock, and in paying any interest or dividends thereon, and in paying over any money theretofore retained in the reserve fund, the corporation may rely solely upon its own records and shall not be liable to any person other than the person appearing by its records to be the owner thereof and entitled to receive money thereon.

No transfer or assignment of common or preferred stock shall be valid until all claims of the corporation against the registered holder thereof have been paid in full. Any certificate

of preferred or common stock in the possession of the corporation, may, at the corporation's sole election, be set off against any indebtedness of the record holder to the corporation.

SECTION 6. Liquidation: In the event of liquidation of the corporation, voluntary or involuntary, the assets of the corporation shall be applied upon the liabilities of the corporation in the following order of priority:

- (a) To payment of all indebtedness and liabilities of the corporation other than that represented by the corporation's capital stock;
- (b) To the payment of the par value to preferred stockholders for all outstanding preferred stock pro rata; together with dividends declared thereon and unpaid;
- (c) To the payment of the par value to common stockholders of all outstanding common stock pro rata; together with dividends declared thereon and unpaid;
- (d) To the payment of any patronage returns due for the then current fiscal year pro rata;
- (e) To the payment of reserves to persons from whom retained and/or by whom contributed according to the records of the corporation pro rata;
- (f) If any balance remains to be distributed among the patrons of the corporation in proportion to the dollar value of their combined marketing and purchasing through the corporation.

ARTICLE VI

OPERATION AND DISTRIBUTION OF MARGINS TO PATRONS

SECTION 1. The Board of Directors may provide for separate pools, departments and classifications in the marketing of farm products, and may establish different departments for dealing in farm supplies, and from time to time alter the same.

SECTION 2.

- (a) "Margins" made by this corporation are hereby defined to be the net proceeds derived from all business done for patrons after operating expenses, charges (including charges for carrying forward any operating loss of any preceding year and interest or dividends on the corporation's stock), have been deducted. All margins made by this corporation after its operations during any fiscal year shall be distributed to all patrons on a patronage basis; provided however, that the Board of Directors may establish rates of patronage returns in accordance with the outcome of the operations of the several pools, departments and classifications. The Board of Directors shall hold a meeting during the last month of each fiscal year at which they shall declare the years margin of this

corporation (if any) distributed, and shall determine the manner and form in which such margins shall be distributed to patrons, whether in cash, stock or other evidence of patronage retained or otherwise, and distribution in any such form shall constitute full performance of the corporation's obligation to the patrons to distribute margins hereunder.

- (b) Each person who hereafter applies for, and is accepted to membership in this cooperative, and each member of this cooperative, on the effective date of this by-law who continues as a member after such date, shall, by such act alone, consent that the amount of any distribution with respect to his patronage accruing after May 18, 1963 which are made in written notice of allocation, (as defined in 26 . U.S.C .1388) and which are received by him from the cooperative shall be taken into account by him at their stated dollar amounts in the manner provided in 26 . U.S.C. 1385 (a) in the taxable year in which such written notices of allocation are received by him.

SECTION 3. Prior to actual distribution, the directors of the corporation shall be authorized to use any of the funds in the possession of the corporation or any of the property or assets of the corporation for any of the purposes or activities of the corporation within the general provisions of the Articles of Incorporation of this corporation.

SECTION 4. Any moneys or funds, or rights or interests or property represented by any check (except one issued for the purpose of being a "qualified check" under the provisions of 26 . U.S.C. 1388 (c) (2) (c), stocks, certificates or other right issued by the corporation to any person or called from such person for payment by the corporation, which remains outstanding or uncashed or which (after the corporation has mailed such check, draft, certificate, notice of call, or other writing to such person at his last known address) remains unclaimed or undelivered 6 years and one day after the date of such issuance or call, shall be transferred by the corporation to a special fund hereby designated as the "Education and Research Fund." Each member and each patron of the corporation hereby grants and gives to the corporation as a free and voluntary gift all such money, funds, rights, interest and property as of said date, 6 years and one day after the date of such issuance or call to be used by the corporation for such research and educational purposes as the corporation's Board of Directors may determine to be for the benefit and advances of the industry of producing and marketing of farm products or farmers.

ARTICLE VII

STOCK CERTIFICATES

SECTION 1. Common Stock Certificates:

(a) Each certificate of common stock shall have the following statement printed on its face:

The stock evidenced hereby may be purchased, owned, and/or held only by producers who shall patronize the corporation in accordance with uniform terms and conditions prescribed thereby and only such producers shall be regarded as eligible members of the corporation. No stockholder shall have more than one vote in any meeting of the association, regardless of the number of shares owned by him. In the event the Board of Directors of the corporation shall find, following a hearing, that any of the stock evidenced hereby has come into the hands of any person who is not eligible for membership, or that the holder thereof has ceased to be an eligible member, he shall have no rights or privileges on account of such stock or vote or voice in the management or affairs of the corporation (other than the right to participate in accordance with the law in case of dissolution), and the corporation shall have the right, at its option (a) to purchase such stock at its reasonable value, which shall not exceed par value, (b) to require the transfer of any such stock at its reasonable value as above defined to any person eligible to hold the same, or (c) to require the holder of this certificate to convert the same into shares of preferred stock of equal value.

In exercising its right to purchase or require the transfer of conversion into preferred stock of this certificate of common stock, if such holder fails to deliver this certificate, the corporation may cancel it on its books and issue a new certificate or certificates of common or preferred stock, as the case may be, to the party entitled thereto.

The stock evidenced hereby may be transferred only with the consent of the Board of Directors of the corporation and on the books of the corporation and then only to persons eligible to hold the same, and no purported assignment or transfer of any such stock shall pass to any person not eligible to hold the same, any rights or privileges on account thereof, or vote or voice in the management or affairs of the corporation.

This corporation has a lien on the stock evidenced hereby for all indebtedness of the holder to the corporation. Dividends of not to exceed eight per cent (8%) per annum may be paid on the common stock evidenced hereby, if, when and as declared by the Board of Directors.

SECTION 2. Preferred Stock Certificates: Each certificate of preferred stock of this corporation shall have the following statement on its face:

The preferred stock of this corporation may be owned or held by anyone, shall carry no voting rights and may be transferred only on the books of the corporation; 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 corporation, provided said stock is redeemed in the same order as originally issued by years and on the failure to deliver the certificate or certificates evidencing any such stock, the corporation may cancel the same on its books. Stock which has been redeemed may, in the discretion of the Board of Directors, be re-issued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividends declared thereon and unpaid; and such stock shall not bear dividends after it has been called for redemption. Non-cumulative dividends of not to exceed five per cent (5%) per annum may be paid thereon, if, when and as declared by the Board of Directors. At the discretion of the Board of Directors, all dividends or distributions of the corporation or any part thereof may be paid on certificates representing fractional parts thereof, subject to conversion into full shares. 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 corporation. Upon dissolution or distribution of the assets of the corporation, 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 distribution is made on the common stock.

ARTICLE VIII

FISCAL YEAR

The fiscal year of this corporation shall end on the last Saturday of May of each year.

ARTICLE IX

MISCELLANEOUS

SECTION 1. Business done with non-members shall be upon the agreement of said non-members to accept patronage dividends as provided for herein in the form of credit as payment for stock, and, when a sum has accrued sufficient to entitle such non-member to membership, he may be admitted to membership if otherwise eligible.

SECTION 2. DISTRIBUTION OF EARNINGS: Without regard to the foregoing, every stockholder, on becoming such, thereby authorizes and directs that all net earnings or savings of every character effected by this association, which are distributable to the stockholders, shall first be applied to the payment of any stock subscription or indebtedness owed by him to the corporation.

SECTION 3. Patronage dividends in an aggregate amount of less than One Dollar (\$1.00) payable to any person or party who is not a stockholder, if not called for at the office of the association within sixty (60) days after payment thereof has been authorized by resolution of the board of directors, shall be transferred on the books of the corporation to the "Educational Fund."

SECTION 4. It shall be the policy of this corporation to establish a system for the redemption of stock and equities in this corporation held by estates, non-producers or non-potential producers. A non-producer is defined as a person who no longer actively engages in the farming or livestock industry. A non-potential producer is defined as a person who no longer is the owner of farm or grazing lands, and is unlikely to become engaged in farming or livestock production in future years.

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and amended at any meeting of the stockholders or at any special meeting of the stockholders thereof called for that purpose by an affirmative vote of two-thirds (2/3) of the stockholders present at such meeting.

Adopted: December 14, 1967.

CERTIFICATION OF THE CRAIGMONT GRANGE SUPPLY CO.

The undersigned certifies:

That I am the duly qualified and elected secretary of the Craigmont Grange Supply Co.

That a meeting of the Board of Directors of the Craigmont Grange Supply Co. was duly and regularly called and held in accordance with law and the by-laws of the corporation, on the 7th day of November, 1967 for the purpose of signing the plan and agreement of merger and adopting the resolution stated in Paragraph 10 (a) of the plan and agreement of merger.

That at said meeting the plan and agreement of merger was signed by the entire Board of Directors of said corporation, and the resolution stated in Paragraph 10 (a) of the plan and agreement of merger was duly and regularly adopted by a unanimous vote of all of the directors of said corporation; and as part of said resolution the time and place was fixed for a meeting of the stockholders of said corporation as therein provided for.


That the notice of meeting and proposed resolution as set forth in Paragraph 10 (b) of said plan and agreement of merger with the time and place of said meeting stated therein, together with a copy of the entire plan and agreement of merger, amended articles of incorporation and amended by-laws were mailed to all the stockholders of the corporation entitled to vote thereon, addressed to them at their last known post office address as shown by the records of the corporation more than 10 days in advance of the meeting date stated in the respective notices.

That the meeting of the stockholders of the Craigmont Grange Supply Co. as called by said notice was duly regularly and separately held in accordance with law and the by-laws of said corporation, on the 15th day of December, 1967; that a quorum was present as provided by the by-laws of the corporation; that a vote was taken upon the proposed resolution set forth in Paragraph 10 (b) of said plan and agreement of merger. The total number of stockholders entitled to vote was 57, and that 51 votes were cast for the adoption of said resolution, and 6 votes were cast against adoption of said resolution.

That more than two-thirds of the stockholders present and voting at said meeting

voted in favor of the adoption of the resolution. That the said proposed resolution was accordingly duly and regularly adopted by the Craigmont Grange Supply Co., and that said corporation has thereby duly and regularly (a) adopted and entered into the within and foregoing plan and agreement of merger, and (b) adopted the within and foregoing amended articles of incorporation and amended by-laws for the corporation resulting from said merger, the name of which henceforth shall be the Union Warehouse and Mercantile Company.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Craigmont Grange Supply Co. on this 23 day of December, 1967.


Secretary

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 23rd day of December, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared IVER LONGETEIG, known to me to be the secretary of the Craigmont Grange Supply Co. and the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.


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


Notary Public for State of Idaho
Residing at Craigmont, Idaho

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 15th day of December, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared AUBREY PRATT, ROBERT L. HOUSTON, IVER LONGETEIG, DWAIN BOVEY and JOY WOODRUFF, known to me to be all the officers and directors of the Craigmont Grange Supply Co., the corporation that executed the within and foregoing instrument, and acknowledged to me that such corporation executed the same.

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


Notary Public for State of Idaho
Residing at Craigmont, Idaho

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 15th day of December, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared AUBREY PRATT and IVER LONGETEIG, known to me to be the president and secretary respectively of the Craigmont Grange Supply Co., the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

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


Notary Public for State of Idaho
Residing at Craigmont, Idaho

CERTIFICATION OF
UNION WAREHOUSE AND MERCANTILE COMPANY

The undersigned certifies:

That I am the duly qualified and elected secretary of the Union Warehouse and Mercantile Company.

That a meeting of the Board of Directors of the Union Warehouse and Mercantile Company was duly and regularly called and held in accordance with law and the by-laws of the corporation, on the 7th day of November, 1967 for the purpose of signing the plan and agreement of merger and adopting the resolution stated in Paragraph 10 (a) of the plan and agreement of merger.

That at said meeting the plan and agreement of merger was signed by the entire Board of Directors of said corporation, and the resolution stated in Paragraph 10 (a) of the plan and agreement of merger was duly and regularly adopted by a unanimous vote of all of the directors of said corporation; and as part of said resolution the time and place was fixed for a meeting of the stockholders of said corporation as therein provided for.

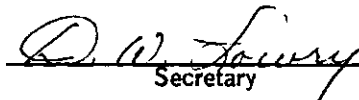
That the notice of meeting and proposed resolution as set forth in Paragraph 10 (b) of said plan and agreement of merger with the time and place of said meeting stated therein, together with a copy of the entire plan and agreement of merger, amended articles of incorporation and amended by-laws were mailed to all the stockholders of the corporation entitled to vote thereon, addressed to them at their last known post office address as shown by the records of the corporation more than 10 days in advance of the meeting date stated in the respective notices.

That the meeting of the stockholders of the Union Warehouse and Mercantile Company as called by said notice was duly, regularly and separately held in accordance with law and the by-laws of said corporation, on the 14th day of December, 1967; that a quorum was present as provided by the by-laws of the corporation; that a vote was taken upon the proposed resolution set forth in Paragraph 10 (b) of said plan and agreement of merger. The total

number of stockholders entitled to vote was 51 , and that 41 votes were cast for the adoption of said resolution, and 10 votes were cast against adoption of said resolution.

That more than two-thirds of the stockholders present and voting at said meeting voted in favor of the adoption of the resolution; the said proposed resolution was duly and regularly adopted by the Union Warehouse and Mercantile Company, and that said corporation has duly and regularly adopted and entered into the within and foregoing plan and agreement of merger, and adopted the within and foregoing amended articles of incorporation and amended by-laws for the corporation resulting from said merger, the name of which henceforth shall be the Union Warehouse and Mercantile Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Union Warehouse and Mercantile Company on this 27th day of December, 1967.


Secretary

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 27th day of December, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared D. W. LOWRY, known to me to be the secretary of the Union Warehouse and Mercantile Company and the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

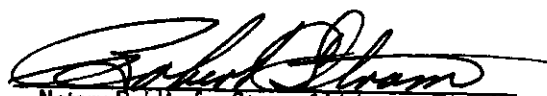
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for State of Idaho
Residing at Craigmont, Idaho

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 14th day of December, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared W. W. RIGGERS, CLYDE BURNS, D. W. LOWRY, LEO E. BOVEY, H. DAMMROSE, RALPH J. MELCUM and TITUS PAUL, known to me to be all the officers and directors of the Union Warehouse and Mercantile Company, the corporation that executed the within and foregoing instrument, and acknowledged to me that such corporation executed the same.

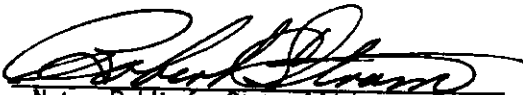
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for State of Idaho
Residing at Craigmont, Idaho

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 14th day of December, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared W. W. RIGGERS and D. W. LOWRY, known to me to be the president and secretary respectively of the Union Warehouse and Mercantile Company, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

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


Notary Public for State of Idaho
Residing at Craigmont, Idaho