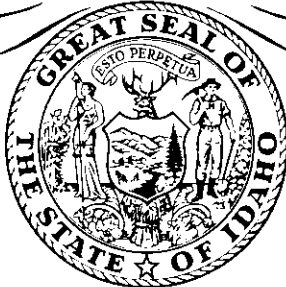


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA

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

FARM BUREAU FINANCE CO., INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **first** day of **July** 19 **71**, original articles of amendment, as provided by Section **s 30-146 and 30-147, Idaho Code,** **increasing the authorized capital to \$1,250,000.00**

and that the said articles of amendment contain the statement of facts required by law, and are **to be** recorded on ~~film~~ **microfilm** 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 **first** day of **July**, A. D., 19**71**.

Secretary of State

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
FARM BUREAU FINANCE CO., INC.

BE IT RESOLVED, that whereas, on the 1st day of July, 1964, the Articles of Incorporation were amended and recorded in the office of the Secretary of State to increase the authorized capital stock of the Corporation, from \$25,000 to \$250,000, divided into 2,500 shares of Common Class A stock and 22,500 shares of Common Class B stock; and

WHEREAS, on the 28th day of April, 1967, and as a result of a shareholder's meeting of July 18th, 1966, a purported Amendment to the Articles of Incorporation was recorded in the office of the Secretary of State for the authorizing of capital stock of \$25,000 divided into 250 shares Common Class A and 2,500 shares Common Class B, and further amending the Articles of Incorporation to provide that the privileges, restrictions, and qualifications of Common Class A stock and Common Class B stock shall be equal; and

WHEREAS, the said shareholders meeting held on the 18th day of July, 1966, for the purpose of amending the Articles of Incorporation, amended only that portion relative to the privileges, restrictions and qualifications of the common stock, and did not authorize any change to the authorized capital stock of the Corporation, and said proposed Amendment recorded in the office of the Secretary of State, dealing with the authorized capital stock is in error and was not authorized by the shareholders of said Corporation;

NOW, THEREFORE, IT IS HEREBY RECORDED that that portion of the Amendment of the Articles of Incorporation recorded in the office of the Secretary of State, April 28th, 1967, declaring the authorized capital stock of this Corporation to be \$25,000 is in error and was never authorized by the shareholders of the said Corporation and is hereby declared to be null and void; that the operation of this Corporation being on the authorized capital stock of \$250,000 from July 1st, 1964, is hereby ratified and accepted.

NOW BE IT FURTHER RESOLVED, that the amount and limit of the Common Class A and Common Class B stock is declared to be \$250,000 divided into the following:

2,500 shares of Common Class A stock with a par value of \$10.00 per share and 22,500 shares of Common Class B stock, with a par value of \$10.00 per share; said Common Class A and Common Class B stock to be alike in all respects.

BE IT FURTHER RESOLVED that the authorized capital stock of this Corporation be increased, and the issuance thereof authorized of preferred stock, in the amount of \$1,000,000, divided into 10,000 shares, par value \$100 per share, said preferred stock to have no voting rights but to be issued at six (6) per cent per annum dividend, said dividend rights to be cumulative, and upon liquidation of the Corporation said stock to be entitled to receive out of the assets of the Corporation and before any payment to Common stockholders, the sum of \$100 per share plus any unpaid accumulated dividends.

BE IT FURTHER RESOLVED that Article VI of said Articles of Incorporation of the Farm Bureau Finance Co., Inc., as amended, be and the same are, hereby amended, so as to read as follows:

ARTICLE VI.

The amount of the total authorized capital stock of this Corporation shall be \$1,250,000, divided as follows:

(a) COMMON STOCK:

2,500 shares of the par value of \$10.00 per share, said shares to be designated as Common Class A stock.

22,500 shares of the par value of \$10.00 per share, said shares to be designated as Common Class B stock.

The privileges, restrictions, and qualifications of the Common Class A stock and the Common Class B stock shall be equal.

(b) PREFERRED STOCK:

10,000 shares of the par value of \$100 per share, said shares to be designated as Preferred Stock and shall be six (6) per cent

cumulative dividend stock with preferred rights on liquidation, the privileges, restrictions and qualifications of Preferred Stock to be as follows:

The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of any assets of the Corporation available for dividends pursuant to the laws of the State of Idaho, preferential dividends at the rate of six (6) per cent per annum of the par value thereof per share per annum, payable on such days as may be determined by the Board of Directors, and before any dividend shall be declared or paid upon or set apart for the common stock. Such dividends upon the preferred stock shall be cumulative from the date of the issue thereof, so that if dividends for any past dividend period, at the rate of six per cent per annum of the par value thereof per share, per annum, shall not have been paid thereon, or declared, and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without interest, before any dividend shall be paid upon or set apart for the common stock. Whenever the full dividend upon the Preferred Stock for all past dividend shall have been paid, and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereon shall be set apart, dividends upon the common stock may be declared by the Board of Directors, out of the remainder of the assets available therefore.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the Preferred Stock shall be entitled, before any assets of the Corporation shall be distributed among or paid over to the holders of the common stock, to be paid \$100 per share, together with a sum of money equivalent to the dividends at the rate of six per cent per annum on the par value thereof from the date upon which dividends thereon become cumulative to the date of payment thereof, less the amount of dividends theretofore paid thereon. After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, according to the number of shares held by each. If, upon liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratable among the holders of the preferred stock.

The holders of the preferred stock shall not be entitled to vote with respect to their holdings of preferred stock, nor shall they be entitled to receive notice of any of the meetings of the shareholders.

The holders of preferred stock shall be entitled to share in any special dividend, in addition to the six per cent preferential dividend, as may be declared by the Board of Directors and upon such terms and conditions as provided by the Board of Directors.

At a meeting of the stockholders of the Farm Bureau Finance Co., Inc., held on the 28th day of May, 1971, notice of said proposed meeting having been given by mail, dated April 28th, 1971, and at which meeting 100 per cent of the holders of all shares of said Corporation were present and signed a waiver of notice of meeting, the foregoing Resolutions were adopted by the affirmative vote unanimously of the total number of shares of the Common Class A stock and Common Class B stock outstanding, said stock being the voting stock of the Corporation, the vote on said Resolutions being as follows:

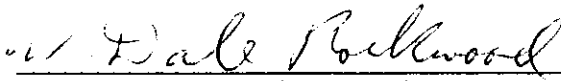
Total number of shares of Common Class A and Common Class B stock outstanding	25,000
Total number of shares of Common Class A and Common Class B stock represented at the meeting	25,000
Total number of shares of Common Class A and Common Class B voted in favor of the Resolutions	25,000
Total number of shares of Common Class A stock and Common Class B stock voted against the Resolutions	0

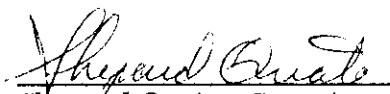
The undersigned hereby certify that this is a true and correct report:

(a) of the number of days notice given by mail of the meeting of said stockholders of this Corporation held on the above-mentioned date and the waiver signed by all stockholders therefor;

(b) of the Resolutions adopted at said meeting; and

(c) the total number of shares represented at said meeting and of the total number of shares voted for and against said Resolutions; and the undersigned further certify that a complete list of the stockholders voting upon said Resolutions and the number of shares voted by each is on file with said Corporation.


W. Dale Rockwood, President


Shepard Quate, Secretary

STATE OF IDAHO)
 ss.
County of Bannock)

W. DALE ROCKWOOD and SHEPARD QUATE, each being separately sworn
on his oath, deposes and says:

That on the 28th day of May, 1971, at 10:00 o'clock a.m. of said day, a meeting
of the stockholders of the Farm Bureau Finance Co., Inc. was held at the offices of said
Corporation in Pocatello, Idaho; that W. Dale Rockwood is the President of said Corpora-
tion and that Shepard Quate is the Secretary of said Corporation, and acted as Secretary
at said meeting.

That each has read the above and foregoing Articles of Amendment setting forth
the proceedings of said meeting, the action taken at said meeting, and that the facts as to
the calling of said meeting and giving notice thereof, and the facts stated in the said certifi-
cates are true of his own knowledge.

W. Dale Rockwood
W. Dale Rockwood

Shepard Quate
Shepard Quate

SUBSCRIBED AND SWORN TO before me this 8 day of June, 1971.

Leon J. Smith
NOTARY PUBLIC for the State of Idaho

Residence: Pocatello Idaho.

(SEAL)