

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

NEEPERCE ROCHDALE COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **9th** day of **July** 19 **69** original articles of amendment, as provided by Section **30-146 and 30-133, Idaho Code,** amending **Article V**

and that the said articles of amendment contain the statement of facts required by law, and are ~~will 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 **9th** day of **July**, A. D., 19**69**.

Secretary of State

AMENDMENTS TO THE ARTICLES OF INCORPORATION

OF

NEZPERCE ROCHDALE COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we the Board of Directors, John Koepl, the President and H. J. Barbee, the Secretary of Nezperce Rochdale Company, a corporation, do hereby make and subscribe these amendments to the original articles of incorporation, under which the Nezperce Rochdale Company, a corporation was incorporated under the laws of the State of Idaho, and we hereby certify that the amendments are and shall be as follows:

ARTICLE I.

That Article I, being the article which sets forth and designates the name of the said corporation, shall not be amended, and that the name of the said corporation shall remain, NEZPERCE ROCHDALE COMPANY.

ARTICLE II.

That Article II of the original articles is hereby amended to be and read as follows:

That the purposes for which this corporation is formed and its articles hereby amended shall be and are:

To associate ourselves, all of whom are engaged in the production of agricultural products together, for the purpose of forming and operating a cooperative association, without capital stock, under the provisions of the Cooperative Marketing Act of the State of Idaho, and to acquire and/or handle and market the agricultural products or any of the products derived therefrom of its members, and to engage in any activity in connection with the production, marketing, picking, gathering, harvesting, receiving, assembling, handling, grading, standardizing, packing, preserving, drying, processing, transporting, shipping, storing, financing, advertising, selling, and distributing of any of the agricultural products delivered by its members and any of the products derived therefrom and in connection with the purchase or use by and/or for its members of supplies, machinery and equipment, all in any capacity and on any cooperative basis that may be agreed upon.

ARTICLE III.

That Article III of the original articles of incorporation is hereby amended to be as follows:

This corporation shall have the following powers:

(a) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments and advances to members.

(b) To act as the agent or representative of any member or members in any of the activities mentioned in Article II hereof.

(c) 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 the corporation, or incidental thereto.

(d) To draw, make accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this corporation is formed and to give a lien on any of its property as security therefor.

(e) To acquire, own, and develop and interest in patents, trade-marks, and copyrights connected with or incidental to the business of the corporation.

(f) To transact business with or for nonmembers in an amount not greater in value than the business which it transacts with its members.

(g) To cooperate with other similar associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this association is formed, and/or to become a member or stockholder of such agencies as now are or hereafter may be in existence.

(h) To have and 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 association is formed, except such as are inconsistent with the express provisions of the act under which this association is incorporated, and to do any such thing anywhere; but the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this corporation, all of which are hereby expressly claimed.

ARTICLE IV.

That Article IV of the original articles of incorporation is hereby amended to be as follows:

That the term for which this corporation shall exist shall be extended to fifty years.

ARTICLE V.

That Article V of the original articles of incorporation is hereby amended to be as follows:

The principal place of business of this corporation shall be Nezperce, Lewis County, State of Idaho.

ARTICLE VI.

That Article VI of the original articles of incorporation is hereby amended to be as follows:

That the number of Directors of this corporation shall be nine (9), and that hereafter all directors shall be elected for a term of three years and in accordance with the provisions of the bylaws of this corporation. That the names and address of the nine directors now duly elected, qualified and acting, are as follows:

Name	Address
John Koepl, Director and President	Nezperce, Idaho
John Schlader, Director and Vice-President	Nezperce, Idaho
Emile Braun, Director	Nezperce, Idaho
M. T. Farris, Director	Nezperce, Idaho
Earl Reinhardt, Director	Nezperce, Idaho
Lee Chandler, Director	Nezperce, Idaho
Roy Gehrke, Director	Nezperce, Idaho
Martin Ladreiter, Director	Nezperce, Idaho
P. A. Olson, Director	Nezperce, Idaho
H. J. Barbee, Secretary	Nezperce, Idaho

ARTICLE VII.

That a new article shall be added as Article VII and which shall be as follows:

This corporation shall not have any capital stock, but shall admit applicants to membership upon such uniform conditions as may be prescribed by the board of directors of the association, or in its bylaws. This corporation shall be operated on a cooperative basis for the mutual benefit of its members as producers, and membership in the association shall be restricted to producers, who shall patronize the association.

The voting rights of the members of the corporation shall be equal and no member shall have more than one vote. The property rights and interests of members in the corporation 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 members with the corporation. New members admitted to membership shall be entitled to share in the property of the corporation in accordance with the foregoing general rule and the by-laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and affixed the corporate seal of the said corporation, in accordance with a proper resolution of the Board of Directors and assent thereto by the members of said corporation in accordance with its bylaws all duly passed and approved on this the 11th day of July, 1944.

John Schlader (SEAL)
Director and Vice-President.
Erville Braun (SEAL)
Director.

Director. (SEAL)
Earl Reinhardt (SEAL)
Director.

Lee Chandler (SEAL)
Director.

Ray White (SEAL)
Director.

Martin LaRiviere (SEAL)
Director.

P. W. Olson (SEAL)
Director.

Attest:-

H. J. Barbee (SEAL) Secretary.
John Koepf (SEAL) President.

STATE OF IDAHO :
County of Lewis : ss

On this the 11th day of July, 1944, before me, G. C. Pennell, a Notary Public for the State of Idaho, personally appeared John Schlader, Member; John Koepf, President and Member; and H. J. Barbee, Secretary; of Nezperce Rechedale Company, a corporation, and the corporation that executed the 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.

G. C. Pennell
Notary Public for State of Idaho,
Residing at Nezperce, Idaho
My Commission expires May 24, 1947.

CERTIFICATE OF AMENDMENT OF ARTICLES
OF INCORPORATION.

STATE OF IDAHO :
 : ss
County of Lewis :

We, the undersigned, John Koepf, the President and H. J. Barbee, as Secretary, of Nezperce Rochdale Company, a corporation organized and existing under and by virtue of the laws of the State of Idaho, and with its principal place of business at Nezperce, in Lewis County, Idaho, DO HEREBY CERTIFY:

That on the 11 day of July, 1944, in the Village of Nezperce, Idaho, a meeting of the Board of Directors was held, pursuant to due and legal notice and call for the purpose of amending the articles of incorporation of the said corporation aforesaid, and which purpose was included in the notice of such meeting, and that at such meeting of the Board of Directors so held on said date a resolution was duly passed and approved by the unanimous vote of the said Board of Directors to amend the articles of said corporation.

That thereafter and on the 11 day of July, 1944, a meeting of the members of the said corporation aforesaid, was also had in Nezperce, Idaho, and at which said meeting the said Resolution of the Board of Directors to amend the said articles of incorporation, was approved and assented to by more than a 2/3 majority of the members present and voting at such meeting, and we further certify that more than a quorum was present at said meeting of said members.

That a copy of the Amendments to the articles of incorporation, the said resolution of the board of directors, and the resolution of the members and the assent of the members to such amended articles are hereto attached and made a part hereof.

IN WITNESS WHEREOF, we have signed and executed this certificate and caused the seal of said corporation to be hereto attached and affixed, on this the 11 day of July, 1944.

Attest:-

H. J. Barbee
Secretary

John Koepf
President

STATE OF IDAHO :
: ss
County of Lewis :

John Koepl and H. J. Barbee, whose names are subscribed to the above certificate being duly sworn, each for himself says; that he is the President and Secretary, respectively, of Nezperce Roehdale Company, a corporation and the corporation mentioned in the above certificate, and that the same is true and correct.

John Koepl
H. J. Barbee

Subscribed and sworn to before me this the 11 day of July, 1944.

G. C. Pennell
Notary Public for State of Idaho,
Residing at Nezperce, Idaho,
My Com. expires, May, 24, 1947

RESOLUTION OF MEMBERS

APPROVING RESOLUTION OF BOARD OF DIRECTORS

TO AMEND ARTICLES OF INCORPORATION.

RESOLVED, that the resolution of the Board of Directors of the Nezperce Rochdale Company, a corporation, heretofore adopted to amend the articles of incorporation of the said corporation aforesaid, in accordance with a true and correct copy thereof which is hereto attached, BE, AND THE SAME IS HEREBY APPROVED, by a vote of more than 2/3 majority of the members present at this meeting and voting.

IN WITNESS WHEREOF, we, John Koepl as President, and Chairman of the meeting and H. J. Barbee as Secretary have hereunto set our hands this the 11 day of July, 1944.

(Seal)

Attest:-

H. J. Barbee
Secretary

John Koepl
President and Chairman

ASSENT OF MEMBERS TO AMEND ARTICLES OF INCORPORATION.

We, the undersigned, being more than 2/3 of the members of the Nezperce Rochdale Company a corporation, present on this the 11 day of July, 1944, at a meeting duly called for the purpose of amending the articles of incorporation and the bylaws of said corporation, hereby assents and approves the resolution of the Board of Directors and the Members to amend the articles of incorporation in accordance with the copy thereof which is hereto attached.

IN WITNESS WHEREOF, we, John Koepl as President and Chairman of the meeting and H. J. Barbee as Secretary, have hereunto set our hands this the 11 day of July, 1944.

Attest:-

H. J. Barbee
Secretary

John Koepl
President and Chairman

(Seal)

RESOLUTION OF THE BOARD OF DIRECTORS OF NEZPERCE ROCHDALE COMPANY
A CORPORATION, TO AMEND THE ARTICLES OF INCORPORATION.

BE IT RESOLVED, by the Board of directors, and by the unanimous vote thereof, that the original Articles of Incorporation, of the Nezperce Rochdale Company, a corporation organized and existing under and by virtue of the laws of the State of Idaho, and with its principal place of business at Nezperce, Idaho, shall be amended in accordance with a true and correct copy thereof which is hereto attached and by this reference made a part hereof, and styled "AMENDMENTS TO THE ARTICLES OF INCORPORATION OF NEZPERCE ROCHDALE COMPANY"

IN WITNESS WHEREOF, we, the Board of directors of the said Nezperce Rochdale Company, a corporation have hereunto set our hands on this the 11 day of July, 1944.

John Keogh
John Schlader
Emile Brown
Carl Reinhardt
Lee Chandler
Roy Schike
Martin Lachert
Pa Olson
Board of Directors

III

IN WITNESS WHEREOF, the Board of Directors of the said Nexperce Rochdale Company, a corporation, by direction of its members and by a majority vote of its members, have hereunto set their hands and seals, this the 11 day of July, 1944.

NEZPERCH ROCHDALE COMPANY, a corporation



Director

(SEAL)

(SEAL)

(SEAL)

(SEAL)

(SEAL)

(SEAL)

(SEAL)

(SEAL)


(SEAL)

Directors

STATE OF IDAHO :
: ss
County of Lewis :

On this the 11 day of July, 1944, before me, G. C. Pennell, a Notary Public for the State of Idaho, personally appeared, John Koepl, John Schlader, Emil Braun, ~~W. T. Farris~~, Earl Reinhardt, Lee Chandler, Roy Gehrke, Martin Laidreiter, and P. A. Olson, personally known to me to be the Board of Directors of Nezperce Rockdale Company, a corporation, and acknowledged to me that they as such Board of Directors and the said corporation aforesaid executed the above and foregoing instrument.

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 Nezperce, Idaho,
My Com. expires May, 24, 1947