



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

~~PETE T. GENARRUSA~~
I, ~~ARNOLD WILSON~~, 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

ALPINE CLEAN FOOD, 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 May 19 73, original articles of amendment, as provided by Section^s 30-146 and 30-147, Idaho Code, amending Articles II, III, IV, V and VI

and that the said articles of amendment contain the statement of facts required by law, and are recorded on ~~Form No.~~ 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 May, A. D., 19 73.

Secretary of State

AMENDMENT TO ARTICLES OF
INCORPORATION OF
ALPINE CLEAN FOOD, INC.

BE IT KNOWN, that we, the undersigned, President and Secretary, respectively, of ALPINE CLEAN FOOD, INC. do hereby certify in accordance with the provisions of Section 30-146, Idaho Code, as follows:

1. That a meeting of the shareholders of the issued and outstanding stock of ALPINE CLEAN FOOD, INC. was held at Heyburn, Idaho, at six o'clock p.m. on the 2nd day of April, 1973, pursuant to notice given more than thirty days prior to said meeting at which meeting all the issued and outstanding common stock was represented in person or by proxy.

2. That at said meeting, the following resolution was unanimously adopted, to-wit:

"BE IT RESOLVED that Articles II, III, IV, V and VI of the Articles of Incorporation of ALPINE CLEAN FOOD, INC. be amended by deleting the articles and inserting in their place the articles as set forth on Exhibit "A" issued fully and completely as set forth therein.

And by the addition of Articles VII, VIII, IX, X and XI.

The total number of shares the corporation will be authorized to have is 10,000 shares having a par value of \$25.00 each.

And that the President and Secretary be, and they are hereby, authorized and directed to prepare a duly certified certificate of this amendment to the Articles of Incorporation, and to file the same with the Secretary of State of the State of Idaho, and at such other places as are necessary and/or convenient."

3. We do further certify that the undersigned are authorized, empowered and directed by the shareholders so assembled to cause proper articles of amendment to the articles

of incorporation to be prepared, executed and filed as provided by the laws of Idaho.

IN WITNESS WHEREOF, we, the President and Secretary of said corporation, do, on behalf of said corporation, execute the following articles of amendment to the articles of incorporation of ALPINE CLEAN FOOD, INC. in triplicate this 30th day of April, 1973.

ALPINE CLEAN FOOD, INC.

By

President

ATTEST:

By

Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 30 day of April, 1973, before me, the undersigned, a Notary Public in and for said State, personally appeared LEE EMMETT MOYLE and ELLA W. MOYLE to me known to be the President and Secretary of ALPINE CLEAN FOOD, INC., the within named corporation, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

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

Merley A. Pichman
Notary Public for Idaho
Residing at Boise, Idaho

EXHIBIT "A"

SECOND

The purposes and objects for which the Corporation is formed are:

(a) The processing, cleaning, and marketing of poultry, fish, and animal by-products, and the preparation of such by-products for animal consumption, and to buy, sell, and use grain and cereal in the operation of its business;

(b) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

(c) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(d) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership; including the right to vote thereon;

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(g) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this Corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly;

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(i) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(j) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;

(k) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (k) inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation;

THIRD

The Corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the Corporation is Heyburn, Idaho 83336.

FIFTH

The amount of the capital stock of this Corporation shall be, and is 10,000 shares of stock at par value of \$25.00 each, making an aggregate stock of \$250,000.00, which stock shall not be issued until fully paid for and once so issued shall be non-assessable.

SIXTH

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

SEVENTH

The number of Directors of the Corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

EIGHTH

Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the Corporation shall first be offered to the stockholders of the Corporation.

NINTH

A voluntary sale, lease or exchange of all of the property and assets of the Corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the Corporation.

TENTH

No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or of such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ELEVENTH

The Board of Directors is expressly authorized to repeal and amend by By-Laws of the Corporation and to adopt new By-Laws, and the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.