

**FILED EFFECTIVE**

2012 SEP 20 PM 2:55

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
REINKE GRAIN COMPANY, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, DAVID W. REINKE, hereby certifies that:

1. He is the duly elected and acting President of REINKE GRAIN COMPANY, INC., a corporation organized and existing under the laws of the state of Idaho (the "Corporation");
2. The name of the Corporation is REINKE GRAIN COMPANY, INC.;
3. The date of filing of the original Articles of Incorporation of this Corporation with the Secretary of State of the State of Idaho was July 1, 1965, as amended on May 17, 1979;
4. The following Amended and Restated Articles of Incorporation of the Corporation were approved on September 17, 2012, by the unanimous consent of the Board of Directors and shareholders of the Corporation in accordance with Section 30-1-1003 of the Idaho Business Corporation Act (the "Act")
5. The number of votes cast approving the Amended and Restated Articles of Incorporation by each voting group was sufficient for approval in accordance with the Act; and

The text of the Amended and Restated Articles of Incorporation are amended and restated in their entirety in accordance with Sections 30-1-1003 and 30-1-1007 of the Act to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is Reinke Grain Company, Inc.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE IV  
Authorized Shares**

The corporation is authorized to issue 600 shares of common stock, consisting of 6 shares of Class A Voting Common Stock, no par value and 594 shares of Class B Non-Voting Common Stock, no par value.

IDAHO SECRETARY OF STATE  
09/20/2012 05:00  
CK: NONE CT: 2185 PH: 1340654  
1 # 38.00 = 38.00 AMEND PRDF # 2  
1 # 28.00 = 28.00 EXPEDITE C # 3

C 36568

The shares of Class A Voting Common Stock shall have voting rights. Each outstanding share of Class A Voting Common Stock shall be entitled to one vote.

The shares of Class B Non-Voting Common Stock shall have no voting rights except those specifically reserved to all shares pursuant to the relevant sections of the act.

All shares of common stock, whether Class A Voting Common Stock or Class B Non-Voting Common Stock, shall have identical rights to distribution and liquidation proceeds.

Effective on the date of filing of Amended and Restated Articles of Incorporation containing this provision with the Idaho Secretary of State, the 600 issued and outstanding shares of the Corporation's Capital Stock, outstanding prior to the Effective Date, shall be converted into 6 shares of Class A Voting Common Stock and 594 shares of Class B Non-Voting Common Stock of the Corporation and the authorized shares of the Corporation and the par value shall remain as set forth in the preceding sentences.

#### **ARTICLE V DIRECTORS**

The number of Directors constituting the Board of Directors shall be as set forth in the Bylaws of the Corporation.

#### **ARTICLE VI REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:  
David W. Reinke, Third and Main, Ashton, Idaho 83420.

#### **ARTICLE VII INDEMNIFICATION AND LIMITATION ON LIABILITY**

A. Personal Liability. There shall be no personal liability, either direct or indirect, of any Director to the Corporation or its Shareholders for monetary damages for any breach or breaches of fiduciary duty as a Director; except that this provision shall not eliminate the liability of a Director to the Corporation or to its Shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of Directors for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the Shareholders, or any repeal or modification of the Act which permits the elimination of liability of Directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a Director with respect to any breach, act, omission, or transaction of such Director occurring prior to the time of such repeal or modification.

B. Indemnification. In addition to the other powers now or hereafter conferred upon the Corporation by these Amended and Restated Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The Board of Directors is hereby authorized on behalf of the Corporation, and without Shareholder action, to exercise all of the Corporation's powers of indemnification, whether by provision in the Bylaws or otherwise."

**IN WITNESS WHEREOF**, the Company has caused this Amended Certificate of Incorporation to be signed by its President on September 17, 2012.

By:   
Name: David W. Reinke  
Title: President