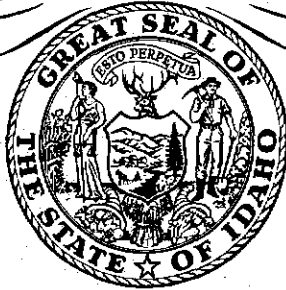


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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

RIRIE GRAIN AND FEED COOPERATIVE, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Second** day of **January**, 19**62**, original articles of amendment, as provided by Section **§ 30-146, 30-147 and 30-148, Idaho Code, amending ART. VII increasing authorized capital to \$625,000.00 divided into 2500 shares Common @ \$10.00 per share, 300,000 shares Common Class A @ \$1.00 per share, and 30,000 shares Preferred Stock @ \$10.00 per share,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **114** 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 **2nd** day of **January**, A. D., 19**62**.

Secretary of State

CERTIFICATION OF AMENDMENT OF ARTICLES OF INCORPORATION OF
RIRIE GRAIN AND FEED COOPERATIVE, INC.

The undersigned Edwin R. Harris and Clyde Dutson do hereby declare and certify that they are respectively the duly elected, qualified and acting President and Secretary of the Ririe Grain and Feed Cooperative, Inc., an agricultural cooperative corporation duly organized and existing under the Agricultural Marketing law of the State of Idaho, and further certify as follows:

1. The regular time and place for the duly noticed meeting of the Board of Directors of said corporation for the purpose of voting upon amending the Articles of Incorporation of said Association was the 20th day of October, 1961 at the hour of seven o'clock P.M., in the City Office at Ririe, County of Jefferson, State of Idaho.

2. That said duly noticed meeting of said Board of Directors was held at the appointed time, and at said meeting amendments to the Articles of Incorporation were duly adopted by passage of a resolution which was identical in language to the resolution thereafter on the same day adopted by the stockholders at their duly noticed annual meeting, as hereinafter set out in full.

3. That the number of directors voting in favor of said resolution was five. The number voting against said resolution was none. The Board of Directors consisted of five directors.

4. That the time and place for the regular annual meeting of the stockholders of said incorporated association was duly noticed in accordance with law and held at said place in the County of Jefferson, State of Idaho, pursuant to said notices on the 20th day of October 1961 at 7:30 o'clock P.M. at the above mentioned place in Ririe, Idaho, at which time and place the following resolution of amendments of said Articles of Incorporation was duly adopted:

RESOLVED: That ARTICLE VII of the amended Articles of Incorporation of Ririe Grain and Feed Cooperative, Inc. be and the same are hereby further amended to hereafter read as follows:

AMENDMENTS TO ARTICLES OF INCORPORATION OF
RIRIE GRAIN AND FEED COOPERATIVE, INC.

ARTICLE VII

CAPITAL STOCK AND REVOLVING CAPITAL - DISSOLUTION.

Section 1(a). The capital stock of this Association shall consist of two thousand five hundred (2,500) shares of common, membership, voting stock of a par value of ten (\$10.00) dollars per share amounting to a membership common stock capital of twenty-five thousand (\$25,000) dollars and thirty thousand shares of non-voting, non-cumulative ten (\$10.00) dollars par value preferred stock amounting to a preferred stock capital of three hundred thousand (\$300,000.00) dollars, and three hundred thousand shares of non-voting, non-dividend bearing Class A common stock of a par value of one (\$1.00) dollar per share, amounting to three hundred thousand (\$300,000.00) dollars of Class A common stock. No dividends shall be declared or paid on membership, voting common stock nor upon Class A non-voting common stock. The dividend rate on preferred stock, as and when declared, shall be three (3%) per cent per annum.

(b) The other capital of this Association shall consist of revolving fund capital, represented by allocated and duly noticed patrons' book credits, or by certificates or revolving capital, or by certificates of indebtedness or by a combination of two or more of kinds of revolving fund capital; and the said book credits and certificates of revolving capital and/or certificates of indebtedness, and the said voting common stock, and the Class A common stock and

the preferred stock of this Association shall be issued, transferred, redeemed, revolved, released, held in treasury and reissued or retired, all as further provided in the by-laws of the Association.

(c) No dividends shall be paid on invested patronage distributions represented by certificates of revolving capital, and no interest shall be paid upon loaned, allocated and noticed book credits, nor upon certificates of indebtedness, if any are issued. The book credit revolving capital loaned by patrons to the cooperative from the patronage net margins to which they are entitled and the certificated revolving capital similarly loaned or invested from patrons' net proceeds of sales, and savings shall be held as a capital trust fund for patrons as allocated and/or certificated as herein and in the by-laws provided.

(d) The common membership stock shall be issued only to agricultural producers whose eligibility and method of acquiring membership common stock shall be set out in the by-laws.

(e) The non-voting preferred stock may be held by anyone. The holder thereof shall have no vote or voice in the management of the corporation. Preferred stock may be redeemed in the manner provided in the by-laws and only at par and declared and unpaid dividends, if any, and dividends shall be non-cumulative.

(f) Class A common stock may be issued only in partial redemption of revolving capital, credits or interests and shall be redeemed at par only and only on a revolving capital basis in such manner as may be provided in the by-laws.

Section 2(a) remains unchanged as amended on November 21, 1952.

Section 2(b) remains unchanged as amended on November 21, 1952.

Section 2(c). Members, and also non-member producer patrons, in consideration of the right granted to them to do business through the Association hereby make a continuing subscription to revolving capital certificates to be paid for by crediting part of their annually accumulated net proceeds of sales and savings thereon and to make allocated book credit loans of not to exceed twenty-five (25%) per cent of each accumulated annual patron's net proceeds of sales and savings; the per cent of book credit revolving capital to be determined as provided in the by-laws. Patrons shall have the duty to provide, and agree to loan to or to contribute to this Association as their non-profit corporate agent, for capital purposes, their respective annually accumulated net proceeds of sales and savings to become a part of the Revolving Capital Fund of the Association. The patrons agree also to loan as book credits or to contribute to the Association their respective allocated shares of any non-patronage gains to become part of the Revolving Capital Fund of the Association.

(d) The Association agrees that the revolving capital fund is a redeemable capital fund, and that as soon as the loans or investments of patrons in the non-income bearing revolving capital fund become ample to safely and adequately supply the capital needs of the Association, the arrival of which event shall be determinable by the bona fide judgement of the Board of Directors, then it shall be the duty of the Association to redeem and revolve the oldest outstanding revolving capital fund whether represented by certificates of revolving capital and/or allocated, and noticed book credits or both provided that after said redemption and revolving of the oldest book credit loans, or capital contributions, as the case may be, that the revolving capital fund and other capital of the corporation will be adequate to properly and safely supply the capital needs of the association.

(e) The Association shall have the right to redeem the oldest annual revolving capital loans or contributions in cash or partly in cash and partly in preferred stock or Class A common stock of the Association at the option of the Board of Directors for the Association, with these limitations that in converting non-income bearing revolving capital loans or contributions into non-cumulative dividend bearing non-voting preferred stock or Class A common stock not more than one-half of the amount redeemed and revolved at any one time shall be constructively paid with and converted into preferred stock or Class A common stock, and not more than one-half of the total capital of the Association including all revolving capital fund shall be represented by preferred and Class A common stock at any time.

Section 3 remains unchanged as amended on November 21, 1952.

Section 4 remains unchanged as amended on November 21, 1952.

Section 5 remains unchanged as amended on November 21, 1952.

Section 6 remains unchanged as amended on November 21, 1952.

Section 7. Upon distribution of assets caused by voluntary dissolution or termination of the corporation produced by other cause, the assets of the Association, so far as available, shall be distributed as follows: first to legally allowable expenses and costs of liquidation; then to lien creditors, if any; next to general creditors; next to holders of preferred stock up to the par value of their stock, plus declared and unpaid dividends, if any; next to holders of membership, voting, common stock up to the par value of their shares, without any dividends; next to the holders of Class A common stock up to the par value of their shares without any dividends; and lastly, the remainder of the assets, if any, shall be distributed to all claimants of revolving capital, including patronage creditors to the extent of their allocated and noticed book credits, and their currently accumulated, allocable, but unallocated and unnoticed book credits and to the holders of certificated revolving capital, whether as certificates of revolving capital, certificates of indebtedness or other form of revolving capital certificates - all to share and share alike. Should the assets prove inadequate to pay all classes of claimants as above designated, then after payment of legally allowable expenses and costs of liquidation, and the respective groups of claimants as far as funds are available, the final class of claimants receiving only part distribution on their claims shall be paid pro rata according to their respective claims.

The foregoing resolution was duly adopted upon motion duly made and seconded and by a vote of more than two thirds of the stockholders present and voting, and there was present at said meeting more than a sufficient number to form a quorum.

WITNESS OUR HAND AND THE SEAL OF THE RIRIE GRAIN AND FEED CO-OPERATIVE, INC.

Attest:

Clyde Dutson
Secretary

Edwin R. Harris
President

STATE OF IDAHO)
COUNTY OF JEFFERSON) ss.

On this 20 day of October 1961 before me, a Notary Public, personally appeared Edwin R. Harris, President and Clyde Dutson, Secretary of Ririe Grain and Feed Cooperative, Inc., and known to me to be said officers of said corporation, and they acknowledged to me that they executed the foregoing certificate of amendment of the said Articles of Incorporation on behalf of said corporation.

My commission
expires: Nov 14, 1961

E. G. Haws
Notary Public
Residing at Ririe, Idaho