

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

DICKINSON FROZEN FOODS, INC.  
File Number C 80615

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of DICKINSON FROZEN FOODS, INC. duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: September 13, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sonya Herald*

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of

SEP 13 4 07 PM '96

DICKINSON FROZEN FOODS, INC.

SECRETARY OF STATE

Pursuant to the provisions of § 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Dickinson Frozen Foods, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on the 12th day of September, 1996, in the manner prescribed by the Idaho Business Corporation Act:

V.

The capital stock of this corporation shall be divided into two classes, 3,500 shares being known as class A common stock, and 3,500 shares being known as class B common stock. Both classes of stock shall have a par value of One Hundred and No/100 (\$100.00) Dollars per share. The class B common stock shall be distinguished from class A common stock, in that the class A common stock shall have full voting power for all purposes, and the class B common stock shall have no voting privileges or power. The Board of Directors may in its discretion declare dividends on either or both classes of common stock from time to time.

The class B common stock shall be convertible, at the option of the holder of that stock, into the same number of shares of class A common stock, in the event:

(1) All shareholders agree;

(2) Upon the death of an individual shareholder; or

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DATE 09/13/1996 0900 25157

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(3) Upon the continuous total disability of an individual shareholder for a period of 6 months due to a mental condition, or 12 months due to a physical condition.

In order to exercise such conversion privilege, the holder of any shares of class B common stock shall surrender the certificate or certificates for the shares of class B common stock to be converted, accompanied by appropriate instruments of surrender or transfer, to the corporation at the office of any transfer agent designated by the corporation for that purpose. The certificate or certificates for such shares of class B common stock shall also be accompanied by a written notice to the effect that the holder elects to convert all, or a number less than all, of such shares of class B common stock. As promptly as practicable after the receipt of such notice and the surrender of such certificate or certificates, the corporation shall, without charge, issue and deliver to such holder a certificate or certificates for the number of shares of class A common stock issuable upon conversion of such shares of class B common stock in accordance with such notice. Such conversion shall be deemed to have been effected at the close of business on the date on which such certificate or certificates for shares of class B common stock, accompanied by instruments of transfer or surrender and written notice as stated above, shall have been received by the corporation, so that the rights of the holder of such stock shall cease at such time and the person or persons entitled to receive shares of class A common stock upon such conversion shall be treated for all purposes as having become the record holder or holders of such shares of class A common stock at such time.

In all other instances, the class B common stock shall have full and identical rights, privileges, and power with class A common stock.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 2,625. The number of shares entitled to vote thereon was 2,625.

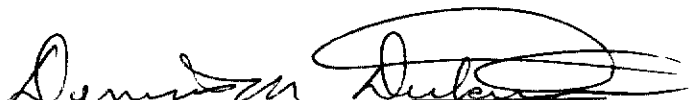
FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Class A Common	2,625

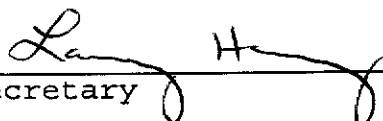
FIFTH: The number of shares voted for such amendment was 2,625 and the number of shares voted against such amendment was 0.

DATED: This 12<sup>th</sup> day of September, 1996.

DICKINSON FROZEN FOODS, INC.

By   
President

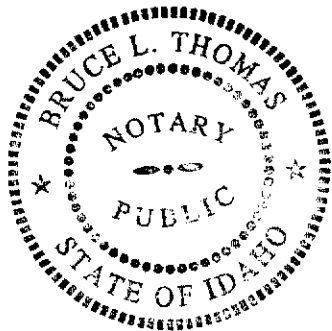
ATTEST:

  
Secretary

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada             )

I, the undersigned, a Notary Public do hereby certify that on this 12th day of September, 1996, personally appeared before me **DENNIS M. DICKINSON**, who being by me first duly sworn, declared that he is the President of DICKINSON FROZEN FOODS, INC., an Idaho corporation; that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

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



Bruce L. Thomas  
Notary Public for Idaho  
Residing at: Boise, Id  
My Commission Expires: 10/24/2000