



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, Ira H. Masters, 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

NEZPERCE 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 **13th** day of **February, 1956**

original articles of amendment, as provided by Section **30-147, 22,2609, Idaho Code,** amending Article VI, Sections 1, and 5; subsections c. & d, providing for a **Preferred Stock Redemption Fund, among other things**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **93** 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 **13th** day
of **February**, in the year of our Lord
one thousand nine hundred **fifty-six**,
and the Independence of the United States of
America the One Hundred **Eightieth**.

CERTIFICATE OF AMENDMENTS TO ARTICLES OF INCORPORATION

STATE OF IDAHO)
) SS.
County of Lewis)

WE HEREBY CERTIFY that at an Annual Meeting of the Members of Nezperce Rochdale Company, A Cooperative Corporation, of Nezperce, Lewis County, State of Idaho, held at Nezperce, on the 17th day of January, 1956, at the hour of 1:00 o'clock P.M. on said day, pursuant to notice as required by law, which notice was deposited in the United States Post Office at Nezperce, Idaho, properly posted with postage prepaid at least ten days before the time fixed for such meeting, properly addressed to each shareholder in the manner provided by the By-laws of the Corporation, stating the time, place and object of such meeting, the following amendments were unanimously adopted, a quorum being present and voting.

1. ARTICLE V, Section 1, Paragraph two amended to read as follows;

"Preferred Stock shall bear annual cumulative interest at the rate of not less than 3% nor more than 5% per annum payable from date of issuance."

2. ARTICLE V, Section 5, Subsection c;

"Wherever is said subsection the word "dividends or Dividend" appear that the same be amended to substitute therefor the word "Interest".

3. ARTICLE V, Section 5, Subsection d; be amended to read as follows:

On July 1, 1953, an amount equivalent to ten (10) per cent of the then outstanding Preferred Stock of the Association shall be set aside as a Preferred Stock Redemption Fund. This Fund shall be used exclusively for redemption of Preferred Stock of the Association in the order Preferred Stock shall be presented for redemption. Annually, on July 1st of each year, commencing July 1, 1953, the Preferred Stock Redemption Fund shall be adjusted to the end that on July 1st of each year said fund shall equal ten 10 per cent of the then outstanding Preferred Stock of the Association.

In the event of dissolution or liquidation of the Association, Preferred Stockholders shall have prior claim to the assets of the Corporation in preference to all other values of invested capital comprising the net worth or ownership capital of the corporation, and evidences of patronage margin accruals.

Dated this 17th day of January, 1956 at Nezperce, Idaho.

Welfrid Waters
As President

Attest:

Geo. H. Thomas
As Secretary

(Corporate Seal)

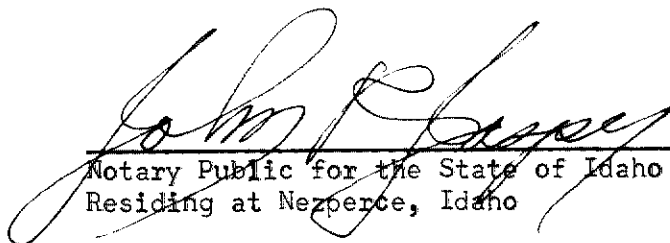
STATE OF IDAHO)

: ss.

County of Lewis)

On this 25th day of February, 1960, before me, John R. Jasper, a Notary Public in and for the State and County aforesaid, personally appeared Wilfrid Waters and George Thomas, to me known to be the President and Secretary, respectively, of Nezperce Rochdale Company, a Cooperative Corporation, and acknowledged to me that they executed the foregoing Certificate of Amendment to Articles of Incorporation of said Cooperative Association, and that the same is true and Correct. *

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


Notary Public for the State of Idaho
Residing at Nezperce, Idaho

(Notarial Seal)


STATE OF IDAHO)

SS.

County of Lewis)

On this 17th day of January, 1956, before me, John R. Jasper, a Notary Public in and for the State and County aforesaid, personally appeared Wilfrid Waters and George Thomas, to me known to be the President and Secretary, respectively, of Nezperce Rochdale Company, a Cooperative Corporation, and acknowledged to me that they executed the foregoing Certificate of Amendment to Articles of Incorporation of said Cooperative Association, and that the same is true and Correct.

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


Notary Public for the State of Idaho
Residing at Nezperce, Idaho

(Notarial Seal)