

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

MAGIC VALLEY FOODS, INC.  
File Number C 37266

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 MAGIC VALLEY 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: January 31, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Herold*

Jan 31 11 06 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

SECOND ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of  
MAGIC VALLEY FOODS, INC.

IDAHO SECRETARY OF STATE  
DATE 01/31/1996 0900 34328

CK #: 7583 CUST# 12065  
AMEND PROF 30.00= 30.00

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Pursuant to the provisions of Section 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 Magic Valley Foods, Inc.

**Second:** The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on December 1, 1995, in the manner prescribed by the Idaho Business Corporation Act:

**A.** Subpart E of Article VI is hereby amended to provide as follows:

"VI.

**E. Employment.** In the event any shareholder of Class B Common Shares ceases to be an employee of Magic Valley Foods, Inc., Magic West, Inc., Rolland Jones Potatoes, Inc. or R.J.T. Farming, Inc. for any reason, the Corporation shall have the right to purchase his or her Class B Common Shares as follows:

(i) If the shareholder ceases to be an employee of Magic Valley Foods, Inc., Magic West, Inc., Rolland Jones Potatoes, Inc. or R.J.T. Farming, Inc. within thirty-six (36) months of the date that the Class B Common Shares were issued to the shareholder by the Corporation, the Corporation shall have the right within sixty (60) days of termination of the shareholder's employment to purchase any or all of such shares for an amount equal to the purchase price per share thereof when first issued to the shareholder.

(ii) If the shareholder ceases to be an employee of Magic Valley Foods, Inc., Magic West, Inc., Rolland Jones Potatoes, Inc. or R.J.T. Farming, Inc. more than thirty-six (36) months of the date that the Class B Common Shares were issued to the shareholder by the Corporation, the Corporation shall have the right within sixty (60) days of termination of the shareholder's employment to purchase any or all of such shares for an amount equal to the book value per share thereof as determined by the Corporation's board of directors, based upon the Corporation's most recent annual audited financial statement."

**Third:** The number of shares of the Corporation issued and outstanding at the time of such adoption was Four Hundred Twenty-Five Thousand Three Hundred Forty-Four (425,344); and the number of shares entitled to vote thereon was Four Hundred Twenty-Five Thousand Three Hundred Forty-Four (425,344).

**Fourth:** The number of shares voted in favor of such amendment was Four Hundred Twenty-Five Thousand Three Hundred Forty-Four (425,344); and the number of shares voted against such amendment was Zero (0).

DATED this 5th day of December, 1995.

MAGIC VALLEY FOODS, INC.

By:

  
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Roger L. Jones, President