

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

GRASSROOTS BEEF, INC.
File Number C 116047

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 GRASSROOTS BEEF, 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 6, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shannon Breier*

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION**

OF

GRASSROOTS BEEF, INC.

SEP 6 10 23 AM '96
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

1. That the name of the corporation is GRASSROOTS BEEF, INC., hereinafter the "Corporation".
2. That no shares of the said Corporation having yet been issued, pursuant to the provisions of Idaho Code §30-1-59, at a meeting of all of the incorporators of the corporation, at the registered office of the corporation, on the 29th day of August, 1996, the following amendments to the Articles of Incorporation of GRASSROOTS BEEF, INC. were duly proposed and adopted by all of the incorporators.
3. That Article VI, Section 2 of the Articles of Incorporation shall be amended to read as follows:

Section 2. The number of Directors constituting the initial Board of Directors of the corporation shall be not less than nine (9) who are to serve as Directors until the first annual meeting of Stockholders or until their successors shall have been elected and qualified. The names and addresses of the initial board of directors are as follows:

H. Richard Moss
197 N. 4700 E.
P. O. Box 400
Ririe, Idaho 83443

Steve Rich
1343 Normandy Circle
Salt Lake City, Utah 84105

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IDAHO SECRETARY OF STATE
DATE 08/29/1996 0900 21813

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Tommie Martin
P.O. Box 147
Payson, Arizona 85547

Dick Richardson
600 Texas Avenue
Austin, Texas 72705

Pat Behrens
600 Texas Avenue
Austin, Texas 72705

Gordon Gibbs
5378 South 3100 West
Rexburg, Idaho 83440

Adrian Pulfer
1433 East Harvard
Salt Lake City, Utah 84105

Annie Reynolds
HC63, Box 18
Hammett, Idaho 83627

Fenton Broadhead
R. James Ferraz
Alvim 330, Apt. 41
05641-021 Morumbi SPSP Brazil

4. That Article VI, Section 3 of the Articles of Incorporation shall be amended to read as follows:

Section 3: Classes of Directors: The directors of the corporation shall be divided into three classes pursuant to Idaho Code §30-1-37. The directors of each class shall serve for a term of three years, provided that initially Class A directors shall serve until the annual meeting of shareholders in the year 1999, Class B shall serve until the annual meeting of shareholders in the year 1998 and class C until the annual meeting of shareholders in year 1997. The members of the Initial Board of Directors who shall serve as Class A directors shall be H. Richard Moss, Steve Rich and Dick Richardson. The members of the Initial Board of Directors who shall serve as Class B directors shall be Pat Behrens, Tommie Martin and Fenton Broadhead. The members of

the Initial Board of Directors who shall serve as Class C directors shall be Adrian Pulfer, Gordon Gibbs and Annie Reynolds.

DATED this 27th day of August, 1996

GRASSROOTS BEEF, INC.



H. Richard Moss, Incorporator