

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

INTERNATIONAL MARKETING & DISTRIBUTING, INC.

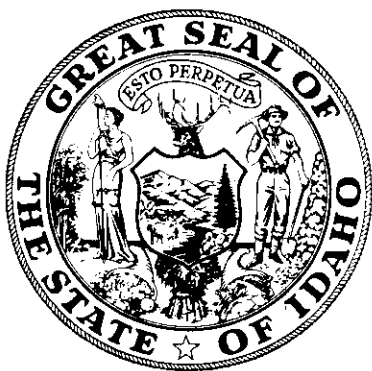
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

INTERNATIONAL MARKETING & DISTRIBUTING, INC.

duly signed and verified 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 December 13, 19 79.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED  
79 DEC 13 AM 8:33  
SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MARKETING & DISTRIBUTING, INC.

The undersigned natural persons, each being more than eighteen (18) years of age, and each being a qualified agricultural producer, hereby establish a cooperative marketing association pursuant to the statutes of the State of Idaho, and restate the existing Articles of Incorporation of International Marketing & Distributing, Inc.:

1. NAME. The name of the corporation is International Marketing & Distributing, Inc.
2. DURATION. The period of duration is fifty years.
3. PURPOSE. The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be organized under the Cooperative Marketing Act, Title 22, Chapter 26 of the Idaho Code. This association is organized to engage in any activity in connection with the production, marketing or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, storing, handling, shipping or utilization thereof, or the manufacturing or marketing of the by-products thereof; or in connection with the purchasing, manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in the financing of the above enumerated activities; or in any one or more of the activities specified in the Cooperative Marketing Act. This cooperative marketing association is not organized for profit, inasmuch as it is not organized to make profits for itself, as such, or for its members, as such, but only for members and shareholders as producers.

4. QUALIFICATIONS OF SHAREHOLDERS. Only persons engaged in the production of agricultural products to be handled by or through the association, or agricultural producers using supplies handled by or through the association, including the lessees and tenants of land used for the production of such products and any lessors and landlords who receive as rent part of the crop raised on the leased premises, shall be shareholders in this corporation.

5. AUTHORIZED SHARES. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock, which shall have a par value of \$1.00 per share.

6. TRANSFER OF SHARES. If a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, and the proportion of each stockholder's ownership at the time of the proposed transfer, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing on his intention with the Secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the stockholders within sixty (60) days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else who qualifies under Article 4.

7. REGISTERED AGENT. The address of the initial registered office of the corporation is 750 East 500 South, Declo, Idaho, and the name of its initial registered agent at such address is Deloss Stoker.

8. DIRECTORS. The number of directors constituting the initial Board of Directors of the corporation is five. The names and addresses of persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Deloss Stoker	750 East 500 South Declo, Idaho 83323
Delores Stoker	750 East 500 South Declo, Idaho 83323
LaVel D. Stoker	Route #3, Box 173C Burley, Idaho 83318
Wendy Stoker	Route #3, Box 173C Burley, Idaho 83318
Dan Timmons	Albion, Idaho 83311

9. INCORPORATORS. The name and address of each incorporator is:

Deloss Stoker	750 East 500 South Declo, Idaho 83323
Delores Stoker	750 East 500 South Declo, Idaho 83323
LaVel D. Stoker	Route #3, Box 173C Burley, Idaho 83318
Wendy Stoker	Route #3, Box 173C Burley, Idaho 83318
Dan Timmons	Albion, Idaho 83311

10. MANAGEMENT OF CORPORATION. The business and affairs of the Corporation shall be managed by the shareholders of the Corporation and the Board of Directors.


The Board shall be authorized to manage only so much of the business and affairs of the Corporation as shall from time to time be delegated to it by the shareholders by means of By-Laws or otherwise.

The right to amend or appeal the By-Laws and to adopt new By-Laws is reserved to the shareholders.

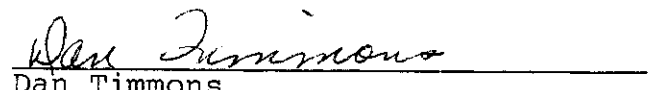
11. RESTATEMENT. The Restated Articles of Incorporation correctly set forth each and every Article which has been amended in accordance with Idaho Code §30-1-64. The Restated Articles supersede the original articles. This restatement was adopted by resolution of the initial Board of Directors on December 6, 1979. No shares of stock are issued or outstanding and no officers have been elected. Thus, these Amended and Restated Articles are signed and verified by the initial Board of Directors.

DATED this \_\_\_\_ day of December, 1979.

  
Deloss Stoker

  
Delores Stoker

  
Lavel D. Stoker

  
Dan Timmons

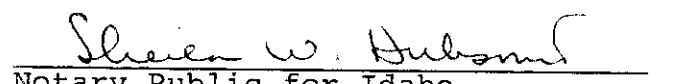
STATE OF IDAHO, )  
County of Cassia ) ss.

Deloss Stoker, being first duly sworn upon oath,  
deposes and says:

The he is one of the initial Directors in the  
above entitled corporation; that he has read the foregoing  
instrument; knows the contents thereof; and that he verily  
believes the facts therein to be true.



SUBSCRIBED AND SWORN to before me this 12 day of  
December, 1979.

  
Notary Public for Idaho  
Residing at Cassia Co. - Idaho