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AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION

OF

ROLLING HILLS FS, INC.
Winterset, Iowa

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MADISON COUNTY, IOWA

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KNOW ALL MEN BY THESE PRESENTS:

That at a meeting of the stockholders of Rolling Hills FS, Inc., Winterset, Iowa, held at Winterset, Madison County, Iowa, the 27th day of January, 1989, pursuant to notice in writing mailed to each of the stockholders of record having voting privileges, in accordance with the requirements of the Articles of Incorporation and the laws of the State of Iowa, the following Restated Articles of Incorporation were adopted by a majority vote of all of the issued and outstanding stock having voting privileges at said meeting:

ARTICLE I.

Name and Principal Place of Business

The name of the Corporation is Rolling Hills FS, Inc., and its principal place of business is Winterset, Madison County, Iowa.

ARTICLE II.

Powers, Objects and Purposes

The powers, objects, and purposes for which this Corporation is formed are:

1. To buy, manufacture, fabricate, deal in, sell and distribute all kinds of merchandise, material, feed, petroleum products, supplies, equipment, and machinery, and to carry on a general merchandise business of buying, selling and distributing; to import and export all kinds of goods, merchandise, materials, equipment, supplies and products. To buy and sell on commission or otherwise all classes and kinds of goods, wares and merchandise, and to act as agent, broker, factor or representative of and for its stockholders or of any person, firm or corporation.

2. To purchase, handle, store, deal in, market and sell grain, soybeans and any and all other agricultural products.

3. To purchase, construct, receive, lease as lessee, or in any manner acquire, own, hold, operate, maintain, use, lease as lessor, sell, convey, exchange, mortgage, pledge or otherwise dispose of any and all real and personal property of any interest

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therein necessary, convenient, useful or appropriate to enable this corporation to accomplish any and all of its purposes.

4. To borrow money from any source without limitation as to the amount of corporate indebtedness or liability, and to give any form of bond, obligation or security therefore, and to mortgage or pledge any of its property, assets, and income, and to extend credit to its stockholders and others, and to receive, acquire, endorse, pledge, hypothecate, transfer or otherwise dispose of notes or other evidences of indebtedness, including certificates evidencing dividends deferred and credited to any class of stockholders.

5. To act as agent, broker, or representative of any person, firm or corporation.

6. To do and perform, either for itself or its stockholders, any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any and all of the foregoing purposes; and to exercise any of its powers anywhere; and, in addition, this Corporation shall have without limitation all the power and authority granted to it by statute, which power and authority this Corporation hereby expressly claims, whether set out herein or not, and by this reference made said statutory authority a part hereof as though fully set out herein.

ARTICLE III.

Capital Stock

The authorized capital stock of this Corporation is Four Million Four Hundred Ninety-Eight Thousand and No/100 Dollars ($4,498,000.00), divided into Four Hundred Forty Two Thousand One Hundred (442,100) shares, of which amount Ten Thousand (10,000) shares of the par value of Twenty-Five Cents ($.25) per share shall be Class A Membership Stock, which shall be entitled to distributions on such equitable basis as shall be provided in the By-Laws; and Ten Thousand (10,000) shares of the par value of One Dollar Dollar ($1.00) per share shall be Four percent (4%) non-cumulative Organization Stock; and Eighteen Thousand One Hundred (18,100) shares of the par value of Five Dollars ($5.00) per share shall be Class C Membership Stock, which shall not bear dividends; One Hundred Eighteen Thousand (118,000) shares of the par value of Five Dollars ($5.00) per share shall be Class D Membership Stock, which shall not bear dividends; and Two Hundred Thousand (200,000) shares of the par value of Five Dollars ($5.00) per share shall be Class E Membership Stock, which shall not bear dividends; and Fifty Thousand (50,000) shares of the par value of Five Dollars ($5.00) per share shall be Six percent (6%) cumulative Preferred Stock; and Twenty-five Thousand (25,000) shares of the par value of One Hundred Dollars ($100.00) per share shall be zero to eight percent (0-8%) non-cumulative Senior

Preferred Stock and Eleven Thousand (11,000) shares of the par value of Five Dollars ($5.00) per share shall be Zero to Four percent (0-4%) non-cumulative Class II Preferred Stock.

The nature and definite extent of the preferences and privileges granted each class of stock is as follows:

Section 1. Class A Membership Stock. The Class A Membership Stock shall have a par value of Twenty-Five Cents ($.25) per share, and shall be issued only to a member of a county Farm Bureau of a state Farm Bureau that is a member of the American Farm Bureau Federation and subject to such other qualifications as may be contained in the By-Laws. A Class A Membership Stockholder shall be entitled and have issued to him only one share of Class A Membership Stock. A Class A Membership Stockholder shall have only one vote at all meetings of the stockholders. Whenever a Class A Membership Stockholder shall cease to be a member of a county Farm Bureau or a patron of the Corporation, as determined by the Board of Directors of this Corporation by resolution, he shall cease to be eligible to be a Class A Membership Stockholder, and shall not have the right to vote his stock at any meeting of the stockholders, and shall not have the right to receive any distribution of any of the net earnings or savings of this Corporation distributable to Class A Membership Stockholders.

The Class A Membership Stock of any holder thereof may be called, redeemed and retired at its par value, together with accrued distributions attributable thereto, if any, at the option of the Board of Directors of this Corporation at such time as it shall determine, whenever the holder thereof ceases to be eligible to be such a Stockholder as above set forth, pursuant to the rules set forth in the By-Laws.

From and after the date fixed for the redemption and retirement of such stock, all dividends on said stock so called for redemption and retirement shall cease unless the Corporation defaults in the payment of the redemption price and all rights of the holders thereof as Class A Membership Stockholders, except the right to receive, in accordance with the provisions of the By-Laws, the redemption price, together with accrued dividends, if any, shall terminate.

The Class A Membership Stock shall not be transferable to anyone, except that it may be assigned to a county Farm Bureau for transfer to this Corporation.

Section 2. Organization Stock. The Organization Stock shall have a par value of One Dollar ($1.00) per share, and the holders thereof shall be entitled to one vote per share at all meetings of the stockholders. The Organization Stock shall be issued to and owned only by the Iowa Farm Bureau Federation and shall be issued from time to time upon application by it upon

tender to and payment of the par value of such number of shares which have been applied for, but the Iowa Farm Bureau Federation shall be limited in its purchase and ownership of Organization Stock to a number of shares which shall, at all times, be less than the outstanding shares of Class A Membership Stock.

Section 3. Class C Membership Stock. The Class C Membership Stock shall have a par value of Five Dollars ($5.00) per share, and the holders thereof shall have no voting rights. The Class C Membership Stock shall be issued only to a Class A Membership Stockholder, or as may otherwise be provided in the By-Laws.

Whenever a Class C Membership Stockholder (1) attains age 65 and is not in a position to use the services of the Corporation, except for household use, or (2) dies, the Board of Directors of this Corporation shall redeem his stock upon request at its par value unless otherwise prohibited by law or any agreement to which the Corporation is a party. Corporations and partnerships which are Class C Membership Stockholders shall not be entitled to redemption of their Class C Membership Stock upon termination or dissolution thereof, but shall upon request be entitled to have such stock reissued in the name(s) of their shareholders or partners in accordance with their respective interests therein, who may then be entitled to have their stock redeemed as individuals in accordance with these Restated Articles. The Board of Directors may, in its discretion, elect to redeem for cash any fractional shares resulting from such reissuance, notwithstanding any other provisions of these Restated Articles.

Upon redemption by the Board of Directors, the Corporation, at its option, shall either pay said patron in cash the par value of his stock or issue to him, his heirs, successors or assigns in exchange therefor such number of shares of Class II Preferred Stock in this Corporation at par as the redemption price for which his Class C Membership Stock will pay.

Class C Membership Stock may be called or redeemed at the sole discretion of the Board of Directors.

From and after the date fixed for redemption, retirement or exchange of Class C Membership Stock, all rights of the holder thereof as a Class C Membership Stockholder, except the right to receive payment or Class II Preferred Stock in exchange for his said Stock, shall terminate.

Except as otherwise specifically provided in these Restated Articles, Class C Membership Stock shall not be transferable to anyone and can only be surrendered to this Corporation upon redemption or for exchange as in these Restated Articles and the By-Laws provided.

After the effective date of the merger of the company with M & W Farm Service Company, no more class C Membership Stock shall be issued.

Section 4. Class D Membership Stock. The Class D Membership Stock shall have a par value of Five Dollars ($5.00) per share, and the holders thereof shall have no voting rights. The Class D Membership Stock shall be issued only to a Class A Membership Stockholder, or as may otherwise be provided in the By-Laws.

Whenever a Class D Membership Stockholder (1) attains age 65 and is not in a position to use the services of the Corporation, except for household use, or (2) dies, the Board of Directors of this Corporation shall redeem his stock upon request at its par value unless otherwise prohibited by law or any agreement to which the Corporation is a party. Corporations and partnerships which are Class D Membership Stockholders shall not be entitled to redemption of their Class D Membership Stock upon termination or dissolution thereof, but shall upon request be entitled to have such stock reissued in the name(s) of their shareholders or partners in accordance with their respective interests therein, who may then be entitled to have their stock redeemed as individuals in accordance with these Restated Articles. The Board of Directors may, in its discretion, elect to redeem for cash any fractional shares resulting from such reissuance, notwithstanding any other provisions of these Restated Articles.

Upon redemption by the Board of Directors, the Corporation, at its option, shall either pay said patron in cash the par value of his stock or issue to him, his heirs, successors or assigns in exchange therefor such number of shares of Class II Preferred Stock in this Corporation at par as the redemption price for which his Class D Membership Stock will pay.

Class D Membership Stock may be called or redeemed at the sole discretion of the Board of Directors.

From and after the date fixed for redemption, retirement or exchange of Class D Membership Stock, all rights of the holder thereof as a Class D Membership Stockholder, except the right to receive payment or Class II Preferred Stock in exchange for his said Stock, shall terminate.

Except as otherwise specifically provided in these Restated Articles, Class D Membership Stock shall not be transferable to anyone and can only be surrendered to this Corporation upon redemption or for exchange as in these Restated Articles and the By-Laws provided.

After the effective date of the merger of the company with M & W Farm Service Company, and the issuance to former shareholders of M & W Farm Service Company of the Class D shares called in the Articles of merger, no more class D Shares shall be issued.

Section 5. Class E Membership Stock. The Class E Membership Stock shall have a par value of Five Dollars ($5.00) per share, and the holders thereof shall have no voting rights. The Class E Membership Stock shall be issued only to a Class A Membership Stockholder, or as may otherwise be provided in the By-Laws.

Whenever a Class E Membership Stockholder (1) attains age 65 and is not in a position to use the services of the Corporation, except for household use, or (2) dies, the Board of Directors of this Corporation shall redeem his stock upon request at its par value unless otherwise prohibited by law or any agreement to which the Corporation is a party. Corporations and partnerships which are Class E Membership Stockholders shall not be entitled to redemption of their Class E Membership Stock upon termination or dissolution thereof, but shall upon request be entitled to have such stock reissued in the name(s) of their shareholders or partners in accordance with their respective interests therein, who may then be entitled to have their stock redeemed as individuals in accordance with these Restated Articles. The Board of Directors may, in its discretion, elect to redeem for cash any fractional shares resulting from such reissuance, notwithstanding any other provisions of these Restated Articles.

Upon redemption by the Board of Directors, the Corporation, at its option, shall either pay said patron in cash the par value of his stock or issue to him, his heirs, successors or assigns in exchange therefor such number of shares of Class II Preferred Stock in this Corporation at par as the redemption price for which his Class E Membership Stock will pay.

Class E Membership Stock may be called or redeemed at the sole discretion of the Board of Directors.

From and after the date fixed for redemption, retirement or exchange of Class E Membership Stock, all rights of the holder thereof as a Class E Membership Stockholder, except the right to receive payment or Class II Preferred Stock in exchange for his said Stock, shall terminate.

Except as otherwise specifically provided in these Restated Articles, Class E Membership Stock shall not be transferable to anyone and can only be surrendered to this Corporation upon redemption or for exchange as in these Restated Articles and the By-Laws provided.

Section 6. Preferred Stock. The Preferred Stock shall have a par value of Five Dollars ($5.00) per share and the holders thereof shall have no voting rights. The holders thereof shall be entitled to receive cumulative dividends from the net earnings of this Corporation at the rate of Six percent (6%) per annum from the date of issue, payable when and as declared by the Board of Directors. Such dividends on the Preferred Stock shall be cumulative so that if at any dividend period dividends at the

appropriate rate are not paid or set apart for the Preferred Stock, the deficiency shall be fully paid or set apart, without interest, before any dividends are declared or distributed to any other stockholder.

Preferred Stock may be called, redeemed, and retired in whole or in part, at the election of the Board of Directors at par, plus accrued dividends to the date of call, if any; provided however, that not less than 30 days prior notice of such intention to redeem and retire such stock shall be given to the holders of such Stock so called for redemption and retirement by written notice, first class, post paid to to last known addresses of such Preferred Stockholders as shown by the books and records of this Corporation.

From and after the date fixed for such redemption and retirement of said Preferred Stock all dividends on the Preferred Stock to be called for redemption and retirement shall, unless this Corporation shall default in the payment of the redemption price, cease, and all the rights of the holders thereof as Preferred Stockholders of this Corporation, except the right to receive the redemption price and accrued dividends, if any, shall cease and terminate. Nothing herein shall be construed to preclude the purchase by the Corporation of outstanding Preferred Stock; provided, however, that no such purchase shall be made in excess of the par value of said stock and accrued dividends, if any.

Section 7. Senior Preferred Stock.

a. General Matters. The Senior Preferred Stock shall have a par value of ONE HUNDRED & No/100 Dollars ($100.00) per share and the holders thereof shall have no voting rights except as set forth hereinafter. The holders thereof shall be entitled to receive non-cumulative dividends from the net earnings of this Corporation at the rate of zero to eight percent (0-8%) per annum from the date of issue, payable when and if declared by the Board of Directors. Dividends upon the Senior Preferred Stock shall be non-cumulative, whether or not in any fiscal year there shall be net income or surplus available for the payment of dividends in such fiscal year, so that if in any fiscal year or years, dividends in whole or in part are not paid upon the Senior Preferred Stock, unpaid dividends shall not accumulate as against the holders of other classes of stock of the Company, so that no sums in any later years shall be paid to the holders of the Senior Preferred Stock with respect to any prior year or years when dividends were not paid, and so that in no event shall the holders of the Senior Preferred Stock receive dividends of more than eight per cent (8%) in any fiscal year. Senior Preferred Stock may be called, redeemed, and retired in whole or in part at the election of the Board of Directors at par, and accrued dividends, to the date of call, if any; provided, however, that not less than thirty (30) days prior notice of such intention to redeem and retire such stock shall be given to the holders of

such stock so called for redemption and retirement by written notice, first class, postpaid, to the last known address of such Senior Preferred Stockholders as shown by the books and records of the Corporation.

No Senior Preferred Stockholder shall have any preferential rights respecting the redemption and retirement of the shares owned by him or it compared with other Senior Preferred Stockholders, but in the event less than all of the outstanding shares of Senior Preferred Stock are to be redeemed and retired such redemption and retirement may be made by lot or pro rata in such manner as may be prescribed by resolution of the Board of Directors of this Corporation.

From and after the date fixed for such redemption and retirement of said Senior Preferred Stock all dividends on the Senior Preferred Stock to be called for redemption and retirement shall, unless this Corporation shall default in the payment of the redemption price, cease, and all the rights of the holders thereof as Senior Preferred Stockholders of this Corporation, except the right to receive the redemption price and accrued dividends, if any, shall cease and terminate. Nothing herein shall be construed to preclude the purchase by the Corporation of outstanding Senior Preferred Stock; provided, however, that no such purchase shall be made in excess of the par value of said stock and accrued dividends.

b. Voting Rights under Certain Conditions. Holders of Senior Preferred Stock shall be entitled to one vote per share upon issues raised at Annual or Special Meetings discussed in Article III, Capital Stock, Section 11. Increase or Decrease of Stock; Article VII, Dissolution Procedure; and Article X, Amendments to Articles of Incorporation. Additionally, the holders of Senior Preferred Stock shall be entitled to one (1) vote per share on the following issues when presented at any meeting of Stockholders:

1. Merger or consolidation;

2. Sale of substantially all the Company's assets;

3. Petition for bankruptcy, receivership or assignment of substantially all the assets of the Company for the benefit of its creditors;

4. Creation of a new class of stock with any rights or preferences for payment of dividends or on liquidation, dissolution, redemption or retirement equal or senior to those of the Senior Preferred Stock.

In the event of submission of an above described resolution or proposal at a meeting of Stockholders, in addition to requisite approval of other classes of stock of the Company eligible to vote thereon, the resolution or proposal shall require the

approval of a majority of the total number of shares of Senior Preferred Stock outstanding voting as a class.

c. Right to Elect Directors in Certain Circumstances.

Upon the occurrence of one or more of the following events:

1. Violation of any matter set forth in these Articles or the By-Laws of the Company;

2. Default or breach of any term or conditions imposed on the Company under any written agreement with GROWMARK, Inc.;

the holders of the outstanding Senior Preferred Stock, if any, shall have the right to elect to the Board of Directors that number of new directors which is equal to one more than the number of directors constituting the total number of directors immediately prior to their exercise of this right. In such event, the holders of outstanding Senior Preferred Stock shall vote as a class, and a simple majority of those voting shall elect each director for whom a new seat is hereby created. In lieu of a formal vote at a special stockholder meeting held for such purpose, the holders of a majority of the outstanding Senior Preferred Stock may deliver to the President of the Company a list of the names and addresses of candidates for the new director seats, and such nominees shall be considered elected. Such directors need not meet the eligibility requirements set forth in Article VII, Section 2 of these Articles. The term of office of each such new director shall continue until, in the opinion of the holders of a majority of outstanding Senior Preferred Stock, the incident, violation, breach, default, or other event giving rise to the right to elect new directors has been eliminated or corrected, in which case the directors elected under this provision shall resign, and the number of directors shall be automatically reduced to that number serving immediately prior to the increase.

Section 8. Class II Preferred Stock. The Class II Preferred Stock shall have a par value of Five Dollars ($5.00) per share and the holders thereof shall be entitled to receive non-cumulative dividends from the net earnings of this Corporation at the rate of Zero to Four percent (0-4%) per annum, payable when and as declared by the Board of Directors. The Board of Directors may enter into agreements that restrict or prohibit the payment of dividends to Class II Preferred Stockholders when it deems any such agreements to be in the best interests of the Corporation in its sole discretion and any such agreements shall be binding upon Class II Preferred Stockholders.

Class II Preferred Stock may be called, redeemed, and retired in whole or in part, at the election of the Board of Directors at par; provided however, that not less than 30 days prior notice of such intention to redeem and retire such stock

shall be given to the holders of such Stock so called for redemption and retirement by written notice, first class, post paid to the last known addresses of such Class II Preferred Stockholders as shown by the books and records of this Corporation.

From and after the date fixed for such redemption and retirement of said Class II Preferred Stock, all the rights of the holders thereof as Class II Preferred Stockholders of this Corporation, except the right to receive the redemption price, shall cease and terminate. Nothing herein shall be construed to preclude the purchase by the Corporation of outstanding Class II Preferred Stock; provided, however, that no such purchase shall be made in excess of the par value of said stock.

Section 9. Dividends. After providing for the payment of full dividends, if any, for any fiscal year on the Senior Preferred Stock, at a rate not to exceed Eight percent (8%) per annum, together with accrued dividends thereon, on a non-cumulative basis, and for the payment of full dividends, if any, for any fiscal year on the Preferred Stock at the rate of Six percent (6%) per annum; and for the payment of full dividends, if any, for any fiscal year on the Class II Preferred Stock from the net earnings of the Corporation, at the rate of Zero to Four percent (0-4%) per annum on a non-cumulative basis, and for the payment of full dividends for any year on the Organization Stock, at the rate of Four percent (4%) per annum on a non-cumulative basis, and if there shall remain any surplus net earnings or savings which, in the opinion of the Board of Directors, are not required for the operation of the business of the Corporation or for the payment of its liabilities, as provided in the By-Laws, it shall be available for distribution to the Class A Membership Stockholders upon such equitable basis as shall be provided in the By-Laws and declared from time to time by the Board of Directors on a non-cumulative basis in accordance with the By-Laws.

Class C, D, and E Membership Stock shall not bear dividends.

Section 10. Distribution upon Dissolution. In the event of the dissolution and winding up of the business and affairs of this Corporation, whether voluntary or involuntary, or in the event of the sale of all of the assets of this Corporation, and the distribution of the proceeds thereof, the holders of the Senior Preferred Stock shall be entitled to be paid in full the par value of their shares, together with accrued dividends, before any sum whatsoever shall be paid in liquidation on account of any other class of stock. Thereafter, the holders of the Preferred Stock shall be entitled to be paid in full the par value of their shares, together with accrued dividends, before any sum whatsoever shall be paid in liquidation on account of any other class of stock. Thereafter, the holders of the Organization Stocks shall be entitled to be paid in full the par value of their shares before any sum whatsoever shall be paid in

liquidation on account of any other class of stock. Thereafter, the holders of the Class II Preferred Stock and Class A Membership Stock shall be entitled to be paid in full the par value of their shares before any sum whatsoever shall be paid in liquidation on account of any other class of stock. Thereafter, an amount equal to the unallocated surplus of the Corporation as of September 30, 1985, (as determined by interim audit) shall be paid to the holders Class C Membership Stock who are such on September 30, 1985, pro rata to there holdings. Thereafter, the holders of Class C Membership Stock and Class D Membership Stock shall be paid the par value of their share on an equal basis, and, if sufficient funds are not available, therefore, the holders of Class C and Class D Membership Stock shall share equally per share those funds which are available. Thereafter, the Class E Membership Stock holders shall be paid the par value of their shares. Thereafter, if there then remains any assets for distribution, the Class E Membership Stock holders shall be entitled to receive and have distributed to them all of the remaining assets of the Corporation, pro rate to the number of shares held by each.

Section 11. Increase or Decrease of Stock. From time to time, the authorized number of shares of any class of stock may be increased or decreased by a majority vote of those stockholders, present and represented at any meeting of the stockholders, possessing voting rights provided by these Restated Articles of Incorporation.

Section 12. Registration of Stock. This Corporation shall be entitled to treat the person or entity in whose name any share of stock is registered as the owner thereof for all purposes, and shall not be bound to recognize any equitable right or claim to any interest in such share on the part of any other person or entity, whether or not the person or corporation shall have notice thereof, except as expressly provided by the laws of the State of Iowa or as may hereinafter be provided.

Section 13. Transfer of Stock. The shares of Senior Preferred Stock, Preferred Stock and Class II Preferred Stock in this Corporation shall be transferable. The shares of Organization Stock may only be transferred to corporations eligible to hold the same, as herein provided. The shares of Class A Membership Stock, Class C Membership Stock, Class D Membership Stock and Class E Membership Stock shall not be transferable in any manner. No transfer, except as herein provided, shall be of any validity or cognizable by the Corporation until duly entered on the books of the Corporation and until all indebtedness of the owner thereof to the Corporation, if any, is paid.

Section 14. Stockholder's Contracts. All persons who shall acquire stock in this Corporation shall acquire the same subject to the provisions of these Restated Articles of Incorporation and the By-Laws duly adopted pursuant thereto, and by the acceptance

of a certificate or certificates of stock in this Corporation agree to be bound by these Restated Articles of Incorporation and the By-Laws, and all amendments thereto.

Section 15. Liens on Stock. The Corporation shall have a first and paramount lien upon all shares of its capital stock and upon any unpaid stock dividends or patronage dividends credited thereto for any indebtedness of the respective holders thereof to the Corporation.

Section 16. Real Estate Transactions. Instruments affecting the real estate of the Corporation shall be executed by the president or vice president and the secretary or treasurer and attested to by the corporate seal, if any.

ARTICLE IV.

Corporate Period

This Corporation commenced business on the 31st day of March, 1931, which was the day of the issuance of the Certificate of Incorporation by the Secretary of State of the State of Iowa, and it shall have perpetual existence.

ARTICLE V.

Distribution of Earnings

The Board of Directors shall annually distribute, allocate, and dispose of the net earnings of this Corporation in accordance with the terms and provisions of these Restated Articles of Incorporation and the duly adopted By-Laws, and all amendments thereto.

ARTICLE VI.

Board of Directors

Section 1. Board of Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors.

Section 2. Eligibility for Directors. Except as specifically set forth elsewhere in these Restated Articles of Incorporation, no one shall be nominated and elected to membership on the Board of Directors unless he is a Class A Membership Stockholder and a patron this Corporation, except in the case of a director serving as a representative of GROWMARK, Inc., and interested in promoting, developing, and extending the service-to-member program of this Corporation, is willing to and will spend the time required as a member of the Board of

Directors to manage, promote and develop the business and affairs of this Corporation on a sound basis and is actually engaged in farming, except in the case of a director serving as a representative of GROWMARK, Inc., which must be his primary business. Whenever a member of the Board of Directors ceases to be a Class A Membership Stockholder, a patron, engaged in the business of farming, or becomes an officer, director, employee or has a major interest in a business in competition with this Corporation, then he shall automatically cease to be a member of the Board of Directors of this Corporation and there shall be a vacancy in his office. For purposes of this section, a person shall be considered "engages in farming" if at least fifty percent (50%) of such person's gross income for the immediately preceding year was derived from farming and such person is not employed in a nonfarm capacity for more than twenty (20) hours per week. Further a member of the Board of Directors shall cease to be a member of the Board of Directors of this corporation if such member has three (3) or more unexcused absences from regular or special meetings of the Board of Directors within and twelve-month period. The Board of Directors shall in its sole discretion determine whether an absence is deemed unexcused for purposes of this section and a majority vote of all directors present at any regular or special meeting of the Board shall be sufficient to designate any absence as unexcused.

Section 3. Term of Office. Except for Directors elected by the holders of Senior Preferred Stock, the term of office of each member of the Board of Directors of this Corporation shall be three (3) year(s) and until his successor is elected and qualified, except that there may be a shorter term specified for the initial term of office following adoption of the Amended and Substituted Articles of Incorporation to provide for staggered expiration of terms of office.

Section 4. Board of Directors Nominating Committee. This Corporation shall have a Board of Directors nomination committee consisting of nine (9) members of when it annually prior to the annual meeting of the Stockholders of this Corporation, as follows:

> Three members to be appointed from the territory encompassing Adair and Union Counties, three members to be appointed from the territory encompassing Madison and Warren Counties, and three members to be appointed from the territory encompassing Clarke, Lucas, Wayne, and Decatur Counties.

All nine members shall be Class A member Patrons, and at least one from each territory shall be a current member of the Board of Directors of a County Farm Bureau. The nominating committee shall come up prior to the holding of the annual meeting of this Corporation, nominate at least (1) for each directorship to be filled on the Board of Directors, an additional nomination shall be accepted from the floor at the

annual meeting. The Stockholders at the annual meeting shall elect from such nominees one from each directorship to be filled on said Board of Directors. The Chairman of the nominating committee shall be selected and appointed by the Board of Directors of this Corporation and said Chairmans duties shall also included presenting the nominations made by the nominating committee to the Stockholders of this Corporation at each regular annual meeting.

Section 5. Limit on Tenure. Except for Directors elected by the holders of Senior Preferred Stock, no person shall be eligible to be nominated or elected to a term as a Director if, at the time of such election, such person will have served a continuance period of 12 years as a Director.

Section 6. Number of Directors. The Corporation shall have a Board of Directors consisting of ten (10) members elected as follows:

Territory
Union County
Madison County
Clarke, Lucas, Decatur, or Wayne County
Adair County south of Highway 92
Warren County
Clarke County
Adair County north of Highway 92
Madison or Warren County
Wayne County
GROWMARK Director

Section 6. Incumbent Directors. Until the next annual meeting of the stockholders, the following persons shall constitute the directors of this Corporation:

NAME	ADDRESS
Allan Mensing	Greenfield, IA
Wayne Speer	Winterset, IA
Carl Kirkland	Lorimar, IA
Merrill Robison	Corydon, IA
Jim Webb	Osceola, IA
Don Sealine	Dexter, IA
John Hutchcroft	Indianola, IA
Larry Gonseth	Murray, IA
Allan Tanner	Creston, IA
Tom Burlingame	West Des Moines, IA

Section 7. Incumbent Officers. Until the next annual meeting of the stockholders, and until their successors are elected and qualified, the officers of this Corporation shall be:

OFFICE	NAME	ADDRESS
President	Allan Mensing	Greenfield, IA
Vice-President	Wayne Speer	Winterset, IA
Secretary	Carl Kirkland	Lorimar, IA
Treasurer	Merrill Robison	Corydon, IA

ARTICLE VII.

Dissolution Procedure

This Corporation may be dissolved by majority vote of the outstanding shares of Class A Membership, Organization Stock and Senior Preferred Stock voting as one class present or represented at any annual meeting of the stockholders or at any special meeting called for that purpose, providing that the stockholders having voting rights are given notice that the question of dissolution will be presented at either the annual meeting or special meeting. All stockholders having voting rights shall be given written notice of said annual or special meeting at least ten days before the date of said meeting. Stockholders not having voting rights need not be given a notice relative to the dissolution, and they shall not be entitled to vote at said meeting.

ARTICLE VIII.

Private Property Exempt

The private property of the stockholders of this Corporation shall be exempt from the debts of the Corporation, and from all liability therefor, and this Article cannot be changed.

ARTICLE IX.

Relief from Liability for Monetary Damages

A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any transaction from which the director derives an improper personal benefit. No amendments to or repeal of this Article shall apply to or have any affect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of said director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Corporation or its stockholders, then the liability of a director of this Corporation shall be automatically eliminated or limited to the full extent then permitted without further action of the Corporation or its Board of Directors. The directors of this Corporation have agreed to serve and assume the duties of directors in reliance upon the provisions of this Article.

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ARTICLE X.

Amendments to Articles of Incorporation

These Restated Articles of Incorporation, except as specifically stated otherwise herein, may be altered or amended by a majority vote of the shares of stock having voting rights and present or represented at any annual meeting of the stockholders, or at any special meeting thereof, called for that purpose, provided that a notice of said meeting together with a description of the substance of the proposed amendment is given to all of the stockholders having voting rights, by mail at their addresses as shown by the books and records of the Corporation at least ten days before said meeting. Any amendment which shall effect the rights or preferences of Senior Preferred Stock shall, in addition to those matters set forth in the first sentences of the Article X, require the approval of a majority of shares of Senior Preferred Stock issued in outstanding, voting as a Class.

ARTICLE XI.

Corporate Seal

The Corporation may have a Corporate Seal if the By-Laws so provide and prescribe the form of said Seal.

ARTICLE XII.

By-Laws

The Board of Directors may at its discretion adopt, repeal and amend By-Laws of this Corporation; subject, however, to the right of the stockholders to adopt By-Laws which when specifically designated "stockholders By-Law" shall supersede any By-Laws in conflict therewith. Any By-Law designated "stockholders By-Law" may only be adopted, repealed or amended by a majority of the stockholders having voting privileges who are present or represented at any annual meeting or special meeting of the stockholders.

CERTIFICATE

The President and Secretary of this Corporation were duly authorized and directed to sign, acknowledge, record, publish and do all things which are by law required to execute, complete and carry into effect the within and foregoing Restated Articles of Incorporation. We, Alan Mensing and Carl KirKland,

Chairman and Secretary, respectively, of said meeting do hereby certify the above to be a true and correct statement of the proceedings of the stockholders at the above named meeting.

Alan Mensing, Chairman

Carl Kirkland, Secretary

In conformity with the above Resolution, we, the President and Secretary, respectively, of said Corporation have executed this instrument and do hereby sign and acknowledge the same for and on behalf of said Corporation this 27 day of January A.D., 1989.

Alan Mensing, President

Carl Kirkland, Secretary

CLAIR REW (SEAL) Iowa

ROLLING HILLS FEEDING INC. CORPORATE SEAL IOWA

STATE OF IOWA)
) SS.
COUNTY OF Madison)

BE IT REMEMBERED that on the 27 day of January, A.D., 1989, before me, a Notary Public in and for said county and state, personally appeared Alan Mensing and Carl Kirkland and being to me personally known who being by me duly sworn did say that they are the President and Secretary, respectively, of Rolling Hills Fs Inc, and that the foregoing instrument was signed and sealed on behalf of said Corporation by authority of its members and that they acknowledge said instrument to be the voluntary act and deed of said Corporation by them voluntarily executed.

Clair Rew
Notary Public
in and for the State of Iowa

FILED in the Office of the Secretary of State of Iowa
By: Mariann Saul attn Lori L Koop
(Apr 6, 1989) 5400 University Ave West Des Moines Ia 50265
Cert. No. 121868 **ELAINE BAXTER, Secretary of State**

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