Madison
Adair

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MAILED
OCT 23 1985

AMENDED AND SUBSTITUTED ARTICLES
OF INCORPORATION OF
ROLLING HILLS FS, INC.
(Previously known as Adair County Farm Service Company)
Winterset, Iowa

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SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That at a Special Meeting of the Stockholders of the Rolling Hills FS, Inc., previously known as Adair County Farm Service Company, Greenfield, Iowa, held at Greenfield, Adair County, Iowa, the 26th day of September, 1985, 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 Amended and Substituted 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

The name of this Corporation shall be changed from Adair County Farm Service Company to Rolling Hills FS, Inc.

ARTICLE II.

Principal Place of Business

The principal place of business of this Corporation shall be changed from Greenfield, Adair County, to Winterset, Madison County, Iowa.

ARTICLE III.

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.

STATE OF IOWA, ss.
MADISON COUNTY,

Inst. No. 866 Filed for Record this 29 day of October 1985 at 3:54
Book 35 Page 644 Recording Fee 75.00 Mary E. Welty, Recorder, By M. Welty Deputy

STATE OF IOWA

(15) Compared

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 or any interest 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 therefor, 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 make said statutory authority a part hereof as though fully set out herein.

ARTICLE IV.

Capital Stock

The authorized Capital Stock of this Corporation is Four Million Four Hundred Ninety Eight Thousand Dollars ($4,498,000) 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 dividends distributable 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 ($1.00) per share shall be four per cent (4%) non-cumulative Organization Stock; and Twenty Nine Thousand One Hundred (29,100) shares, of the par value of Five Dollars ($5.00) per share shall be Class C Membership Stock, which shall not bear dividends; and 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 per cent (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 per cent (0-8%) non-cumulative Senior Preferred Stock.

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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 (25¢) cents 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, as determined by the board of directors of this corporation, 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 dividends, 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, unless the Corporation defaults in the payment of the redemption price, cease, 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 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 Member-

ship 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 ceases to be an owner of a farm and moves out of the territory served by the Company, or is no longer in a position to use the services of the Company, or upon reaching age 65 is not in a position to use the services of the Company, except for household use, or upon death, the Board of Directors of this Corporation shall call his stock at its par value. The Company, 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 Preferred Stock in this Corporation at par as the call price of his Class C Membership Stock will pay for, provided, however, that not less than thirty (30) days notice of such intention to call, retire and exchange such Class C Membership Stock shall be given the holder thereof so called for retirement and exchange by written notice postpaid to the last known address of such Stockholder as shown by the books and records of this Corporation.

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

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

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 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 ceases to be an owner of a farm and moves out of the territory served by the Company, or is no longer in a position to use the services of the Company, or upon reaching age 65 is not in a position to use the services of the Company, except for household use, or upon death, the Board of Directors of this Corporation shall call his stock at its par value. The Company, 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 Preferred Stock in this Corporation at par as the call price of his Class D Membership Stock will pay for, provided, however, that not less than thirty (30)

days notice of such intention to call, retire and exchange such Class D Membership Stock shall be given the holder thereof so called for retirement and exchange by written notice postpaid to the last known address of such Stockholder as shown by the books and records of this Corporation.

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

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

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 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 of the Class D shares called for 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 ceases to be an owner of a farm and moves out of the territory served by the Company, or is no longer in a position to use the services of the Company, or upon reaching age 65 is not in a position to use the services of the Company, except for household use, or upon death, the Board of Directors of this Corporation shall call his stock at its par value. The Company, 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 Preferred Stock in this Corporation at par as the call price of his Class E Membership Stock will pay for, provided, however, that not less than thirty (30) days notice of such intention to call, retire and exchange such Class E Membership Stock shall be given the holder thereof so called for retirement and exchange by written notice postpaid to the last known address of such Stockholder as shown by the books and records of this Corporation.

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

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

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 Articles and the By-Laws provided.

Section 6. Preferred Stock. The Preferred Stock shall have a par value of FIVE & No/100 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 per cent (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 rate of six per cent (6%) per annum shall not be paid or set apart for the Preferred Stock the deficiency shall be fully paid or set apart, without interest, before any dividends shall be declared or distributed to any other stock-holder other than holders of the Senior Preferred Stock, if any. Such dividends on the Preferred Stock shall be paid or provision made therefor before any dividends are paid on or set apart for the Organization and Class A Membership Stockholders. Preferred Stock may be called, redeemed, and retired in whole or in part, subject to the conditions contained in the next sentence, 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 Preferred Stockholders as shown by the books and records of this Corporation. As long as any Senior Preferred Stock remains outstanding, no Preferred Stock shall be redeemed or retired without the prior written consent of the holders of a majority of the outstanding Senior Preferred Stock.

Preferred Stock may be called at the sole discretion of the Board of Directors, and such redemption and retirement shall be 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 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.

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 per cent (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 this 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 IV, Capital Stock, Section 10. Increase or Decrease of Stock; Article VIII, 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 occurence 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. Dividends. After providing for the payment of full dividends, if any, for any fiscal year on the Senior Preferred Stock

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at a rate not to exceed eight per cent (8%) per annum, together with accrued dividends thereon, on a non-cumulative basis, and for payment on the Preferred Stock, at the rate of six per cent (6%) per annum, together with accrued dividends thereon, on a cumulative basis, and for the payment of full dividends for any year on the Organization Stock, at the rate of four per cent (4%) per annum on a non-cumulative basis, and if there shall remain any surplus net earnings or savings not, in the opinion of the Board of Directors, 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 applicable to 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.

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

Section 9. 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 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, the holders of the 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 of Class C Membership Stock who were such on September 30, 1985, pro rata to their holdings. Thereafter, the holders of Class C Membership Stock and Class D Membership Stock shall be paid the par value of their shares on an equal basis, and, if sufficient funds are not available therefor, 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 Stockholders shall be paid the par value of their shares. Thereafter, if there then remain any assets for distribution, the Class E Membership Stockholders shall be entitled to receive and have distributed to them all of the remaining assets of the Corporation, pro rata to the number of shares held by each.

Section 10. Increase or Decrease of Stock. From time to time, the authorized number of shares of any class of stock, except Senior Preferred 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 Amended and Substituted Articles of Incorporation.

The authorized number of shares of Senior Preferred Stock shall not be increased without the approval of the holders of Class A Membership and Organization Stock present or represented at any meeting of Stockholders, and the approval of a majority of the total shares of Senior Preferred Stock outstanding voting as a class.

Section 11. Registration of Stock. This Corporation shall be entitled to treat the person or corporation 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 corporation, whether or not the corporation shall have notice thereof, except as expressly provided by the laws of the State of Iowa or as may hereinafter be provided.

Section 12. Transfer of Stock. The shares of Senior Preferred Stock and 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, except that Classes C, D, and E Membership Stock may be called and exchanged for Preferred Stock, as herein provided in the Articles. 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, and the Corporation shall have a first and paramount lien on said stock and upon any unpaid stock or accrued dividends credited thereto for any indebtedness due or to become due therefrom to this Corporation.

Section 13. Stockholders' Contracts. All persons who shall acquire stock in this Corporation shall acquire the same subject to the provisons of these Amended and Substituted Articles of Incorporation and the By-Laws duly adopted pursuant thereto, and by the acceptance of a certificate or certificates of stock in said Corporation agree to be bound by the Articles of Incorporation and the By-Laws and all amendments thereto.

Section 14. 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.

ARTICLE V.

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 shall have perpetual existence.

ARTICLE VI.

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 Amended and Substituted Articles of Incorporation, the duly adopted By-Laws, and all amendments thereto.

ARTICLE VII.

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 Articles, 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 of this Corporation, is 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, 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 cease to be a member of the Board of Directors of this Corporation and there shall be a vacancy in his office.

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) years 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' Nominating Committee consisting of nine (9) members appointed 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, prior to the holding of the Annual Meeting of this Corporation, nominate one (1) for each directorship to be filled on the Board of Directors, and additional nominations shall be accepted from the floor at the Annual Meeting. The Stockholders at the Annual Meeting shall elect from such nominees one for 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 Chairman's duties shall also include 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 continuous period of 12 years as a Director.

Section 6. Number of Directors. Until the 1986 Annual Meeting, the Corporation shall have a Board of 16 Directors, all of whose terms shall expire at that Annual Meeting. Thereafter, the Corporation shall have a Board of ten Directors, elected one each from the following territories, each of which shall have that initial term of office so designated, in order to provide for staggered elections of Directors:

Territory	Initial Term
Union County	One Year
Madison County	One Year
Clarke, Lucas, Decatur, or Wayne County	One Year
Adair County south of Highway 92	Two Years
Warren County	Two Years
Clarke County	Two Years
Adair County north of Highway 92	Three Years
Madison or Warren County	Three Years
Wayne County	Three Years
GROWMARK Director	Three Years

ARTICLE VIII.

Dissolution Procedure

This Corporation may be dissolved by a majority vote of the outstanding shares of Class A Membership and Organization Stock voting as one class and a majority of the shares of Senior Preferred Stock as a class, present or represented at any annual meeting of the stockholders or at any special meeting called for that purpose, providing 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 (10) 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 IX.

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 X.

Amendments to Articles of Incorporation

These Amended and Substituted Articles of Incorporation, except as to any Article regarding Senior Preferred Stock, 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, providing a notice of said meeting, together with a copy of the proposed amendment be given all the Stockholders having voting rights, by mail at their or its address as shown by the books and records of the Corporation at least ten (10) days before said meeting. Any amendment which shall affect the rights or preferences of Senior Preferred Stock shall, in addition to those matters set forth in the first sentence of this Article X, require the approval of a majority of shares of Senior Preferred Stock issued and 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. Those By-Laws designated "Stockholders By-Law" may be only adopted, repealed or amended by a majority of the Stockholders having voting privileges who are present or represented at any annual 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 Amended and Substituted Articles of Incorporation. We, Thomas L. Dunphy and Larry J. Raper, 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.

Thomas L. Dunphy
Chairman

Larry J Raper
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 26th day of September, A.D., 1985.

Thomas L. Dunphy
President

Larry J Raper
Secretary

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STATE OF IOWA)
)
COUNTY OF MADISON)

BE IT REMEMBERED that on the 26th day of September, A.D., 19 85, before me, a Notary Public in and for said county and state, personally appeared Thomas L. Dunphy and Larry J. Raper 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., previously known as Adair County Farm Service Company, 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.

STEPHEN M. MORAIN
Iowa
NOTARIAL SEAL

Stephen M. Morain Notary Public in and for the State of Iowa

OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

This instrument recorded in Book — , Page — October 1, 19 85

Expires Perp. , Cert. No. Receipt No.

Filed by Stephen M. Morain, Atty., 5400 University Ave., WDM, Ia. 50265

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