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AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION OF M & W FARM SERVICE COMPANY Winterset, Iowa

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SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That at a annual meeting of the stockholders of the M & W Farm Service Company, Winterset, Iowa, held at the 19th day of January, 1981, 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 unanimous 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 M & W Farm Service Company.

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ARTICLE II.

Principal Place of Business

The principal place of business of this corporation shall be in Winterset, Madison County, State of 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.

Compared

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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $42.00

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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 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 peform, 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 ONE MILLION ONE HUNDRED TWENTY-SEVEN THOUSAND FIVE HUNDRED & No/100 ($1,127,500.00) Dollars, divided into TWO HUNDRED ELEVEN THOUSAND (211,000) shares of which amount TEN THOUSAND (10,000) shares of the par value of twenty-five (25¢) cents per share, amounting to TWO THOUSAND FIVE HUNDRED & No/100 ($2,500.00) Dollars, 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 ($1.00) Dollar per share, amounting to TEN THOUSAND & No/100 ($10,000.00) Dollars, shall be four (4%) per cent non-cumulative Organization Stock, and THIRTY-THREE THOUSAND (33,000) shares of the par value of Five and no/100 ($5.00) Dollars per share, amounting to ONE HUNDRED SIXTY-FIVE THOUSAND & No/100 ($165,000.00) Dollars, shall be four (4%) per cent non-cumulative Class B Membership Stock, and ONE HUNDRED FIFTY THOUSAND (150,000) shares, of the par

value of Five Dollars ($5.00) per share amounting to SEVEN HUNDRED FIFTY THOUSAND & No/100 ($750,000.00) Dollars, shall be Class C Membership Stock, which shall not bear dividends; and EIGHT THOUSAND (8,000) shares of the par value of TWENTY-FIVE & No/100 ($25.00) Dollars per share, amounting to TWO HUNDRED THOUSAND & No/100 ($200,000.00) Dollars, shall be SIX (6%) per cent cumulative 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 (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, or whenever the holder thereof ceases to be eligible to be such a stockholder, pursuant to the rules set forth in the By-Laws provided, however, that not less than thirty (30) days' prior notice of such intention to call, retire or redeem such stock shall be given the holders thereof so called for retirement and redemption by written notice postpaid, to the last known address of such stockholder as shown by the books and records of this corporation.

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.

The holders of the Organization Stock shall have the privilege of voting the same at all meetings of the stockholders through and by an authorized representative designated by its board of directors.

"Section 3. Class B Membership Stock. The Class B 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 B Membership Stock shall be issued only to a Class A Membership Stockholder.

Whenever a Class B 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 and 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 B 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 B 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 B Membership Stock may be called at the sole discretion of the Board of Directors, but when it is called, said stock shall be retired prorata or by year, the oldest year of issue first, and then continued year to year; except as otherwise provided in the Articles and By-Laws.

From and after the date fixed for such retirement or exchange of such stock, all dividends on said stock so called for retirement or exchange shall, unless the corporation defaults in the payment or in the issuance of Preferred Stock in exchange therefor, cease, and all rights of the holder thereof as a Class B Membership stockholder, except the right to receive payment or Preferred Stock in exchange for his said stock, shall terminate.

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Class B 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 4. 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 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 and 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 at the sole discretion of the Board of Directors, but when it is called, said stock shall be retired prorata or by year, the oldest year of issue first, and then continued year to year; except as otherwise provided in the Articles and By-Laws.

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."

Section 5. Preferred Stock. The Preferred Stock shall have a par value of Twenty Five & No/100 ($ 25.00) 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 (6 %) per cent 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 (6 %) per cent 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 stockholder. 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, Class B Membership, 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

By-Laws, 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.

No Preferred stockholder shall have any preferential rights respecting the redemption and retirement of the shares of Preferred Stock owned by him, but in the event less than all of the outstanding shares of Preferred Stock are to be redeemed and retired such redemption and retirement may be made by lot or prorata 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 price 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 6. Dividends. After providing for the payment of full dividends for any fiscal year on the Preferred Stock, at the rate of six (6 %) per cent 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 (4%) per cent per annum on a non-cumulative basis, and Class B Membership Stock at the rate of three (3%) per cent 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.

Class C Membership Stock shall not bear dividends.

Section 7. 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 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, the holders of Class B Membership Stock shall be paid in full the par value of their shares. Thereafter, the holders of the Class C Membership Stock shall be paid in full the par value of their shares. Thereafter, if there then remain any assets for distribution, the Class B Membership and Class C Membership stockholders shall be entitled to receive and have distributed to them all of the remaining assets of the corporation, pro rata on the basis the par value, of the shares of Class B Membership Stock and Class C Membership Stock that each such stockholder owns in this corporation, bears to the total of the par value of the issued and outstanding Class B Membership Stock and Class C Membership Stock at the date of dissolution.

Section 8. Increase or Decrease of Stock. From time to time 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 to the extent and in the manner provided by the statutes of the State of Iowa and these Amended and Substituted Articles of Incorporation. In the event it is determined to increase the amount of Preferred Stock it shall not be necessary to secure the consent of the holders of the Preferred Stock; provided, however, that no other class of stock shall be created having preference over the Preferred Stock as now authorized or as may be hereinafter authorized in respect of payment of dividends out of the earnings or upon liquidation or dissolution or in respect of voting rights unless the amendment authorizing such change shall receive the affirmative vote of the holders of not less than two-thirds of the outstanding Preferred Stock of the corporation voting separately as a class.

Section 9. 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, save as expressly provided by the laws of the State of Iowa or as may hereinafter be provided.

Section 10. Transfer of Stock. The shares of 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; and the shares of Class A Membership Stock, Class B Membership Stock, and Class C Membership Stock shall not be transferable in any manner, except that the Class B Membership Stock and Class C Membership Stock may be called and exchanged for Preferred Stock, as herein provided in the Articles, and no transfer, except as herein provided, shall be of any validity or cognizable by the corporation, and no transfer of any stock of this corporation shall be of any validity until duly entered on the books of the corporation, and then not 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 11. Stockholders' Contracts. All persons who shall acquire stock in this corporation shall acquire the same subject to the provisions 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.

ARTICLE V.

Corporate Period

This corporation commenced business on the 14 day of October, 1947, 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.

Officers and Directors

Section 1. Board of Directors. The business and affairs of this corporation shall be managed and conducted by a board of directors of not less than five nor more than 14 members. The number of directors may be changed by resolution adopted at any annual or special meeting of the stockholders having voting rights. The number of directors named at the first annual meeting held after the adoption of these Amended and Substituted Articles of Incorporation, or until changed as herein provided, shall be as set forth in the By-Laws.

"Section 2. Eligibility for Directors. 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, directors, 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."

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Section 3. Term of Office. 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.

The next, and all subsequent regular annual meetings, following the adoption of these Amended and Substituted Articles of Incorporation shall be held at Winterset, Madison County, Iowa, during the month of December upon not less than ten (10) days' notice in writing mailed to each stockholder having voting privileges at the last known address as shown by the books and records of this corporation at such time and place as the board of directors shall fix and determine. If for any reason the annual meeting of the stockholders is not held during said month, in any fiscal year, then it shall be called at a subsequent date to be fixed by resolution of the board of directors and notice shall be given as hereinbefore set out.

At the next regular annual meeting of the stockholders of this corporation the stockholders shall elect from the nominees made by the nominating committee, constituted as hereinafter provided, so that there will be two (2) members of the board of directors to serve for a term of three (3) years, two (2) members to serve for a term of two (2) years, and three (3) members to serve for a term of one (1) year, all to serve until their successors are elected and qualified, and thereafter at each regular annual meeting of the stockholders of this corporation as many members of the board of directors as terms expire shall be elected from the nominees made by the nominating committee for a term of three (3) years and until their successors are elected and qualified.

Section 4. Board of Directors' Nominating Committee. This corporation shall have a board of directors' nominating committee consisting of four (4) members appointed annually prior to the annual meeting of the stockholders of this corporation, as follows:
one (1) member to be appointed by the board of directors of the County Farm Bureau of Madison; one (1) member to be appointed by the board of directors of the County Farm Bureau of Warren;

and two (2) members to be appointed by the board of directors of this corporation. The nominating committee shall, prior to the holding of the annual meeting of this corporation, nominate two (2) for each directorship to be filled on the board of directors, and 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.

In addition to nominations submitted by the nominating committee, any stockholder, owning voting stock, may make nominations from the floor for election to the board of directors of persons duly qualified and eligible to serve as directors as set forth in the Articles of Incorporation.

Section 5. Incumbent Directors. Until the annual meeting of the stockholders, the following persons shall constitute the directors of this corporation:

NAME		ADDRESS
Vernon Hunerdosse	Route # 1	Indianola, Iowa 50125
Jack Wildin		Van Meter, Iowa 50261
Rex Haymond	Route # 4	Winterset, Iowa 50273
Johnnie Lathrum		St. Charles, Iowa 50240
Elbert Goode	Route # 4	Indianola, Iowa 50125
Dean Rodgers	Route # 2	Indianola, Iowa 50125
Kenneth Payne	Route # 2	Winterset, Iowa 50273

Section 6. Incumbent Officers. Until the annual meeting of the stockholders, and until their successors are elected and qualified, the officers of this corporation shall be:

OFFICE	NAME	ADDRESS
President:	Vernon Hunerdosse	Route # 1 Indianola, Iowa 50125
Vice President:	Johnnie Lathrum	St. Charles, Iowa 50240
Secretary:	Kenneth Payne	Route # 2 Winterset, Iowa 50273
Treasurer:	Jack Wildin	Van Meter, Iowa 50261

Section 7. Election - Term of Officers. The officers of this corporation shall be elected by the board of directors as soon after the annual meeting of the corporation as may

be reasonably convenient, and shall hold office for the term of one year or until their successors are elected and qualified.

Section 8. Officers. The officers of this corporation shall be a president, vice president, secretary, and treasurer, and the offices of secretary and treasurer may be held by the same person. Other offices may be created by resolution of the board and such officers shall have such powers and perform such duties as may be prescribed by resolution adopted by the board of directors.

Section 9. Vacancies - Officers - Board of Directors. The board of directors may fill all vacancies occurring in the membership of the board of directors, and a director thus elected shall serve until the next annual meeting of stockholders, at which time a successor shall be elected to serve for the remainder of his unexpired term or for the full term as the case may be.

Vacancies in any of the offices shall be filled by the board of directors.

Section 10. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of all business of the corporation except as herein otherwise provided.

Section 11. 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 VIII.

Special Meetings of Stockholders

Special meetings of the stockholders may be called at any time by the president and shall be called by the president upon a majority vote of the board of directors or by written request of the stockholders representing ten (10%) per cent of the stock issued and outstanding having voting privileges.

Notice of the time and place of such meeting shall be mailed to each stockholder having voting privileges by the secretary or anyone else designated to do so by the president or board of directors of the corporation at least five (5) days previous to the date of said special meeting.

ARTICLE IX.

Meetings of Stockholders

At all meetings of the stockholders each Class A Membership and Organization stockholder shall be entitled to one vote for each share of stock owned as shown by the books of the corporation.

ARTICLE X.

Dissolution Procedure

This corporation may be dissolved 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 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 meeting or special meeting at least ten (10) days before said annual meeting or special meeting. Stockholders not having voting rights need not be given a notice of said annual meeting or special meeting relative to the dissolution, and they shall not be entitled to vote at said meeting.

ARTICLE XI.

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 XII.

Amendments to Articles of Incorporation

These Amended and Substituted Articles of Incorporation 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 special 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.

ARTICLE XIII.

Corporate Seal

The corporation may have a corporate seal if the By-Laws so provide and prescribe the form of said seal.

ARTICLE XIV

By-Laws

A two-thirds (2/3) majority of the board of directors may at its discretion adopt, repeal and amend By-Laws of this corporation subject, however, to the right of the stock-

holders to adopt By-Laws which when specifically designated "Stockholders By-Law" shall supersede any By-Laws in conflict therewith and those By-Laws designated "Stockholders By-Law" may be only adopted, repealed or amended by a majority of the stockholders having voting privileges and 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, Vernon Hunerdosse and Kenneth O. Payne, 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.

Vernon Hunerdosse
Chairman

Kenneth O Payne
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 26 day of January, A.D., 1981.

Vernon Hunerdosse
President

Kenneth O Payne
Secretary

HORACE YOUNG
Iowa
NOTARIAL

STATE OF IOWA)
)
COUNTY OF Madison)

BE IT REMEMBERED that on the 26 day of January, A.D., 1981, before me, a Notary Public in and for said county and state, personally appeared Vernon Hunerdosse and Kenneth O Payne and being to me personally known who being by me duly sworn did say that they are the President and Secretary, respectively, of the M & H Farm Service Co, Winterset, Iowa, 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.

Notary Public in and for the
State of Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book B-38, Page 207, March 4 1981
Expires Perpetual, Cert. No. 116233, Receipt No. —
Filed By Leithinger, Thorain, Catterall & Otto, 1420 Des Moines, Iowa
Filing Fee 1.00 Recording Fee 7.00 Mary Jane Odell Secretary of State

Iowa
1-6-75 - S-"C"