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Name of Document: Amended and Substituted Articles of Incorporation of United Farmers
Cooperative (Formerly known as Farmers Cooperative Company (Afton, IA))

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**Amended and Substituted Articles of Incorporation of
United Farmers Cooperative
Formerly known as Farmers Cooperative Company (Afton, IA.)**

We whose names are hereto subscribed, have been designated to sign and acknowledge the Amended and Substituted Articles of Incorporation pursuant to Chapter 499 of the Code of Iowa and the Articles of Merger dated September 1, 2016.

The name of Farmers Cooperative Company (Afton, IA.) is hereby changed to United Farmers Cooperative.

1. Members

1.1 Eligibility for membership

Any natural person or entity who is engaged in producing a product marketed by United Farmers Cooperative (herein "the cooperative"), who customarily consumes or uses the supplies or commodities that the cooperative handles or who uses the services the cooperative renders or who is a tenant or landlord who receives a share of agricultural products as rent is eligible for membership. The person or entity seeking to become a member shall complete a written application on a form prescribed by the board and the board will approve an application for membership if it determines that the applicant is eligible and that approval is in the best interests of the cooperative.

1.2 Purchase of common stock to become member

A. Voting members

An approved applicant who is a producer of agricultural products with a profit motive or who is a landlord who receives a share of grain or livestock in payment of farm rent becomes a voting member by buying a share of Class A Common Stock from the cooperative for \$250.

B. Nonvoting members

Any other approved applicant becomes a nonvoting member by buying a share of Class B Common Stock from the cooperative for \$50. A nonvoting member cannot vote at member meetings or be elected a director, but a nonvoting member has all of the other rights of membership.

C. On the filing date of these Amended and Substituted Articles with the office of the Iowa Secretary of State, ("the Effective Date"), each previously issued and outstanding share of Class B Common Stock, par value \$250, shall be converted to a subscription for Class B Common Stock, par value \$50, and the owner shall receive \$200 in Class A Preferred Shares; and any outstanding subscription for a share of Class B Common Stock shall constitute a subscription to Class B Common, par value \$50.

D. Subscribers

The Bylaws may specify the procedures for a patron to subscribe for a share of Common Stock.

1.3 Termination of a membership

Whenever a membership terminates, the member's membership and Common Stock or subscription for Common Stock will be cancelled, and the cooperative will pay the par value of the Common Stock.

A. Death

Following the death of a natural person, the membership will terminate when the cooperative is notified of the death, and the cooperative will make this payment to the stockholder's personal representative within two years thereafter.

B. Voluntary withdrawal

The membership will terminate upon receipt of the notice of voluntary withdrawal from a member, and the cooperative will make this payment to the stockholder within two years thereafter.

C. Ineligibility

The membership will terminate upon the determination by the board that a member is no longer eligible to be a member, and the cooperative will make this payment to the stockholder within 60 days thereafter.

D. Expulsion

The board may expel any member who has attempted to transfer the member's membership or stock in violation of the terms hereof or any member who has not done any significant business with the cooperative for two consecutive fiscal years, or any member who has failed for four months to pay the amount the member owes to the cooperative. The membership will end upon the determination by the board, and the cooperative will make this payment to the stockholder within 60 days thereafter, except that the cooperative may set off against this payment any debt owed by the member to the cooperative.

1.4 Organizational members

An individual, corporation, partnership, limited liability company, estate or trust may become a member. A membership that is owned by individuals as tenants in common or joint tenants will be treated as a partnership even if there is no formal partnership agreement. An organizational member shall be deemed as a single shareholder for all voting purposes and shall specify in writing a person to vote on behalf of the organization. This person will be treated as the only person authorized to make motions, make nominations and vote on behalf of the organization, provided that this person cannot vote more than once on each issue. If the organizational member owns a fully paid share of Class A Common Stock, this person is eligible to serve as a director. The Preferred Stock issued to an organizational member may be treated as if it was owned by its beneficial owners for purposes of the cooperative's equity redemption programs, as provided in the Bylaws.

1.5 Annual meeting of members

The annual meeting of the members will be held within 180 days after the end of each fiscal year. The board will set the time and place of each annual meeting.

1.6 Transfer between membership classes

If the board determines that a voting member is no longer eligible to be a voting member, then the board may reclassify the member as a nonvoting member. If a member is so reclassified and if the member owns a share of Class A Common Stock, the cooperative will cancel this stock, issue to the member a share of Class B Common Stock, and pay the member \$200.

If the board determines that a nonvoting member is eligible to be a voting member, then the board may notify the member that he or she is eligible to be a voting member. In such event, the member can become a voting member by paying the cooperative \$200 and if said amount is paid, the cooperative will issue to the member a share of Class A Common Stock and will cancel the Class B Common Stock owned by the member.

2. Directors

2.1 Election of directors

The cooperative will have between five and eighteen directors as specified in the Bylaws. Any member who owns a fully paid share of Class A Common Stock is eligible to serve as a director.

2.2 Vacancies

A director may resign by submitting a resignation to the president. If a director becomes ineligible because they no longer hold a Class A Share of Common Stock while serving as a director, then that director must resign as a director within 30 days of notification from the board or shall be presumed to have resigned if no resignation is received within said period of time. At any member meeting called for that purpose, a majority of all of the voting members may remove a director. A vacancy created by a member vote will be filled at the same meeting by the same members. A vacancy resulting from an increase in the number of directors may be filled by the board for the term specified by the board. A vacancy created in any other manner may be filled by the board until the next annual meeting of the members, at which time the members will elect a director to serve the unexpired portion of the term.

2.3 Indemnification

The cooperative shall indemnify its present and former directors and officers to the maximum extent authorized under Iowa Code sections 499.59 and 499.59A, which sections are incorporated into these Articles of Incorporation by this reference.

2.4 Compensation and expenses

The board will set the compensation and expense reimbursement policy for the directors, officers and general manager.

3. Members' Equity

3.1 Authorized capital stock

The cooperative is authorized to issue the following capital stock:

Type of Stock	Authorized Shares	Par Value
Class A Common Stock	5,000	\$250
Class B Common Stock	3,000	\$50
Class A Preferred Stock	20,000,000	\$1.00
Class B Preferred Stock	20,000,000	\$1.00
Class C Preferred Stock	20,000,000	\$1.00

Class D Preferred Stock	20,000,000	\$1.00
Class E Preferred Stock	20,000,000	\$1.00
Class F Preferred Stock	20,000,000	\$1.00

3.2 Stock rights

All stock will be issued at its par value. The Bylaws may provide for the cooperative to pay dividends on any class of its stock. Class A Common Stock is the only class of stock with voting rights. A person or entity may only own one share of either Class A Common Stock or Class B Common Stock.

3.3 Allocation of net savings

The board will determine the portion of net savings that will be set aside as reserves to meet the cooperative's future needs. The members authorize the board to make additions to reserves even if such additions exceed the limitations of Iowa Code section 499.30. The remaining net savings will be distributed to the members as patronage refunds. The Bylaws will specify the procedures to be followed in allocating patronage refunds.

3.4 Allocation of losses

The cooperative may allocate part or all of its losses to the members. The Bylaws will specify the procedures to be used in allocating losses. The Bylaws may provide for the cancellation of Preferred Stock and for the cancellation of future patronage refunds.

3.5 Redemption of Preferred Stock

The Bylaws will specify the procedures to be followed in allocating patronage refunds and redeeming Preferred Stock. These rules will establish the order of redemption based on objective criteria which are equally applied to all similarly situated members. The Bylaws may apply different rules to different classes of Preferred Stock. The adoption of such a Bylaw provision does not create a right to have stock redeemed until the board decides to make a redemption under the Bylaws. The board may amend such a Bylaw provision from time to time without any liability to any member. The cooperative may offer to buy Preferred Stock for less than its stated value, but no holder will be required to accept such an offer.

3.6 Transferability of stock

Except for transfers by operation of law, Common Stock is not transferable, and Preferred Stock may be transferred only under the following circumstances:

- A. **Estates**
The Preferred Stock owned by a deceased person will be transferred on the cooperative's books to the person's estate or beneficiaries as determined under applicable law to the extent that it is not redeemed within one year after the application for payment.
- B. **Organizational members**
The Preferred Stock of certain organizational members will be transferred as provided in the Bylaws.
- C. **Board approval**
Preferred Stock can be transferred with the board's approval.

3.7 Tax consent

Each member consents to take into account and report as taxable income the dollar amount of

any written notice of allocation in the year the written notice is received, unless the written notice states that the member is not required to take the amount into income that year. A "written notice" is a notice of the issuance of Preferred Stock or a similar notice which tells the member the dollar amount allocated to the member by the cooperative as a patronage refund. Each member makes this consent by the act of becoming a member or continuing as a member.

3.8 Non-qualified patronage

The cooperative is authorized to issue non-qualified patronage refunds as may be provided for in the Bylaws.

4. Miscellaneous

4.1 Applicable law

The cooperative is organized and operates under Chapter 499 of the Code of Iowa. These Amended and Substituted Articles of Incorporation are a full statement of all of the cooperative's Articles of Incorporation, and previous versions of the Articles of Incorporation are of no continuing force and effect.

4.2 Name

The name of the cooperative is "United Farmers Cooperative" (referred to herein as the "cooperative").

4.3 Offices

The cooperative will have such offices as the board determines. The cooperative's principal business office will be located in Afton, Iowa.

4.4 Purposes

The cooperative is organized to conduct any lawful business that will serve its members, either directly or indirectly. The cooperative may accomplish any of these purposes through one or more subsidiaries.

4.5 Duration

The cooperative will have a perpetual duration.

4.6 Lien and set off

The cooperative will have a security interest in and a right of setoff against all of its stock, stock and patronage dividends, and in any cash paid with regard thereto. This security interest and right of setoff will secure repayment of any debt owed by the member to the cooperative.

4.7 Payments to members

Each member is responsible for keeping the cooperative informed of that member's current mailing address. Unless the cooperative receives different payment instructions, the cooperative will send all payments by mailing a check to the member's last known address. If any check is not cashed within six months for any reason (including its return to the cooperative because it is undeliverable), then the cooperative will hold the money for the member for a period of two years after it was first mailed to the member. If the member does not provide the cooperative with a current address or otherwise claim the money within this two year period, then the money will become the property of the cooperative.

4.8 Documents of title

Any deed, mortgage, contract for deed, lease, or any other document relating to real or personal property on behalf of the cooperative shall be signed by any two of the cooperative's officers.

4.9 Distribution in Liquidation

Upon dissolution or liquidation, the cooperative's assets remaining after the payment of all debts will be distributed to the members and former members who continue to own stock. The regional investments and the proceeds from the redemption or sale of the regional investments will be distributed to the holders of the Regional Preferred Stock in proportion to the stated value of Regional Preferred Stock held by each holder. If the redemption of several classes of stock is tied to a group of regional investments, then the proceeds from each group of regional investments will be distributed to the holders of the stock to which the group is tied in proportion to the stated value of that stock held by each holder. The other assets will be distributed to the members and former members who continue to own stock in proportion to the total par value of each member's and former member's stock other than Regional Preferred Stock up to its par value. The excess (if any) will be distributed to the members and former members who continue to own stock in proportion to the business done by them with the cooperative during the time period (which is practicable under the circumstances) determined by the board to best reflect the patrons whose business resulted in the cooperative accumulating the assets. No preference will be given to estates in making the distribution in liquidation.

4.10 Stock certificates

Class A Common Stock and Class B Common Stock shall be issued with or without certificates as provided in the Bylaws. Preferred Stock will be reflected only on the books of the cooperative.

4.11 Limited liability

The private property of the members, directors and officers will be exempt from execution for the debts of the cooperative.

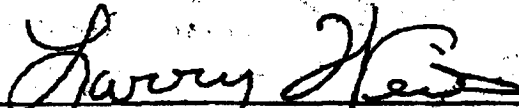
4.12 Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the vote of two-thirds of the members who vote on the amendment at any member meeting if a notice of the meeting was sent to all voting members at least ten days before the meeting and the notice contained a copy of the amendment or a summary of the amendment.

4.13 Abandonment

A member's entire interest in the cooperative is deemed abandoned if (1) the member does not claim a disbursement due from the cooperative for a period of two years after the amount is due, and (2) the cooperative does not know the location of the member at the end of this two year period. The Bylaws may specify the notice and claim procedures to implement this Section.

IN WITNESS WHEREOF, the foregoing Amended and Substituted Articles of Incorporation have been executed this 2nd day of September, 2016.



President, United Farmers Cooperative



Secretary, United Farmers Cooperative

FILED
IOWA
SECRETARY OF STATE
9-6-16
8:19am
W01066596



STATE OF IOWA
Secretary of State Office

C# 924

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning September 6, 2016 to and including the date below.

Dated September 19, 2016

Paul D. Pate
Secretary of State

By Deane Burdette



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