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RECORDER
MADISON COUNTY, IOWA

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SECRETARY OF STATE
IOWA

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

KNOW ALL MEN BY THESE PRESENTS:

That at the Annual Meeting of the stockholders of the M & W Farm Service Company, held at the office of the corporation, Winterset, Iowa, Madison County, Iowa, on the 16 day of January, 19 74, 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 amendments to the Amended and Substituted Articles of Incorporation were adopted by a Majority vote of all of the issued and outstanding stock having voting privileges present at said meeting:

AMEND ARTICLE IV, entitled "Capital Stock," by striking the first paragraph in its entirety, and substituting in lieu thereof the following:

"The authorized capital stock of this corporation is EIGHT HUNDRED SIX THOUSAND & NO/100 Dollars, ($ 806,000.00); divided into TWO HUNDRED FORTY-TWO THOUSAND SIX HUNDRED (242,600) shares, of which amount SIXTY-FOUR THOUSAND EIGHT HUNDRED (64,800) shares, of the par value of twenty-five cents (25¢) per share, amounting to SIXTEEN THOUSAND TWO HUNDRED & NO/100 Dollars, ($ 16,200.00), 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 SIXTY-FOUR THOUSAND EIGHT HUNDRED (64,800) shares, of the par value of One Dollar ($1.00) per share, amounting to SIXTY-FOUR THOUSAND EIGHT HUNDRED & NO/100 Dollars ($ 64,800.00), shall be four percent (4%), non-cumulative Organization Stock; and THIRTY-FIVE THOUSAND (35,000) shares, of the par value of Five Dollars ($5.00) per share, amounting to ONE HUNDRED SEVENTY-FIVE THOUSAND & NO/100 Dollars, ($ 175,000.00), shall be four percent (4%), non-cumulative Class B Membership Stock; and SEVENTY THOUSAND (70,000) shares, of the par value of Five Dollars ($5.00) per share, amounting to THREE HUNDRED FIFTY THOUSAND & NO/100 Dollars ($ 350,000.00), shall be Class C Membership Stock, which shall not bear dividends; and EIGHT THOUSAND (8,000) shares of the par value of TWENTY-FIVE DOLLARS Dollars ($ 25.00) per share, amounting to TWO HUNDRED THOUSAND & NO/100 Dollars ($ 200,000.00), shall be SIX percent (6 %) cumulative Preferred Stock."

565

AMEND ARTICLE IV, entitled "Capital Stock", of the Amended and Substituted Articles of Incorporation, by adding thereto a new Section, as follows:

"Section 3A. 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 member of a county Farm Bureau of this state and of the Iowa Farm Bureau Federation, and who is also a Class A Membership Stockholder.

Class C Membership Stock shall not be transferable to anyone and can only be surrendered to this corporation for redemption as in these Articles and the By-Laws provided.

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 by year, the oldest year of issue first, and then continued year to year; and there shall be no partial years retired, except the Board of Directors, in their sole discretion, may, upon the death of a Class C Membership Stockholder, call, retire and redeem said Class C Membership Stock, held by said stockholder.

From and after the date fixed for such retirement of such stock all dividends on said stock so called for retirement shall cease unless the corporation defaults in the payment thereof and all rights of the holder thereof as a Class C Membership Stockholder, except the right to receive payment, shall terminate."

AMEND ARTICLE IV, Section 5, entitled "Dividends," of the Amended and Substituted Articles of Incorporation, by adding thereto, as a separate paragraph, the following:

"Class C Membership Stock shall not bear dividends."

AMEND ARTICLE IV, Section 6, entitled "Distribution upon Dissolution," of the Amended and Substituted Articles of Incorporation, by striking it in its entirety, and substituting in lieu thereof the following:

"Section 6. 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, and 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."

Amendments to the Articles - 5 -

AMEND ARTICLE IV, Section 9, entitled "Transfer of Stock," of the Amended and Substituted Articles of Incorporation, by striking it in its entirety, and substituting in lieu thereof the following:

"Section 9. 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 hereinbefore 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 may be called and exchanged for Preferred Stock, as hereinbefore in the Articles provided, 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."

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 Amendments to the Amended and Substituted Articles of Incorporation. We, Dean Rodgers and Charles A. Bell, 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.

Dean Rodgers
Chairman (Dean Rodgers)

Charles A Bell
Secretary (Charles A. Bell

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 the said corporation, this 28 day of January, A.D., 1974.

Dean Rodgers
President (Dean Rodgers)

Charles A Bell
Secretary (Charles A Bell)

STATE OF IOWA) SS.

BE IT REMEMBERED, That on this 28 day of January, A.D., 1974, before me, a Notary Public in and for Guthrie County, Iowa, personally appeared Dean Rodgers and Charles A. Bell, who being by me duly sworn did say that they are the President and Secretary, respectively, of the Farm Service Company Winterset, Iowa, and that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its stockholders and that they acknowledge said instrument to be the voluntary act and deed of said corporation, by them voluntarily executed.

Lillian Williams
Notary Public in and for the State of Iowa

570

This instrument received for record in the office of the Secretary of State, Des Moines, Iowa
Expires April 13 1993
Filed By Attorney
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Page 565 No. 28366 Receipt No. Guthrie Center 50230
Secretary of State