FARMERS' CO-OPERATIVE COMPANY OF WRIGHT, WRIGHT, MINN.

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter fifty-eight (58), General Statutes of Minnesota for 1913, and any amendment thereof, do hereby associate ourselves as a body corporate, and do hereby adopt the following Certificate of Incorporation:

ARTICLE I

The name of this corporation shall be The Farmers Co-operative Company of Wright.

The general nature of its business shall be To conduct and carry on General
Tholesale and Retail Mercantile and Commission Business, to deal in all kinds of Farm
Produce and Forest Products in all its bruches and of every description and character
and in general to de all such acts and things as may be lawful, useful, necessary,
convenient and expedient in conducting and managing the said business of said Association in any of its branches and such other Enterprises and Things as are incident
thereto.

The principal place of transacting the business of this corporation shall be in the Toyn of Wright, County of Carlton, Minnesota.

ARTICLE II

The time for the commencement this corporation shall be February 6, 1919, and the period of its duration shall be twenty years.

ARTICLE III

The names and places of residence of the persons forming this corporation are A. Landquist, of Wright, Minn.; Anton Johnson, of Wright, Minn.; John Walli of Wright, Minn.; AA. Forgerson, of Wright, Minn.; Ole Moen of Wright, Minn.; C. A. Johnson of Wright, Minn.; Mike Kazunas of Wright, Minn., and others of Wright, Minn.

ARTICLE IV

The management of this corporation shall be vested in a Board of Directors, composed of not less than Seven, and not more than Nine members. The names and addresses of the First Board of Directors are A. Lundquist, Anton Johnson, John Walli, G. A. Forgerson, Ole Moon, C. A. Johnson and Mike Kazunas, all of Wright, Minnesota.

The first officers of this corporation shall be: President A. Immdquist; Vice-President. Ole Moen; Secretary G. A. Forgerson; and Treasurer, J. A. Forgerson. All of the above officers and directors shall hold their respective offices aforesaid until the next annual meeting of the corporation to be held Second Saturday of June, 1920, at which time and annually thereafter, a Board of Directors shall be elected from and by the stockholders of this corporation. The annual meeting of this corporation shall be held at its principal place of business on the Second Saturday of June, 1920, and in each year. #Immediately after the election of directors, or as soon thereafter as practicable, the directors shall meet and elect from their number a president and a vice-president, and from their number or from the stockholders a secretary and a treasurer. Any office except that of president and vice-president may be held by one person. The directors and officers of this corporation shall hold their respective offices until their successors have been duly elected and entered upon the discharge of their duties. The first meetings of the stockholders and of the Board of Directors shall be held at Groth's Hall, Wright, Minnesota, on the 27th day of March, 1919, at 10 and 11 o'clock, respectively.

ARTICLE V

The amount of the capital stock of this corporation shall be Ten Thousand Dollars, (\$10,000.00), divided into One Thousand (1,000) shares of the Far Value of Ten Dollars, (\$10) each which shall be paid in each at such time and in such manner as provided in the Sy-laws of such Association. The said amount of Capital Stock of this Association may be increased or diminished at a Stockholders Meeting specially called for that purpose, but the whole amount of stock shall never excert one Hundred Thousand Dollars (\$100,000.00) which shall be paid in, in money or property, or both, in such manner at such times, and in such amounts as the Board of Directors shall order. The capital stock shall be divided into One Thousand shares of the par value of \$10 each, and within thirty (30) days after the adoption of an amendment increasing or diminishing the capital stock the Board of Directors shall cause the note so adopted to be recorded in the office of the Register of Deeds where the Certificate of Incorporation is on record, and no share shall be issued for less than its Par Value and no member shall own shares of greater

Par Value than One Eundred Dollars (\$180), or be entitled to more than one vote, and no Certificate of Share shall be issued to any person until the full value thereof has been paid in cash. And no person shall become a shareholder of this Association except by the consent of the Board of Directors ARTICLE VIOLENCE CONSISTS

Stragger Aller

The highest amount of indebtedness or liebility to which this corporation shall at any time be subject shall be the sum of Fifteen Thousand Dollars (\$15,000.00).

In Testimony Whereof, we have hereunto set our hands this 6th day of February,

A. LUNDQUIST O. E. MOEN G. A. PORGERSON ARTON JOHNSON SAN TOTAL TOTAL VALLE A STATE OF THE STA

In the presence of

W. S. Gowdy Anton Strykin

na di salah salah

County of Carlton.) State of Minnesota) ss.

On this 29th day of March, 1919, personally appeared before me A. Lundquist, O. E. Moen, G. A. Forgerson, Anton Johnson, John Walli, C. A. Johnson, Mike Karunas, to me known to be the persons named in and who executed the foregoing Certificate of Incorporation, and each acknowledged that he executed the same as his free act and deed, for the uses and purposes therein expressed.

(Notarial Seal)

EVA C. ILSTRUP, Notary Public. Carlton County, Minnesota. My commission expires Dec. 19, 1925. As the 1986 After Reflection to the

CERTIFICATE OF INCORPORATION

52358 of

PARMERS CO-OPERATIVE COMPANY OF WRIGHT, WRIGHT, MINN.

OFFICE OF REGISTER OF DEEDS

State of the state

State of Minnesota,) County of Carlton) 88.

I hereby certify that the within instrument was filed in this office for record. April 1, 1919, at 8:30 A. M. and was duly recorded in Book N of Misc., page 569x570

JULLIUS B. BAUMANN. Register of Deeds. The state of the s

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COPYOF BECOED, and a control of the	
Office of Register of Beeds,)	
CARLTON COUNTY, MINN.	
J. B. WILLIAMS J. B. WILLIAMS J. HEREBY CERTIFY, That the within and	foregoing is a true and correct transcript
from the original Records in this office of a	Incorporation
from Farmers! Co_operative Company of Wright	
w The Publis	
filed for record on the Lat day of	
	April April
at 8:50 O'clock & M. and recorded in Book 3	-0J 2400.
on page 369=370 and that I have compared the same with said or	ginal record
Witness my hand and official seal at Carlton, in said county, this	22ne day 01
4 D. 1 935	
2 0	12
(SMAL)	REGISTER OF DEEDS.
and the same of th	

T OF MINNES ANTHERT OF STA FILE D JUL 2 4 1935

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION of

to form and legality this day of

The foregoing.

FARMERS CO-OPERATIVE COMPANY OF WRIGHT
Wright, Minnesota.

STATE OF MINNESOTA)
COUNTY OF CARLTON)

HARBY U. PETERSON.
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We, the undersigned, Lyman Harp and John Erickson, president and secretary, respectively, of the Farmers' Co-operative Company of Wright, Wright, Minnesota, do hereby certify:

That on the 28th day of June, 1935, at the annual meeting of the stockholders of the said company, upon due notice, and there being a quorum of stockholders present, the following amendments to the Articles of Incorporation of the Farmers' Co-operative Company of Wright were duly adopted by the said stockholders:

Amendment No. 1. That the enabling clause of the Articles, which now reads:

"We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter firty-eight (58), General Statutes of Minnesota for 1913, and any amendments thereof, do hereby associate ourselves as a body corporate, and do hereby adopt the following Articles of Incorporation:

Be and is hereby amended to read as follows:

"We, the undersigned residents of Minns sota, for the purpose of forming a cooperative association under and pursuant to the provisions of Chapter 326, Laws of Minnesota for 1923, and acts supplementary thereto and amendatory thereof, do hereby adopt the following Articles of Incorporation:

Amendment No. 2. That Article IV, paragraph 2, in the section which reads:

"Immediately after the election of directors, or as soon thereafter as practicable, the directors shall meet and elect from their number a president, and a vice-president, and from their number or from the stockholders a secretary and a treasurer. Any office except that of president and vice-president may be held by one person."

Be and is hereby amended to read as follows:

"Immediately, or as soon as practicable, after the election of directors which shall be done by hallot at each annual meeting of the shareholders and for such terms as the By-laws may prescribe, the directors shall meet and elect from their number by ballot a president, a vice-president, a secretary and a treasurer. If the board so decides, the offices of Secretary and Treasurer may be held by the same person as Secretary-Treasurer."

Amendment No. 3. That Article V, which now reads:

"The amount of the capital stock of this corporation shall be Ten Thousand Dollars (\$10,000.00), divided into One Thousand (1000) shares of the Par Value of Ten Bollars (\$10.00) each which shall be paid in each at such time d in such manner as provided in the By-laws of such association. The said amount of Capital Stock of this Association may be increased or diminished at a Stockholders Meeting especially called for that purpose, but the whole amount of stock shall never exceed One Hundred Thousand Dollars (\$100,000.00) which shall be paid in, in money or property, or both, in such manner at such times, and in such amounts as the Board of Directors shall order. The capital stock shall be divided into One Thousand shalls of the par value of \$10.00 each, and within thirty (30) days after the adoption of an amendment increasing or diminishing the capital stock the Board of Directors shall cause the note so adopted to be recorded in the office of the Register of Beeds there the Certificate of Incorporation is on record, and no share shall be issued for less them its Par Value and no member shall own shares of greater Par value than One Hundred Dollars (\$100.00), or be entitled to more than one vote, and no Certificate of Share shall be issued to any person until the full value thereof has been paid in cash. And no person shall become a shareholder of this Association except by the consent of the Board of Directors."

Shall be and is hereby amended to read as follows:

The amount of the capital stock of this association shall be Ten Thousand Dollars (\$10,000.CO) and shall be divided into One Thousand (1000) shares of the par value of Ten Dollars (\$10.CO) each, and shall be paid at such time and in such manner as the directors of this association shall order, but no share shall be issued for less than its par value nor until the same has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The association may commence business whenever twenty per cent (20%) of the authorized capital stock has been subscribed and paid in, and the amount of the capital stock outstanding shall at no time be diminished below twenty per cent (20%) of the amount of authorized capital.

"The ownership of capital stock in this association by any individual stock-holder shall not exceed the par value of One Hundred Dollars (\$100.00); stockholders shall be restricted to only one vote in the affairs of the association, and voting by proxy shall not be permitted; shares of stock shall not be transferable except with the approval and consent of the governing board of the association; interest shall not be paid on outstanding or paid up capital stock of the association in excess of six per cent (6%) per annum, which shall be non-cumulative; the net income of the association, except such amounts as are required to be set aside as a reserve fund or permanent surplus, or may be set aside by vote of the stockholders, available for distribution among the members or non-members, or both, as the case may be, and as may be prescribed in the By-laws, shall be distributed on the besis of patronage only."

Amendment No. 4. That the following new Articles be added:

"ARTICLE VII. The fiscal year of this association shall begin on the first day of June in each year and close on the last day of Mar of the following year."

*ARTICLE VIII. This certificate of incorporation may be amended as provided by law."

And we certify that these foregoing amendments were separately voted upon by ballot and adopted by the Stockholders in the following manner: Fifty-six (56) votes were cast in person and by mail FOR the adoption of each and every amendment, and similarly only one (1) vote AGAINST the adoption of each and every amendment, and further.

That the accompanying copy of Notice of Meeting and Mail Ballot, containing the proposed amendment in full together with the record of adoption of the same by the board of directors, and provision for shareholders to vote thereon by mailis a true and full copy of the original thereof, and that the total number of stockholders in the company at the time of the said annual meeting was 145, and that 46 shareholders voted in person at the sail meeting on the amendments and 11 shareholders voted thereon by mail.

In Mitness whereof, We, the said Igman Harp, president, and John Trickson, secretary, have hereunto set our hands end have caused the corporate s call of the said Farmers' Co-operative Company of Wright to be affixed hereto at Wright, Minnesota, this 12 to day of July, 1935.

SEAL

__President

STATE OF MINNESOTA)

COUNTY OF CARLTON

Before me, a Notary Public in and for the said County and State of Minnesota, personally appeared Lyman Harp and John Frickson, known by me to be the identical persons described in the foregoing instrument, and whose names are subscribed thereto, and each for himself and both acknowledged that they executed the same freely and voluntarily for the uses and purposes therein set forth.

Henry E. Groth, Notary Public, Carlton Co., Mine. My Commission Expires Jan. 14, 1942 The Stockholders of Parmers! Co-sperative Company, the The world the said Tright, winnessta. The control of the care the second of the care of the care

25 A Ton are hereby notified, that; the regular annual meeting of the Parmers of the persive Company will be held in the association shall in Wright, Minnesota, beginning at: 10.4 ... on Friday, June 28, 1935, for the purpose of considering and acting upon -all matters only broughtforthis sloption of an absolute thereasing or diminishing

eron in the little of the contract which course the little so adulted to be served and the least of the least as set forth in the minutes of the special meeting of the Board on June 7, 1935; is hereby submitted to the membership for their decision at the Annual Meeting:

"Duly moved, seconded, and carried unanimously that, Whoreas it is advisable and necessary for the best interests of the Farmerst Go-operative Company to bring it under the existing Co-operative Statutes of the State of Minnesota, that the following proposed amendments to the Articles of Incorporation of the Company be properly submitted, with the endorsement of the directors, for the approval of the stockholders in the forthcoming annual meeting of the company and appropriation which we him Townsond Belkery

Purther, that such proposed encodents be issued to all stockholders with the privilege for members absent from the samual meeting to wote thereon by mailing then privilege for memory account the most been part for in cash or it, againstant and much particular than deposited of a language for the formal for the description. The appropriation was consequent to the particular transfer for the particular formal for the appropriate transfer for the particular formal for the particular formal for the particular formal for

The, the undersigned, for the purpose of forsing a corporation under and pursuant to the provisions of Chapter fifty sight, 58). Same all figures of Sunsage for the provisions of Chapter fifty sight, 58). Same all figures of Sunsage for the provisions of Chapter fifty sight, 58, Same all figures of Sunsage for the provisions of the purpose of approval and consent of the normains pasted of the secondarion; taterest shall not be paid of the large to have been all the second of the party second to read as follows: per cent (68) per anama, which shell be non-quariative; the not inspect of the association, except "Meithe andersigned residents of Minnesota, for the purpose of foreign a comparative association under and purpose the provisions of Chapter is a comparative association under and purpose the provisions of Chapter is a comparative association and purpose the provisions of Chapter is a comparative association and acts supplementary thereto and amendatory thereof the comparation and purpose to the comparation of the comparati

mark with an I whather you approve or oppose the above amendment.



10. 11. That the following new Artistas be added

"inthet Article of , Personanh 2, in the section which reads:

the directors shall neet and elect from their maner a president and a vice-president. and from their number or from the stockholders a secretary and a treasurer. Any office except that of president and vice-president may be held by one person. APPROVE

Shall be and is hereby amended to read as college:

immediately or as soon as practicable; after the election of directors which shall be done by ballot seesach man lasting of the shareholders and for such serve as the By laws may prescribe; the directors shall meet and elect from their number by ballot a president, a vice-president, a secretary, and a treasurer. If the board to defides, the officer of secretary and treasurer my be delicated associated the person as because it is the board of the secretary and treasurer my be delicated as person as because it is the board of the secretary and treasurer my be delicated as the person as the person of the secretary and treasurer my be delicated as the person of the secretary and treasurer my be delicated as the person of the secretary and treasurer my be delicated as the secretary and treasurer. LA GORGANIA DESTRUCT

The Mark Law Word

TOTAL BALLY SERVE

John Bringson, Secretary If voting by mail mark with an I whether you approve or oppose the above emendment.

AMENDMENT NO. III.

That Article V, which now reads as follows: "The amount of the capital stock of this corporation shall be Ten Thousand Dollars, (\$10,000.00), divided into One Thousand (1000) shares of the Par Value of Ten Dollars (\$10.00) each which shall be paid in cash at such time and in such manner as provided in the By-laws of such association. The said amount of Capital Stock of this Association may be increased or diminished at a Stockholders Meeting especially called for that purpose, but the whole amount of stock shall never exceed One Handred Thousand Dollars (\$100,000.00) which shall be paid in, in money or property, or both, in such manner at such times, and in such amounts as the Board of Directors shall order. The capital stock shall be divided into One Thousand shares of the par value of \$10.00 each, and within thirty (30) days after the adoption of an amendment increasing or diminishing the capital stock the Board of Directors shall cause the note so adopted to be recorded in the office of the Register of Deeds where the Certificate of Incorporation is on record, and no share shall be issued for less than its Par Value and no member shall own shares of greater Par value than One Hundred Dollars (\$100.00), or be entitled to more than one vote, and no Certificate of Share shall be issued to any person until the full value thereof has been paid in cash. And no person shall become a shareholder of this Association except by the consent of the Board of Directors."

Shall be and is hereby amended to read as follows:

"The amount of the capital stock of this association shall be Ten Thousand Dollars (\$10,000.00) and shall be divided into One Thousand (1000) shares of the par value of Ten Dollars (\$10.00) each, and shall be paid at such time and in such manner as the directors of this association shall order, but no share shall be issued for less than its par value nor until the same has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The association may commence business whenever twenty per cent (20%) of the authorized capital stock at no time be diminished below twenty ner cent (20%) of the authorized coutstanding shall

at no time be diminished below twenty per cent (20%) of the amount of authorized capital.

"The ownership of capital stock in this association by any individual stock—
holder shall not exceed the par value of One Bundred Bollars (\$100.00); stockholders
shall be restricted to only one vote in the affairs of the association, and voting by
proxy shall not be permitted; shares of stock shall not be transferable except with the
approval and consent of the governing board of the association; interest shall not be
paid on outstanding or paid up capital stock of the association in excess of siz
per cent (6%) per annua, which shall be non-cumulative; the net income of the association.

except such amounts as are required to be set aside as a reserve fund or permanent surplus, or may be set aside by vote of the stockholder, available for distribution among
the By-laws, shall be distributed on the basis of patronage only."

APPROVE

If voting by mail mark with an I whether you approve or oppose the above amendment.

OPPOSE

AMENDMENT NO. IV.

That the following new Articles be added:

June in each year and close on the last day of May of the following year."

**ARTICLE VIII. This certificate of incorporation may be amended as provided by law.

APPROVE

If voting by mail
mark with an X whether you
approve or oppose the above

OPPOSE

*AND FURTHER, that the Board of Directors shall prepare and present to the animal meeting proper amendments to or revision of the present By-laws of the Company, to correspond with such amended Articles."

IMPORTANTI If you vote by mail, return this ballot to the Secretary of the Company before the meeting and

BOARD OF DIRECTORS
Lyman Harp, President
John Erickson, Secretary

SIGN YOUR NAME HERE:

CERTIFICATE OF AMENDMENT AND OF RESOLUTION OF EXTENSION of FARMERS' CO-OPERATIVE COMPANY OF WRIGHT Wright, Minnesota

We the undersigned, Lyman Harp and Henry Buetow, president and secretary, respectively, of the Farmers' Co-operative Company of Wright, do hereby certify:

That, at a regular annual meeting of the stockholders of the Company, duly called and held at the Farmers' Co-operative Hall, in Wright, Minnesota, 10:00 A. M. on Friday, June 23, 1939, a quorum of the stockholders was present in person and so registered, and that by resolution duly adopted by a majority of the stockholders so present, plus those voting by mail, Article IV, Section 2, Paragraph 2, of the Articles of Incorporation of the Company, in the Section now reading as follows:

"All of the above officers and directors shall hold their respective offices aforesaid until the next annual meeting of the corporation to be held the Second Saturday of June, 1920, at which time and annually thereafter a Board of Directors shall be elected from and by the stockholders of this corporation. The annual meeting of this corporation shall be held at its principal place of business on the Second Saturday of June, 1920, and in each year." ...

Was emended so as to read as follows:

"All of the above officers and directors shall hold their respective offices aforesaid until the first annual meeting of the corporation to be held the Second Saturday of June, 1920. Thereafter directors shall be elected by ballot from and by the stockholders for such terms as the By-laws may prescribe at the annual meeting of the stockholders which shall be held at 10 o'clock A. M. on the last Friday in June of each year." ...

That the foregoing amendment was approved, for presentation to the meeting of the stockholders, by the Board of Directors in its meeting of April 25, 1939 and so recorded in the minutes of the Board, and that the attached copy of the Notice of Meeting and Mail Ballot is a true copy of the original thereof, and that at the time of the meeting the Company had 161 fully paid members, that 93 members attended said meeting in person and constituted a quarum, that one ballot was received by mail and that a total of 91 votes were cas' in favor of the amendment and 2 against.

We further certify that the following Resolution of Extension was likewise approved by the Board of Directors in its meeting of April 25, 1939 for presentation to the said meeting of stockholders and that the same was approved by 92 members casting their votes in favor of the Resolution and 2 against:

"Whereas the Farmers' Co-operative Company of Wright was organized in the year of 1919 under and by virtue of the laws of Minnesota for a period of twenty (20) years; and

"Whereas its period of duration has terminated on or about the 6th day of February, 1939, and it is to the best interests of the Company and of its members that its corporate existence be continued as permitted by law, therefore

"Be It Resolved, That the period of duration of the said Farmers' Co-operative Company of Wright shall be and is hereby extended for thirty (30) years from and after the 6th day of February, 1939."

And we certify that the undersigned, Lyman Harp and Henry Buetow, are respectively the president and secretary of the Farmers' Co-operative Company of Wright, the corporation named herein; that this Certificate sets forth a true statement of the action of the Board of Directors and of the stockholders of said corporation, aforesaid; that the seal attached hereto is the corporate seal of said corporation; that this Certificate is executed for and on behalf of said corporation, by its express authority; and that the action set forth herein is the free act and deed of the subscribers and of said corporation.

STATE OF MINNESOTA) ss.

On this 13 day of the light of the light of ligh

Notary Public, Caritan Ca, Nilm.
My Commission Expires 7 19 16

Incl: Copy Notice of Meeting and Mail Ballot

Incorporation and but proceed and and service of American to articles of Americans to articles o

A. BURNOUIST,
Attorney Generals
Guard IX ent

STATE OF MINNESOTA
DEPARTMENT OF STATE
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JUL 201030

Mikel Holica Secretary of State.

and

MAIL BALLOT

To the Shareholders:

June 8, 1939

The regular annual meeting and combined special meeting of the Farmers! Cooperative Company of Wright will be held Friday, June 23, 1939, starting at 10 A.M.
at the Line Line Line hall, in Wright, Minn., for the purpose of acting upon
all regular and special business coming before the meeting. Among other matters,
the Board of Directors will present to the shareholders for their approval the
following resolutions of Extension of Corporate Existence and of Amendments:

RESOLUTION OF EXTENSION

"Whereas the Farmers' Co-operative Company of Wright was organized in the year of 1919 under and by virtue of the laws of Minnesota for a period of twenty (20) years: and

"Whereas its period of duration has terminated on or about the 6th day of February, 1939, and it is to the best interests of the Company and of its members that its corporate existence be continued as permitted by law, therefore

that its corporate existence be continued as permitted by law, therefore
"Be It Resolved, That the period of duration of the said Farmers' Co-operative
Company of Wright shall be and is hereby extended for thirty (30) years from and
after the 6th day of February, 1939."

YES If voting by mail NO mark with an X whether you approve or oppose the above resolution of extension OPPOSE

RESOLUTION OF AMENIMENT

Be it Resolved that Article IV, Section 2, Paragraph 2, of the Articles of Incorporation, in the section now reading as follows:

"All of the above officers and directors shall hold their respective offices aforesaid until the next annual meeting of the corporation to be held the Second Saturday of June, 1920, at which time and annually thereafter a Board of Directors shall be elected from and by the stockholders of this corporation. The annual meeting of this corporation shall be held at its principal place of business on the Second Saturday of June, 1920, and in each year."

Shall be and is hereby amended so as to read as follows:

"All of the above officers and directors shall hold their respective offices aforesaid until the first annual meeting of the corporation to be held the Second Seturday of June, 1920. Thereafter directors shall be elected by ballot from and by the stockholders for such terms as the By-laws may prescribe at the annual meeting of the stockholders which shall be held at 10 o'clock A.M. on the last Friday in June of each year."

YES APPROVE If voting by mail
mark with an X whether you
approve or oppose the above
resolution of amendment

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	7
1	_
OPPOSE	

As some amendments to the By-laws and other important matters will also come before the meeting, you are urged to be present in person. However, if you are not able
to attend, the directors ask that you vote on the adoption of the above recommended
resolutions by using this mail ballot and returning it to: Secretary, Farmers! Ocoperative Company, Wright, Minn., before the meeting.

FARMERS CO-OPERATIVE COMPANY
Board of Directors

Lyman Harp, President Henry Buetow, Secretary

IMPORTANT! If voting by mail,

sign your name here

FARMERS' CO-OPERATIVE COMPANY OF WRIGHT, WRIGHT, MINN.

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter fifty-eight (58), General Statutes of Minnesota for 1913, and any amendment thereof, do hereby associate ourselves as a body corporate, and do hereby about the following Certificate of Incorporation:

ARTICLE I

The name of this corporation shall be The Farmers Co-operative Company of Wright.

The general nature of its business shall be To conduct and carry on General
Tholesale and Retail Mercantile and Commission Business, to deal in all kinds of Farm
Produce and Forest Products in all its bruches and of every description and character
and in general to de all such acts and things as may be lawful, useful, necessary,
convenient and expedient in conducting and managing the said business of said Association in any of its branches and such other Enterprises and Things as are incident
thereto.

The principal place of transacting the business of this corporation shall be in the Town of Wright, County of Carlton, Minnesota.

ARTICLE II

The time for the commencement this corporation shall be February 6, 1919, and the period of its duration shall be twenty years.

ARTICLE III

The names and places of residence of the persons forming this corporation are A. Laudquist, of Wright, Minn.; Anton Johnson, of Wright, Minn.; John Walli of Wright, Minn. FA. Forgerson, of Wright, Minn.; Ole Moen of Wright, Minn.; C. A. Johnson of Wright, Minn.; Mike Kazunas of Wright, Mirn., and others of Wright, Minn.

ARTICLE IV

The management of this corporation shall be vested in a Board of Directors, composed of not less than Seven, and not more than Nine members. The names and addresses of the First Board of Directors are A. Lundquist, Anton Johnson, John Walli, G. A. Forgerson, Ole Moen, C. A. Johnson and Mike Kazunas, all of Wright, Minnesota.

The first officers of this corporation shall be: President A. Landquist; Vice-President, Ole Moon; Secretary G. A. Forgerson; and Treasurer, G. A. Forgerson. All of the above officers and directors shall hold their respective offices aforesaid until the next annual meeting of the corporation to be held Second Saturday of June, 1920, at which time and annually thereafter, a Board of Directors shall be elected from and by the stockholders of this corporation. The annual meeting of this corporation shall be held at its principal place of business on the Second Saturday of June, 1920, and in each year. Immediately after the election of directors, or as soon thereafter as practicable, the directors shall meet and elect from their number a president and a vice-president, and from their number or from the stockholders a secretary and a treasurer. Any office except that of president and vice-president may be held by one person. The directors and officers of this corporation shall hold their respective offices until their successors have been duly elected and entered upon the discharge of their duties. The first meetings of the stockholders and of the Roard of Directors shall be held at Groth's Hall. Wright, Minnesota, on the 27th day of March, 1919, at 10 and 11 o'clock, respectively.

ARTICLE V

The amount of the capital stock of this corporation shall be Ten Thousand Dollars, (\$10,000.00), divided into One Thousand (1,000) shares of the Far Value of Ten Dollars, (\$10,000.00), divided into One Thousand (1,000) shares of the Far Value of Ten Dollars, (\$10) each which shall be paid in cash at such time and in such manner as provided in the By-laws of such Association. The said amount of Capital Stock of this Association may be increased or diminished at a Stockholders Meeting specially called for that purpose, but the whole amount of stock shall never excert One Hundred Thousand Dollars (\$100,000.00) which shall be paid in, in money or property, or both, in such manner at such times, and in such amounts as the Board of Directors shall order. The capital stock shall be divided into One Thousand shares of the par value of \$10 each, and within thirty (30) days after the adoption of an amendment increasing or diminishing the capital stock the Board of Directors shall cause the note so adopted to be recorded in the office of the Register of Deeds where the Certificate of Incorporation is one record, and no share shall be issued for less than its Par Value and no member shall own shares of greater

Par Value than One Hundred Dollars (\$100); or oe entitled to more than one vote, and no Certificate of Share shall be issued to any person until the full value thereof has been paid in cash. And no person shall become a shareholder of this Association except by the consent of the Board of Directors:

The highest amount of indebtedness or liebility to which this corporation shall at any time be subject shall be the sum of Fifteen Thousand Dollars (\$15,000.00).

In Testimony Whereof, we have hereunto set our hands this 6th day of February,

A. LUNDQUIST O. B. MOEN G. A. FORGERSON ARTON JOHNSON Approximation of the second Sha Bank (C.) JOHNSON MIKE KAZUHAS

In the presence of

W. S. Gowdy Anton Strykin

County of Carlton,) State of Minnesota) 88.

On this 29th day of March, 1919, personally appeared before me A. Lundquist, O. E. Moen, G. A. Forgerson, Anton Johnson, John Walli, C. A. Johnson, Mike Karunas, to me known to be the persons named in and who executed the foregoing Certificate of Incorporation, and each seknowledged that he executed the same as his free act and deed, for the uses and purposes therein expressed.

ST FOR THE BACK THE KIND AND AND THE

(Notarial Seal)

EVA C. ILSTRUP. Notary Public, Carlton County, Minnesota. My commission expires Dec. 19, 1925.

CERTIFICATE OF INCORPORATION

52358 of .

PARMERS CO-OPERATIVE COMPANY OF WRIGHT, WRIGHT, MINN.

OFFICE OF REGISTER OF DEEDS

A COMPANIES OF STREET

State of Minnesota,) County of Carlton) 88.

I hereby certify that the within instrument was filed in this office for record. April 1, 1919, at 8:30 A. M. and was duly recorded in Book N of Misc., page 569x570

> JULLIUS B. BAUMANN. Register of Deeds. The first of the control of the cont

MARKET TO THE

CKETIJE I	COPYOFAROORDA AND A MANAGEMENT OF A STATE OF	
(Office	if Register of Beeds.)	
	LTON COUNTY, MINN.	
1,44	HEREBY CERT (PY, That the within a	nd foregoing is a true and correct transcript
-acebe c	AT AS AL LEGILIERA TAIR IN THAT THE	Lin body of instrument
from the or	final Records in this office of a Gertificate of	Lacorporation
from	Farmers! Co-operative Company of Wrig	100
to	File Public	
	rd on the Lat day of	
	day of	AD (B)
at 8.80	o'clock A. M. and recorded in Book	oj Blac
on nane S G	and that I have compared the same with said	
	and that I have compared the same with said	original record.
Witness	my hand and official seal at Carlton, in said county, this	22nd day of
3 e1	7 4. D. 1. 935	
為為有信		
	(SEAL)	a Bannami
		REGISTER OF DEEDS:

L OF MINNESOT
ANTMENT OF STATE
FILED
JUL 2 4 1935

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

STATE OF MINNESOTA)

COUNTY OF CARLTON)

examined and approved as

The foregoing.

We, the undersigned, Lyman Harp and John Erickson, president and secretary, respectively, of the Farmers' Co-operative Company of Wright, Wright, Minnesota, do hereby certify:

That on the 28th day of June, 1935, at the annual meeting of the stockholders of the said company, upon due notice, and there being a quorum of stockholders present, the following amendments to the Articles of Incorporation of the Farmers' Co-operative Company of Wright were duly adopted by the said stockholders:

Amendment No. 1. That the enabling clause of the Articles, which now reads:

"We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter firty-eight (58), General Statutes of Minnesota for 1913, and any amendments thereof, do hereby associate ourselves as a body corporate, and do hereby adopt the following Articles of Incorporation:

Be and is hereby amended to read as follows:

"We, the undersigned residents of Minns sota, for the purpose of forming a cooperative association under and pursuant to the provisions of Chapter 326, Laws of Minnesota for 1923, and acts supplementary thereto and amendatory thereof, do hereby adopt the following Articles of Incorporation:

Amendment No. 2. That Article IV, paragraph 2, in the section which reads:

"Immediately after the election of directors, or as soon thereafter as practicable, the directors shall meet and elect from their number a president, and a vice-president, and from their number or from the stockholders a secretary and a treasurer. Any office except that of president and vice-president may be held by one person."

Be and is hereby amended to read as follows:

"Immediately, or as soon as practicable, after the election of directors which shall be done by hallot at each a mual meeting of the shareholders and for such terms as the By-laws may prescribe, the directors shall meet and elect from their number by ballot a president, a vice-president, a secretary and a treasurer. If the board so decides, the offices of Secretary and Treasurer may be held by the same person as Secretary-Treasurer."

Amendment No. 3. That Article V, which now reads:

"The amount of the capital stock of this corporation shall be Ten Thousand Dollars (\$10,000.00), divided into One Thousand (1000) shares of the Par Value of Ten Dollars (\$10.00) each which shall be paid in each at such time d in such manner as provided in the By-laws of such association. The said amount of Capital Stock of this Association may be increased or diminished at a Stockholders Meeting especially called for that purpose, but the whole amount of stock shall never exceed One Hundred Thousand Dollars (\$100,000.00) which shall be paid in, in money or property, or both, in such manner at such times, and in such amounts as the Board of Directors shall order. The capital stock shall be divided into One Thousand shalls of the par value of \$10.00 each, and within thirty (30) days after the adoption of an amendment increasing or diminishing the capital stock the Board of Directors shall cause the note so adopted to be recorded in the office of the Register of Beeds there the Certificate of Incorporation is on record, and no share shall be issued for less then its Par Value and no member shall own shares of greater Par value than One Hundred Dollars (\$100.00), or be entitled to more than one vote, and no Certificate of Share shall by issued to any person until the full value thereof has been paid in cash. And no person shall become a shareholder of this Association except by the consent of the Board of Directors.

Shall be and is hereby amended to read as follows:

"The amount of the capital stock of this association shall be Ten Thousand Dollars (\$10,000.00) and shall be divided into One Thousand (1000) shares of the par value of Ten Dollars (\$10.00) each, and shall be paid at such time and in such manner as the directors of this association shall order, but no share shall be issued for less than its par value nor until the same has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The association may commence business whenever twenty per cent (20%) of the authorized capital stock has been subscribed and paid in, and the amount of the capital stock outstanding shall at no time be diminished below twenty per cent (20%) of the amount of authorized capital.

"The ownership of capital stock in this association by any individual stockholder shall not exceed the par value of One Hundred Dollars (\$100.00); stockholders shall be restricted to only one vote in the affairs of the association, and voting by proxy shall not be permitted; shares of stock shall not be transferable except with the approval and consent of the governing board of the association; interest shall not be paid on outstanding or paid up capital stock of the association in excess of six per cent (6%) per annum, which shall be non-cumulative; the net income of the association, except such amounts as are required to be set aside as a reserve fund or permanent surplus, or may be set aside by vote of the stockholders, available for distribution among the members or non-members, or both, as the case may be, and as may be prescribed in the By-laws, shall be distributed on the besis of patronage only."

Amendment No. 4. That the following new Articles be added:

*ARTICLE VII. The fiscal year of this association shall begin on the first day of June in each year and close on the last day of Ma, of the following year."

*ARTICLE VIII. This certificate of incorporation may be amended as provided by law."

And we certify that these foregoing amendments were separately voted upon by ballot and adopted by the Stockholders in the following manner: Fifty-six (56) votes were cast in person and by mail FOR the adoption of each and every amendment. and similarly only one (1) vote AGAINST the adoption of each and every areadment, and further.

That the accompanying copy of Notice of Meeting and Mail Ballot, containing the proposed amendments in full together with the record of adoption of the same by the board of directors, and provision for shareholders to vote thereon by mail is a true and full copy of the original thereof, and that the total number of stockholders in the company at the time of the said annual meeting was 145, and that 46 shareholders voted in person at the sath meeting on the amendments and 11 shareholders voted thereon by mail.

In Mitness whereof, We, the said Lyman Harp, president, and John Brickson, secretary, have hereunto set our hands and have caused the corporate a cal of the said Tarmers' Co-operative Company of Wright to be affixed hereto at Wright, Minnesota, this ______ day of July, 1935. day of July, 1935.

SEAT.

STATE OF MINNESOTA) COUNTY OF CARLTON)

Before me, a Notary Public in and for the said County and State of Minnesota, personally appeared Lyman Harp and John Erickson, known by me to be the identical persons described in the foregoing instrument, and whose names are subscribed thereto, and each for himself and both acknowledged that they executed the same freely and voluntarily for the uses and purposes therein set forth.

> Try E. Groth, Notary Public, Carlton Co., Mina. My Commission Expires Jan. 16, 1942

The Stockholders of Parmers! Co-operative Company, Tright, Minnemote. This is the first of the Annual Commence of the Commence of

Ion are hereby notified that the regular annual meeting of the Farmers accept rative Company will be held in the association shall in Wright, Minnesota beginning at the 10 4. M., on Priday, June 28, 1935, for the purpose of considering and sotinghunens all; matters dair) brought forthe adoption of an assume of increasing or diminishing

The state of the

Directory which is competed the late was admitted to the You are further notified that the following action of the Board of Directors: as set forth in the minutes of the special meeting of the Board on June 7, 1935; is hereby submitted to the membership for their decision at the Annual Meeting: to make they alle

. This to make the success of a first fixed of these sould be about the succession of the succession o necessary for the best interests of the Farmers Go-operative Company to bring it under the existing Co-operative Statutes of the State of Minnesota, that the following proposed amendments to the articles of Incorporation of the Company be properly submitted, with the endorsement of the directors, for the approval of the stockholders in the forthcoming command meeting of the company, and sectation small to les Thomsend Bolkers

Further, that such preposed emendments be issued to all stockholders with the privilege for members absent from the annual meeting to rote thereon by mails the particles not mark the same har been paid for in cash or is, ngulvalent and much

parment has been deposition at an expensive particles, the continuity of the property of the p

The, the undersigned for the purpose of forming a corporation under and pursuant to the provisions of Chapter (ifty-sight (58) Seneral Statutes of Managora for 1913, and any smandments thereof, do hopely, associate currelyes as a body corporate. and de hereby adopt the following Certificate of Incorporation: approval and consent of the november board of the association; interest shall not be paid of hall because is hereby eneeded to read as follows circuit in excess of six per cent (6) per summe, which shell be non-quarietive; the not income of the association, account Heither and residents of Minnasota, for the propose of forming a compressive association under and pursuant to the provisions of Chapter 18 (19) and acts supplementary thereto and amendatory thereof the complete of incompressive for 1823, and acts supplementary thereto and amendatory thereof the complete of incompressive for the following inticles of incorporations:



Mark with an I whether you approve or oppose the above amendment.



STEEL SOAM. That the Colloning new Artician be account

"In the Article of , paragraph 2, in the section which reads:

the directors shall neet and elect from their musber a precident and a vice-president. and from their number or from the steakholders a secretary and a treasurer. Any office except that of president and vice president may be held by one person. APP OVE

Shall be and is hereby amended to read as collows:

Tuesdiately or as soon as practicable; after the election of directors which shall be done by ballor at sach mann! meting of the shareholders and for such terms as the By laws may prescribe; the directors shall meet and elect from their number by ballot a president, a vice-president, a secretary, and a treasurer. If the board to decides, the officer of secretary and treasurer may be held to see person the best of the board treasurer may be held to the person the best of the board treasurer. the Company perfore

the specime and TOUR WALL HERE

John Brickson, Secretary If voting by mail mark with an I whether you approve or oppose the above emendment.

AMENDMENT NO. III.

That Article V, which now reads as follows:

"The amount of the capital stock of this corporation shall be Ten Thousand Dollars, (\$10,000.00), divided into One Thousand (1000) shares of the Par Value of Ten Dollars (\$10.00) each which shall be paid in cash at such time and in such manner as provided in the By-laws of such association. The said amount of Capital Stock of this Association may be increased or diminished at a Stockholders Meeting especially called for that purpose, but the whole amount of stock shall never exceed One Hundred Thousand Dollars (\$100,000.00) which shall be paid in, in money or property, or both, in such manner at such times, and in such amounts as the Board of Directors shall order. The capital stock shall be divided into One Thousand shares of the par value of \$10.00 each, and within thirty (30) days after the adoption of an amendment increasing or diminishing the capital stock the Board of Directors shall cause the note so adopted to be recorded in the office of the Register of Deeds where the Certificate of Incorporation is on record, and no share shall be issued for less than its Par Value and no member shall own shares of greater Par value than One Hundred Dollars (\$100.00), or be entitled to more than one vote, and no Certificate of Share shall be issued to any person until the full value thereof has been paid in cash. And no person shall become a shareholder of this Association except by the consent of the Board of Directors."

Shall be and is hereby amended to read as follows:

"The amount of the capital stock of this association shall be Ten Thousand Dollars (\$10,000.00) and shall be divided into One Thousand (1000) shares of the par value of Ten Dollars (\$10.00) each, and shall be paid at such time and in such manner as the directors of this association shall order, but no share shall be issued for less than its par value nor until the same has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The association may commence business whenever twenty per cent (20%) of the authorized capital stock has been subscribed and paid in, and the amount of the capital stock outstanding shall at no time be diminished below twenty per cent (20%) of the amount of authorized capital.

The ownership of capital stock in this association by any individual stockholder shall not exceed the par value of One Hundred Dollars (\$100.00); stockholders
shall be restricted to only one vote in the affairs of the association, and voting by
proxy shall not be permitted; shares of stock shall not be transferable except with the
approval and consent of the governing board of the association; interest shall not be
paid on outstanding or paid up capital stock of the association in excess of siz
per cent (6) per annum, which shall be non-cumulative; the net income of the association.
except such amounts as are required to be set aside as a reserve fund or permanent surplus, or may be set aside by vote of the stockholder, available for distribution among
the members or non-members, or both, as the case may be, and as may be prescribed in
the By-laws, shall be distributed on the basis of patronage only.

APPROVE

If voting by mail
mark with an X whether you
approve or oppose the above
amendment.

OPPOSE

AMERIDMENT HO. IV.

That the following new Articles be added:

**ARTICLE VII. The fiscal year of this association shall begin on the first day of June in each year and close on the last day of May of the following year.*

ARTICLE VIII. This certificate of incorporation may be amended as provided by law.

APPROVE

If voting by mail
mark with an X whether you
approve or oppose the above

OPPOSE

MAND FURTHER, that the Board of Directors shall prepare and present to the animal meeting proper amendments to or revision of the present By-laws of the Company, to correspond with such amended Articles."

IMPORTABLE If you vote by mail, return this ballot to the Secretary of the Company before the meeting and

BOARD OF DIRECTORS Lyman Harp, President John Erickson, Secretary

SIGN YOUR NAME HERE:

CERTIFICATE OF AMENDMENT AND OF RESOLUTION OF EXTENSION of FARMERS' CO-OPERATIVE COMPANY OF WRIGHT Wright, Minnesota

We the undersigned, Lyman Harp and Henry Buetow, president and secretary, respectively, of the Farmers' Co-operative Company of Wright, do hereby certify:

That, at a regular annual meeting of the stockholders of the Company, duly called and held at the Farmers' Co-operative Hall, in Wright, Minnesota, 10:00 A. M. on Friday, June 23, 1939, a quorum of the stockholders was present in person and so registered, and that by resolution duly adopted by a majority of the stockholders so present, plus those voting by mail, Article IV, Section 2, Paragraph 2, of the Articles of Incorporation of the Company, in the Section now reading as follows:

"All of the above officers and directors shall hold their respective offices aforesaid until the next annual meeting of the corporation to be held the Second Saturday of June, 1920, at which time and annually thereafter a Board of Directors shall be elected from and by the stockholders of this corporation. The annual meeting of this corporation shall be held at its principal place of business on the Second Saturday of June, 1920, and in each year." ...

Was amended so as to read as follows:

"All of the above officers and directors shall hold their respective offices aforesaid until the first annual meeting of the corporation to be held the Second Saturday of June, 1920. Thereafter directors shall be elected by ballot from and by the stockholders for such terms as the By-laws may prescribe at the annual meeting of the stockholders which shall be held at 10 o'clock A. M. on the last Friday in June of each year." ...

That the foregoing amendment was approved, for presentation to the meeting of the stockholders, by the Board of Directors in its meeting of April 25, 1939 and so recorded in the minutes of the Board, and that the attached copy of the Notice of Meeting and Mail Ballot is a true copy of the original thereof, and that at the time of the meeting the Company had 161 fully paid members, that 93 members attended said meeting in person and constituted a quarum, that one ballot was received by mail and that a total of 91 votes were cas' in favor of the amendment and 2 against.

We further certify that the following Resolution of Extension was likewise approved by the Board of Directors in its meeting of April 25, 1939 for presentation to the said meeting of stockholders and that the same was approved by 92 members casting their votes in favor of the Resolution and 2 against:

"Whereas the Farmers' Co-operative Company of Wright was organized in the year of 1919 under and by virtue of the laws of Minnesota for a period of twenty (20) years; and

"Whereas its period of duration has terminated on or about the 6th day of February, 1939, and it is to the best interests of the Company and of its members that its corporate existence be continued as permitted by law, therefore "Be It Resolved, That the period of duration of the said Farmers' Co-operative

"Be It Resolved, That the period of duration of the said Farmers' Co-operative Company of Wright shall be and is hereby extended for thirty (30) years from and after the 6th day of February, 1939."

And we certify that the undersigned, Lyman Harp and Henry Buetow, are respectively the president and secretary of the Farmers' Co-operative Company of Wright, the corporation named herein; that this Certificate sets forth a true statement of the action of the Board of Directors and of the stockholders of said corporation, aforesaid; that the seal attached hereto is the corporate seal of said corporation; that this Certificate is executed for and on behalf of said corporation, by its express authority; and that the action set forth herein is the free act and deed of the

subscribers and of said corporation. In Witness Whereof, we have hereunto set our hands and consed the corporate seal of said Company to be hereunto affixed this /3 k day of SEAL STATE OF MINNESOTA

COUNTY OF CARLTON

1939, personally appeared before me Lyman Harp and Henry Buetoy, to me known to be the persons named in and who executed the foregoing Certificate of Amendment and Resolution of Extension, and sewerally and each for himself acknowledged that they executed and algued the same as their free act and deed, for the uses and purposes therein expressed.

> Notary Public, Cariton Co., Min My Commission Expires

Incl: Copy Natice of Meeting and Mail Ballot

rendoner to lestales

Secretary of State.

and

MAIL BALLOT

To the Shareholders!

June 8, 1939

The regular annual meeting and combined special meeting of the Farmers! Cooperative Company of Wright will be held Friday, June 23, 1939, starting at 10 A.M.
at the half, in Wright, Minn., for the purpose of acting upon
all regular and special business coming before the meeting. Among other matters,
the Board of Directors will present to the shareholders for their approval the
following resolutions of Extension of Corporate Existence and of Amendments:

RESOLUTION OF EXTENSION

"Whereas the Farmers' Co-operative Company of Wright was organized in the year of 1919 under and by virtue of the laws of Minnesota for a period of twenty (20) years: and

"Whereas its period of duration has terminated on or about the 6th day of February, 1939, and it is to the best interests of the Company and of its members that its corporate existence be continued as permitted by law, therefore

"Be It Resolved, That the period of duration of the said Farmers! Co-operative Company of Wright shall be and is hereby extended for thirty (30) years from and after the 6th day of February, 1939."

YES	If voting by mail	. NO
	mark with an X whether you approve or oppose the above	
APPROVE	resolution of extension	OPPOS

RESOLUTION OF AMENIMENT

Be it Resolved that Article IV, Section 2, Paragraph 2, of the Articles of Incorporation, in the section now reading as follows:

"all of the above officers and directors shall hold their respective offices aforesaid until the next annual meeting of the corporation to be held the Second Saturday of June, 1920, at which time and annually thereafter a Board of Directors shall be elected from and by the stockholders of this corporation. The annual meeting of this corporation shall be held at its principal place of business on the Second Saturday of June, 1920, and in each year."

Shall be and is hereby amended so as to read as follows:

"All of the above officers and directors shall hold their respective offices aforesaid until the first annual meeting of the corporation to be held the Second Seturday of June, 1920. Thereafter directors shall be elected by ballot from and by the stockholders for such terms as the By-laws may prescribe at the annual meeting of the stockholders which shall be held at 10 o'clock A.M. on the last Friday in June of each year."

YES	If voting by mail	NO
1	mark with an X whether you	
APPROVE	approve or oppose the above	
ACE NO VAL	resolution of amendment	OPPOSE
		*

As some amendments to the By-laws and other important matters will also come before the meeting, you are urged to be present in person. However, if you are not able to attend, the directors ask that you vote on the adoption of the above recommended resolutions by using this mail ballot and returning it to: Secretary, Farmers! Occoperative Company, Wright, Minn., before the meeting.

FARMERS CO-OPERATIVE COMPANY Board of Directors

Lyman Harp, President Henry Buetow, Secretary

IMPORTANT! If voting by mail,

sign	your	name	here	 		
		 		 	 	

(Linnesota)

CERTIFICATE OF AMENDMENT

to the

ARTICLES OF THEORPORATION

of the

	Farmers Coor	erative Company	<u>-1 3</u>	
	N. S. C. C. C. C. C. P. C. C. L. A. C. C. L. A. C.	Minnesota	1	
We, the undersigned				end
M.C. Kesunas				365.00 405.00
	Contraction of the Contraction	1000	The state of the s	17 为20 基础,高级系
tary of the Farmers Co	operative Company	, now or	erating under	r the provision
of Chapter 326	Laws of	23 as emend	led by Laws o	1941. Chep-
ter 114, hereby certify:			ing the second of the second o	
	· · · · · · · · · · · · · · · · · · ·			
The second second				
1. That on May 3	1. 1742	the postures. o	mectors by	i majority vote
of its numbers at a duly	held meeting ado	oted a resolutio	n proposing	to emend the
Articles of Incorporation	of the aforesaid	l association. w	hich resolut	on set forth
	Color State Color			
the proposed amendments.				
2, That thereafter	and on June 14	<u>u</u> ,	194 <u>5</u> , notic	es were mailed
to each and every stockho	lder containing	copy of the re	solution to 1	e voted upon
at the stockholders meeti	no to be beld in	the village as		
	40 A.S. 244 L.A. 日本 在14 M.	4. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.		
on June 29	194 <u>5</u> at 10	o'clock A.W.	e e v di	
			The second	
5. That at said tin	e and place a ma	ority of the st	ockholders, e	quor u n being
present or represented by	mail vote. dulv	adopted said br	oposed amendii	ents as set
forth in the resolution a	nd stated as foll	ows:		
All room to be a first from the	Programme Condition	· 在是一个时间,		N AND STREET

"The amount of the capital stock of this association shall be Ten Thousand Dollars (\$10,000.00) and shall be divided into One Thousand (1,000) shares of the par value of Ten Dollars (\$10.00) each, and shall be paid at such time and in such manner as the directors of this association shall order, but no share shall be issued for less than its par value nor until the same has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The association may commence business whenever twenty per cent (20%) of the authorized capital stock has been subscribed and paid in, and the amount of the capital stock outstanding shall at no time be diminished below twenty percent (20%) of the amount of authorized capital.

The ownership of capital stock in this association by any individual stock-holder shall not exceed the par value of one Hundred Dollars (\$100.00); stock-holders shall be restricted to only one vote in the affairs of the association, and voting by proxy shall not be permitted; shares of stock shall not be transferable except with the approval and consent of the governing board of the association; interest shall not be paid on outstanding or paid up capital stock of the association in excess of six per cent (6%) per annum, which shall be non-cumulative; the net income of the association, except such amounts as are required to be set aside as a reserve fund or permanent surplus, or may be set aside by vote of the stockholders, available for distribution among the members or non-members, or both, as the case may be, and as may be prescribed in the by-laws, shall be distributed on the basis of patronage only."

Shall be amended to read:

Thousand Dollars (\$20,000.00) and shall be divided into Two Thousand (2,000) shares of the par value of Ten Dollars (\$10.00) each, and shall be paid at such time and in such manner as the directors of this association shall order, but no share shall be issued for less than its par value nor until the same has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The association may commence business whenever twenty per cent (20%) of the authorised capital stock has been subscribed and paid in, and the amount of the capital stock outstanding shall at no time be diminished below twenty percent (20%) of the amount of authorized capital.

The ownership of capital stock in this association by any individual stockholder shall not exceed the par value of Two Hundred Dollars (\$200.00); stockholders shall be restricted to only one vote in the affairs of the association, and voting by proxy shall not be permitted; shares of stock shall not be transferable except with the approval and consent of the governing board of the association; interest shall not be paid on outstanding or paid up capital stock of the association in excess of six per cent (6%) per annum, which shall be non-cumulative; the net income of the association, except such amounts as are required to be set aside as a reserve fund or permanent surplus, or may be set aside by vote of the stockholders, available for distribution among the members or non-members, or both, as the case may be, and as may be prescribed in the By-laws, shall be distributed on the basis of patronage only."

4. That the president and secretary of this association be and they hereby are, authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this association and cause such certificate to be filed and recorded in the manner required by law.

first duly sworn, on oath depose and say that they are restrictively the President and Secretary of the *Paumets Corpusion* association, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the members and board of directors of said corporation duly held as aforesaid; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their

Subscribed and sworn to before me

Subscribed and sworn to before me

M. N. Soyman Secretary

The foregoing

NOTARY PUBLIC

Lo Petetson

Totaly Public Carline Co.

Totaly Public Carli

free act and deed and the free act and deed of said corporation.

Coop 1177

STATE OF MINNESOTA SLEPARTMENT OF STATE FILED JUL 1 01945

Secretary of State.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE

Farmers Cooperative Company of Wright

	Wright	Minnesota	•
We, the undersigned	, Aldur Johnson	and Gle	n E. Harper
respectively the president	dent and secretary of	the Farmers Coop	perative Company
of Wright	association, no	w organized and ope	rating under the
provisions of Chapter		nnesota for 1923	
hereby certify:			
1. That on	e 2. 1947 , t	he board of directo	rs by a majority
mixusenimens) vote of :	its rembers at a duly	held meeting adopt	ed a resolution pro-
posing to amend the ar	ticles of Incorporation	on of the aforesaid	association, which
resolution set forth the	ne proposed amendment	s ,	
2. That thereafter	and on	194.7.	notices were mailed
to each and every stock	cholder containing a	copy of the resoluti	on to be voted upon
at the stockholders med	eting to be held in the	he Village of Wrig	ht, Kinnesota
on June 27	194 7 _ at1	O clock A	М,

3. That at said time and place a majority of the stockholders, a quorum being present or represented by mail vote, duly adopted said proposed amendments as set forth in the resolution and stated as follows: That Article V shall be amended to read as follows:

The amount of the capital stock of this association shall be Fifty Thousand Dollars (\$50,000.00) and shall be divided into Five Thousand (5,000) shares of the par value of Ten Dollars (\$10.00) each, and shall be apid at such time and in such manner as the directors of this association shall order, but no share shall be issued for less than its par value nor until the same has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The association may ecomence business whenever twenty per cent (20%) of the authorized capital stock has been subscribed and paid in, and the amount of the capital stock outstanding shall at no time be diminished below twenty per cent (20%) of the amount of authorized capital.

which ownership of capital stock in this association by any individual stoc holder shall not exceed the par value of five Hundred Dollars (\$500.00); stockholders shall be restricted to only one vote in the affairs of the association, and voting by proxy shall not be permitted; shares of stock shall not be transferable except with the approval and consent of the governing board of the association; interest shall not be paid on outstanding or paid up capital stock of the association in excess of six per cent (6%) per annum, which shall be non-cumulative; the net income of the association, except such amounts as are required to be set aside as a reserve fund or permanent surplus, or may be set aside by vote of the stockholders, available for distribution smong the members or non-members, or both, as the case may be, and as may be prescribed in the By-laws, shall be distributed on the basis of patronage only.

4. That the president and secretary of this association be and they hereby are, authorized and directed to make, execute and acknowledge a certificate under the comporate seal of this association and cause such certificate to be filed and recorded in the manner required by law. IN WITHESS MEMOOF, we, the undersigned, have subscribed our names and caused the corporate seal of the said association to be hereto affixed this. day of _ Farmers Cooperative Company of (CORPORATE STAL) STATE OF MINIMOOTA COUNTY OF CARLTON Aldur Johnson and Glenn B. Harner first duly sworn, on oath depose and say that they are respectively the President and Secretary of the Farmers Cooperative Company of Hyl playsceleties, the association named in the foregoing certificate; that said certificate contains a true statement of the action of the members and board of directors of said association at the meetings duly held as aforesaid; that the seal affixed is the corporate seal of said association, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of and association ATE OF MINNESS resident Subscribed and sworn to before His action pays in

CERTIFICATE OF AMENUMENT TO THE ARTICLES OF INCORPORATION OF THE

LAUNEUD COOLEUNITAE COMENY	FARMERS	COOPERATIVE	COMPANY
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	GHT , Minnesota	1
e, the undersigned, Dilluna	Harp and	hu Walli Jr
espectively the president and sec	cretary of theFA	RMERS COOPERATIVE
COMPANY		organized and operating
nder the provisions of Chapter	326 , Laws of Minn	esota for <u>1923</u> ,
ereby certify:		
1. That on May 15	,)958, the boa	rd of directors by a
umanimous) vote of it		
esolution proposing to amend the	•	
	the first of the control of the cont	· · · · · · · · · · · · · · · · · · ·
ssociation, which resolution set 2. That thereafter and on		
	/ //	•*
ere mailed to each and every sto		
so be voted upon at the stockhold		
Wright, Minnesota	on July 24	19_56
at 8:00 o'clock P. M.		
3. That at said time and pl		stockholders, a quorum
being present or represented by m		
amendments as set forth in the re		
amendments as set forth in the re		
	t a see . A consideration of the Te	
THEREFORE, BE IT RESOLVED the		hebray of Wright

ARTICLES OF INCORPORATION

of

FARMERS COOPERATIVE COMPANY, WRIGHT, MINNESOTA

We, the undersigned residents of the State . Minnesota, acting for ourselves as individuals, and for the non-profit cooperative association above named, hereby elect to be brought under and be bound by provisions of Minnesota Statutes 1955, Sections 308.05 to 308.18, as amended (Chapter 326, Laws of Minnesota for 1923 and all amendments thereto), and to that end we do hereby adopt and sign the inlowing Articles of Incorporation:

ARTICLE I. (NAME AND PURPOSE)

Section 1. The rame of this cooperative association shall be Farmers Cooperative Company.

Section 2. Its principal place of business shall be in the Village of Wright, Carlton County, Minnesota.

Section 3. The general purpose of this association shall be to promote and improve the economic and social welfare of its members and patrons. For this purpose, in no manner limiting, but as a guide to future operations, it shall have the power to buy, sell, trade and deal in, at wholesale and retail, all articles and goods incidental to a general merchandise, home and farm supplies, marketing and service business, including groceries, clothing, hardware, home furnishings, farm supplies and equipment, building materials, petroleum products, automotive equipment and accessories, and other commodities of whatever nature whatsoever required by its members and patrons; it shall have the power to operate garages, elevators, coal and lumber yards, and cold storage lockers, and provide machinery, appliance and other repair and maintenance service; it shall further have the power to market the farm products of its members and patrons. In connection with the foregoing, it shall have the power to manufacture, process and store any and all items as said business shall require.

This association shall have the power to provide its members and patrons with educational, recreational, health and other services, and any benefits which shall improve the welfare of its members and patrons; in general, to carry on any lawful business or enterprise which is calculated, directly or indirectly, to promote the interests of its members and patrons or the association, and to have and exercise all rights, powers and privileges which are now, or hereafter may be conferred by the laws of Minnesota upon associations formed under Sections 308.05 to 308.13, Minnesota Statutes, 1955, as amended.

Section 4. The foregoing clauses shall be construed both as objects and powers, and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be circlusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are herewith included.

Section 5. Without in any particular limiting or restricting any of the objects and powers of this association, it is hereby expressly declared and provided that the association shall have the power and authority to own, operate, manage and control such facilities as may be required in the usual conduct of its business; to purchase and hold, lease, mortgage, sell and exchange such buildings, other real estate, and personal property as the business of the association may require; to issue notes, mortgages, or other evidence of indebtedness; to perform contracts of any kind and description, and to join with other cooperatives or private corporations as well as individuals in carrying on its business.

1.

ARTICLE II. (PERIOD OF DURATION)

The corporate period of duration of this association shall be perpetual, and shall commence on the day this certificate is filed in the office of the Secretary of State.

ARTICLE III. (CAPITAL STOCK)

Section 1. The amount of capital stock of this association shall be One Hundred Thousand Dollars (\$100,000.00), and shall be divided into Ten Thousand (10,000) shares of Ten Dollars (\$10.00) each. No share shall be issued for less than its par value nor until the same has been paid for in cash or its equivalent and such payment has been deposited with the treasurer of the association. The capital stock cutstanding shall at no time be diminished below ten percent (10%) of the authorized capital stock.

Section 2. Shares of stock shall not be transferable except with the approval and consent of the board of directors of the association. Every person upon becoming a member of this association shall agree that if he should desire to dispose of his shares of stock in the association, he shall give the association the first opportunity and privilege to purchase them. If the association waives its right to purchase by failure to exercise this option to purchase within thirty (30) days, the shareholder may sell such stock to anyone eligible to membership and acceptable to the board of directors.

Section 3. No interest-dividend on capital stock shall be paid.

ARTICLE IV. (VOTING)

The shareholder shall have only one vote in the affairs of the association and voting by proxy shall be prohibited.

ARTICLE V. (FISCAL YEAR)

The fiscal year of this association shall begin on the first day of June and close on the last day of the following May each year.

ARTICLE VI. (DIRECTORS)

Section 1. The government of this association and the management of its affairs shall be vested in a board of seven directors. All members of me board of directors shall be shareholders of the association. Members of the board or directors shall be elected by ballot by the shareholders for such terms as the bylaws may prescribe, at the annual meetings of the shareholders.

Section 2. Vacancies on the board of directors may be filled by the remaining members of the board; the person or persons so appointed shall hold office only until the next annual meeting of the shareholders and until their successors have been elected and qualified.

Section 3. The names and addresses of the present board of directors who shall hold office until their successors are elected and qualified are as follows:

Name

Vernon Harp, President
G. M. Johnson, Vice-president
John Walli, Jr., Secretary-treasurer
Toive Euhomen
Aldur Johnson
Herman Hart
Jasper Beseman
2.

Address

Wright, Minn.
Temarack, Minn.
Temarack, Minn.
Wright, Minn.
Tamarack, Minn.
Wright, Minn.
Tamarack, Minn.

ARTICLE VII. (OFFICERS)

Section 1. The officers of this association shall be a president, vice-president, a secretary and a treasurer, who shall be elected annually by and from the directors; the offices of the secretary and treasurer may be combined and when so combined shall be termed "secretary-treasurer."

Section 2. The names of the present officers of this association who shall hold office until their successors have been elected and qualified, are as follows:

Vernon Harp, President G. M. Johnson, Vice-president John Walli, Jr., Secretary-treasurer

ARTICLE VIII. (NON-PROFIT ASSOCIATION)

Section 1. This association shall be operated for the mutual benefit of its patrons. The association shall retain from receipts (1) the amounts necessary to pay all operating costs and expenses, including adequate provisions for depreciation and doubtful accounts, and all other obligations of the association as they come due, and (2) such amounts as are necessary to provide capital reserves required by law. None of the remainder of the net receipts shall constitute income of the cooperative but all thereof shall be distributed annually to patrons, whether members or not, on the basis of patronage, payable in shares of stock of the association. The tooks and records of the association may show the interest of patrons, stockholders of any class and members in the reserves.

ARTICLE IX. (REVOLVING CAPITAL PLAN)

Section 1. When the best interests of the association and the financial condition permit, the association shall purchase shares of stock of the members in an equitable manner, giving preference to the oldest shares of stock outstanding. Outstanding shares of common stock may be redeemed to the extent that the association has accumulated working capital in excess of its own current and reasonable future needs. The amount available, if any, for the redemption of shares of common stock shall be determined by the board of directors annually or oftener. Shares of common stock shall be redeemed beginning with the oldest issue.

Section 2. At the option of the board of directors, special consideration may be given to the purchase of shares of stock owned by estates of decedents, the aged, widows, pensioners, needy, inactive, and out-of-town members.

ARTICLE X. (AMENDMENTS)

These Articles of Incorporation may be amended in whole or in part at any regular or special meeting of the mambers, provided, such action has been duly announced in the notice of meeting, as provided by law, (notice shall be mailed to each and every stockholder or an association having in excess of 200 members may publish such notice in two successive issues of a legal newspaper of general circulation in the area served by the association) and a complete text of the proposed amendments has been given in the notice, provided also that there is a quorum pre-ent or represented by mail vote, and that a majority of the members voting at such meeting including those voting by mail shall vote for such amendments.

July, 1958

BE IT FURTHER RESOLVED that the president and secretary of this association be and they hereby are, authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this association and cause such certificate to be filed and recorded in the manner required by law.

IN WITNESS WHEREOF, we, the undersign	ned, have subscribed our names and
caused the corporate seal of the said asset	ociation to be hereto affixed this
20th day of august	1958.
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	FARMERS COOPERATIVE COMPANY
(CORPORA DE SEAL)	BY Tesnon Hark
	Bragident
	BY JOHN Wall SY
CIMARIE OR ACTIONICOMA	Secretary
STATE OF MINNESOTA)	
COUNTY OF Carlton	
Vernon Harp. and	shu Walli Ja, being first
duly sworn, on oath depose and say that th	mey are respectively the President and
Secretary of the FARMERS COOPERATIVE	COMPANY
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the association named in the foregoing cer	tificate; that said certificate contains
a true statement of the action of the members	
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a true statement of the action of the membrassociation at the meetings duly held as a corporate seal of said association; that the said association by its express authority; to be their free act and deed and the free STATE OF MINNESOTA DEPARTMENT OF STATE FILED AUG 28 1958 Subscribed and sworn to before me this Scribed and sworn to before	ders and board of directors of said aforesaid; that the seal affixed is the chis certificate is executed in behalf of and they further acknowledge the same act and deed of said association. Secretary APPROVED AS TO FORM AND LEGALITY 1950

my commission Expires march 3. 1960

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF

FARMERS COOPERATIVE COMPANY WRIGHT, MINNESOTA

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, the
President and Secretary respectively of Farmers Cooperative Company
Wright. Minnesota a corporation organized under the pro-
visions of Chapter 326 of the Laws of Minnesota for 1923, and acts
amendatory thereto, do hereby certify:
That on the 13th day of May , 19 74, the Board
of Directors of this corporation adopted a resolution proposing as
amendment to the Articles of Incorporation to be presented to (1) the
annual meeting of the stockholders to be held on the 31st day of
July 19 74.
That on the 17th day of July , 1974, notice was mailed in the Aitkin Independent Age
at which said proposed amendments would be considered and voted upon by
the stockholders, which notice contained a copy of the resolution adopted
by the Board of Directors, said resolution containing a complete text
of the proposed amendment.
That at such meeting of the stockholders held on the day and
date aforesaid, a quorum of the stockholders being registered as being
present in person or by mail, these stockholders by (2) unanimous
vote did amend the Articles of Incorporation as set forth in the follow-
ing resolution:

^{(1) -} A Special, or The Annual (2) - Majority, or Unanimous

RESOLVED, that the Articles of Incorporation of this association be and the same are hereby amended in their entirety to read:

· 1000年6月2日 第二日

RTICES OF INCORPORATION

FARMERS COOPERATIVE COMPANY
WRIGHT MINNESOTA

ARTICLE I. (NAME)

The name of this association shall be

Farmers Cooperative Company

ARTICLE II. (PURPGSE)

The purpose of the association shall be to engage in a marketing, commission, warehousing, manufacturing, processing and mercantile business, and to supply and furnish to its members and patrons on a cooperative basis such supplies, commodities and property as they may require.

The general nature of its business shall be to buy, sell, market, store, warehouse, acquire, transport, distribute, process, produce and otherwise deal in and procure for its members and patrons on a cooperative basis and at the lowest net cost to them, without any profit or financial gain to the association, petroleum products, fuel, oil, grease, automotive parts and accessories, food, clothing, supplies, minerals, feed, seed, fertilizer, farm supplies and equipment, farm machinery, electrical and other appliances and other machinery, goods, wares and merchandise of all kirds, and to render such services as the members and patrons may desire, and to engage in any activity connected with or related to any of such purposes. For these purposes it shall have power to:

- (a) Borrow money from its members and others upon adequate security; to issue bonds, debentures, notes and other obligations and to secure the same by pledge, mortgage or trust deed on any property of the association; draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, warehouse receipts, certificates and other obligations and negotiable or transferable instruments for any purpose deemed necessary to further the objects for which the association is formed.
- (b) Acquire, purchase, hold, lease, encumber, sell, exchange and convey such real estate, buildings and personal property as the business of the association may require.

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(c) Purchase, sell, transfer and own capital stock, bonds, and obligations of other corporations.

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- (d) Join with other cooperative corporations or associations to form district, state, national or international purchasing, marketing and service organizations; and to purchase, acquire, and hold capital stock, notes, bonds, and other obligations of such organizations.
- (e) Do and perform every act and thing necessary and proper to the conduct of its business for the accomplishment of the purposes set forth herein or permitted by the taws of Minnesota applicable to the associations, and to have and exercise all of the powers conferred upon the association by the laws of Minnesota under which it was organized, and acts amendatory thereof and supplemental thereto.

ARTICLE III. (PLACE OF BUSINESS)

The principal place of business of said association shall be in the

Village of Wright , County of Carlton ,

State of Minnesota. Branch offices may be located at other points.

ARTICLE IV. (DURATION)

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ARTICLE V. (CAPITAL)

Section 1. The amount of the authorized Capital Stock of the
(\$ 200,000.00.), and shall be divided into
tion shall be
Dollars (\$10.00) each, and shall be paid at such time and in
such manner as the directors of the association shall order, but no share
shall be issued for less than its par value, nor until the same has been
eaid for in cash or its equivalent.

Section 2. The association may commence business whenever ten percent (10%) of the authorized Capital Stock has been subscribed and paid in. Stockholders shall be deemed to be members of the association, and each member shall be restricted to only one vote in the affairs of the association, and voting by proxy shall not be permitted. The association shall have a prior lien, with the usual right of enforcement for ordinary liens, upon all outstanding stock for any indebtedness due the association, and no stock shall be sold or transferred except with the consent and approval of the Board of Directors. Dividends shall not be paid on

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per cent (% -) per annum, which shall be noncumulative. Capital Stock shall be subject to redemption as provided by law in the manner as the Bylaws shall prescribe. The Capital Stock of this association shall be nonassessable.

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Section 3. When it is determined by the association that it has sufficient working capital, Capital Stock may be called for payment at par, plus declared unpaid dividends. Such stock may be called for payment in chronological order with reference to date of issue, in which case all of such stock issued in a given fiscal year shall, as nearly as practicable, be called at the same time; or such stock may be called on the basis of a percentage of all of said stock outstanding, in which case the same percentage of said stock held by each holder shall be called at the same time, without regard to the date of issue; provided always, that at the time of calling Capital Stock for payment, the total amount of such Capital Stock remaining outstanding after deduction of the amount called, plus the permanent surplus of the association, shall at least equal the total liabilities of the association exclusive of such Capital Stock then outstanding; and provided further that the outstanding Capital Stock shall always equal at least ten per cent (10%) of the authorized Capital Stock of the association.

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ARTICLE VI. (ALLOCATION TO PATRONS)

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Section 1. All or any part of the patronage refund declared by the association at any time may be paid in Capital Stock, by allocated equity reserve or by the issuance of capital interest certificates, or by any other media determined by the Board of Directors.

Section 2. All of the annual patrons' net overpayments (net income), including overpayments made by this association to other cooperative associations and repaid to this association, available for distribution, in excess of dividends, if any, declared on Capital Stock, shall belong to its patrons and shall be allocated to them on the basis of patronage and as provided in the Bylaws. The records of the association shall always show the interest of patrons in the reserves and surplus of the association.

Section 3. In the event of liquidation or dissolution of the association, all debts and liabilities shall first be paid according to their respective priorities. Holders of Capital Stock shall then be paid the par value of their shares plus any declared unpaid dividends thereon in the order of priority, if any, herein specified, and the remainder of the property shall be paid and distributed among the patrons and

Stockholders in accordance with their interests in the reserves and surplus of the association as shown by its records.

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ARTICLE VII. (DIRECTORS, ANNUAL MEETINGS)

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Section 1. The government of this association and the management of its affairs shall be vested in a Board of Directors, the members of which shall be elected by ballot by the stockholders from their own number at the annual meeting. The size of the Board of Directors and the terms of its members shall be prescribed by the Bylaws.

Section 2. The annual meeting of the stockholders shall be held in the territory served by this association within four (4) months after the date of the close of the fiscal year, on such date and time as the Board of Directors shall select in each year.

Section 3. Vacancies in the Board of Directors, except in cases of removal by the stockholders, may be filled by the remaining members of the Board, the person or persons so appointed to hold office until the next annual meeting of the stockholders and until their successors have been elected and qualified.

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ARTICLE VIII. (OFFICERS)

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The officers of this association shall be a president, one or more vice presidents, a secretary and a treasurer, who shall be elected annually by and from the directors. The offices of secretary and treasurer may be combined, and when so combined, the person filling such office shall be termed "Secretary-Treasurer".

ARTICLE IX. (DISSOLUTION, AMENDMENTS)

<u>Section 1.</u> This association may be dissolved in the manner as provided by law.

Section 2. These Articles of Incorporation may be amended as provided by law.

RESOLVED FURTHER, that the proper officers and employees of the association be and they hereby are authorized to take whatever action may be necessary and proper to make said amendments to the Articles of Incorporation effective.

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(Corporate Seal)	and secretary subscribed ou said corporat	of the corpora or names and cau cion to be heret	undersigned, as tion heretofore sed the corpora o affixed this, 19_75	named, have
Signed and sealed in the presence of:				
Bobal Hurs	l.,	demo	Vernon Harp	
Town Suhonen		Vuno	President Yeamon Hedin Secretary	
	·		Secretary	
STATE OF MINNESOTA COUNTY OF Carlton)) ss.			
On this 21st Notary Public within a Vernon Harp who, being by me first and Secretary, respect the corporation named seal affixed to said i that said instrument w ority of its Board of free act and deed of s	and Vernon H duly sworn, did ively, of Farm in and which exe nstrument is the as signed and se Directors; and t	depose and say ners Cooperaticuted the foregotical corporate seal aled on behalf they acknowledge	that they are ve Company oing instrument of said corpored said corpored said corpored to the c	the President the President that the ation, and tion by auth- nt to be the
		Notary Publi My commissio	c, <u>Carlton</u> con expires <u>Aug.</u>	ounty, Minn. 7, 1976
The foregoing examined and approved	Articles of Amen as to form and 1 , 19		es of Incorpora	
STATE OF	MINNESOTA NT OF STATE	Warren Spanna		

FILED MAY - 5 1975 from Andrew Showe Secretary of State

"RESOLVED, FURTHER, that the president and secretary are hereby authorized and directed to prepare, execute, acknowledge, file and record such certificate or other or additional instruments, and do and perform any and all additional acts which may be necessary or proper to make the foregoing amendments effective as provided by law."

"IN WITNESS WHEREOF, we have	:	•	.)	
seal of said association this	9.4	day of	September	1983.1
In presence of:	erin tele	ong somethy in the comment of the co		•
Carol Chambers		11	alter 3	Park
			President	MULLET
Lamons Jarons	ノ - 、			
1997年(1997年),北京城市安全的1997年(1997年) 1997年(第四十二年),第四十二年(1997年)		d	enora f. Carl	Wik
		And the second	Secretary	
On this 9 day	y of	Sept.	1987 before	
appeared Waltern	nisea	- and Le	Carlin	+
personally known, who being by me		- Co Co.	// / / · · · · · · · · · · · · · · · ·	
Secretary of <u>Furness</u> (11			
to the foregoing instrument is th				
instrument was executed in behalf	of the	corporation i	y authority of its d	lirectors
and stockholders; and said	Dall	4172 Jo	Kniden	s and
Lenin Carlson	11,754	acknowledged t	the instrument to	
act and deed of said corporation.		A Table 1 and 1 an	-200	one rree
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and the state of t	(100	
and the property of the second	,,,	Swl X	Johnson	annighted for the
A DOD ONED A C		lotary Public	<i>O</i>	County
APPROVED AS	10 TORN	AND EXECUTION	DOMESTIC PALL DE COMME	***********
	W. 15821, 1		NOTARY PUBLIC - MIN	
ATTORNE, CE	NETAL A	returnis. Ora 1882 den	My C. Hos Ma	
SPECIAL ASSIST	TANT ALL	ORNEY GENERAL		
		The second of th	jan kalendaria (15 menuara). Tanggaran	