

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

LAND O'LAKE CREAMERIES, INC.

The undersigned, President and Secretary of LAND O'LAKE CREAMERIES, INC., a Minnesota corporation, hereby certify that at a regular annual meeting of the Board of Directors of said corporation held at the office of the corporation in Minneapolis, Minnesota, at 9:30 o'clock in the forenoon on February 12, 1946, at which all of the directors were present, the following resolution was adopted and approved by more than two-thirds of the directors of the corporation:

"RESOLVED, that the Articles of Incorporation be and the same are hereby amended in the following respects:

"That the first five sentences of Article VI of said Articles of Incorporation, which now read as follows:

"The amount of authorized capital stock shall be Five Million One Hundred Thousand Dollars (\$5,100,000.00). One Hundred Thousand Dollars (\$100,000.00) of said stock shall be common stock, and shall be divided into four thousand (4,000) shares of the par value of Twenty-five Dollars (\$25.00) each. The voting power shall be vested in the holders of the common stock exclusively, and only such stockholders shall be deemed to be members of the corporation. Common stock shall be issued and held only by associations of producers of agricultural and farm products organized and operated upon a cooperative basis, and cooperative associations of such associations. The remainder, Five Million Dollars (\$5,000,000.00), of said stock shall be preferred stock and shall be divided into two hundred thousand (200,000) shares of the par value of Twenty-five Dollars (\$25.00) each."

be amended to read as follows:

"The amount of the authorized capital stock shall be Ten Million One Hundred Thousand Dollars (\$10,100,000.00). One Hundred Thousand Dollars (\$100,000.00) of said stock shall be common stock, and shall be divided into four thousand (4,000) shares of the par value of Twenty-five Dollars (\$25.00) each. The voting power shall be vested in the holders of the common stock exclusively, and only such stockholders shall be deemed to be members of the corporation. Common stock shall be issued and held only by associations of producers of agricultural and farm products organized and operated upon a cooperative basis, and cooperative associations of such associations. The remainder, Ten Million Dollars (\$10,000,000), of said stock shall be preferred stock, and shall be divided into four hundred thousand (400,000) shares of the par value of Twenty-five Dollars (\$25.00) each."

And that at the regular annual meeting of the members and stockholders of the corporation held at the principal place of business of the corporation in Minneapolis, Minnesota, at ten o'clock in the forenoon on Thursday, March 15, 1946, the following resolution was duly adopted by a vote representing a majority of all of the members and stockholders of the corporation.

"RESOLVED, that the Articles of Incorporation be and the same are hereby amended in the following respects:

"That the first five sentences of Article VI of said Articles of Incorporation, which now read as follows:

"The amount of authorized capital stock shall be Five Million One Hundred Thousand Dollars (\$5,100,000.00). One Hundred Thousand Dollars (\$100,000.00) of said stock shall be common stock, and shall be divided into four thousand (4,000) shares of the par value of Twenty-five Dollars (\$25.00) each. The voting power shall be vested in the holders of the common stock exclusively, and only such stockholders shall be deemed to be members of the corporation. Common stock shall be issued and held only by associations of producers of agricultural and farm products organized and operated upon a cooperative basis, and cooperative associations of such associations. The remainder, Five Million Dollars (\$5,000,000.00), of said stock shall be preferred stock and shall be divided into two hundred thousand (200,000) shares of the par value of Twenty-five Dollars (\$25.00) each."

be amended to read as follows:

"The amount of the authorized capital stock shall be Five Million One Hundred Thousand Dollars (\$5,100,000.00). One Hundred Thousand Dollars (\$100,000.00) of said stock shall be common stock, and shall be divided into four thousand (4,000) shares of the par value of Twenty-five Dollars (\$25.00) each. The voting power shall be vested in the holders of the common stock exclusively, and only such stockholders shall be deemed to be members of the corporation. Common stock shall be issued and held only by associations of producers of agricultural and farm products organized and operated upon a cooperative basis, and cooperative associations of such associations. The remainder, Five Million Dollars (\$5,000,000.00), of said stock shall be preferred stock, and shall be divided into four hundred thousand (400,000) shares of the par value of Twenty-five Dollars (\$25.00) each."

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation this 12th day of April, 1946.

In presence of:

C. E. Ecker

M. H. Hargrave

Sam B. Bravett
President

Frank H. White
Secretary

STATE OF MINNESOTA,)
) SS.
County of Hennepin.)

On this 10th day of April, 1946, before me personally appeared JOHN BRANDT and FRANK W. WHITE, who, being by me first duly sworn, did depose and say that the said John Brandt is the President and the said Frank W. White is the Secretary of LAND O' LAKES CREAMERIES, INC., the corporation named in and which executed the foregoing instrument; that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and stockholders and members; and they each acknowledged said instrument to be the free act and deed of said corporation.

J. P. Tracy Jr.

Notary Public, Hennepin County, Minn.
My commission expires

STATE OF MINNESOTA
COUNTY OF HENNEPIN
APR 10 1946

J. H. Holen
Notary Public

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

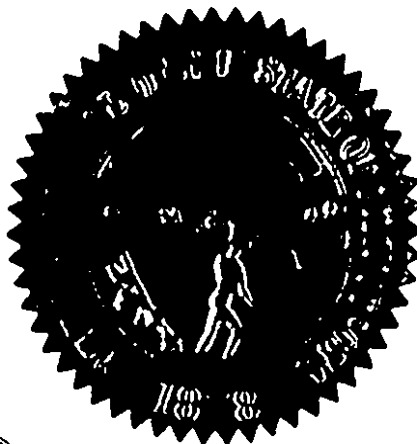
DEC 16 1948

UNITED STATES OF AMERICA



I, MIKE HOLM, Secretary of State of the State of Minnesota,
do hereby certify that the annexed is a full, true and correct photo-
copy of Certificate of Amendment of Articles of
Incorporation of LAND O' LAKES CREAMERIES, Inc.,
as filed for record in this office on the 7th.
day of December, A. D. 1946, and contained in
cooperative file #84 in the files of this office

as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto
set my hand and affixed the Great Seal of
the State, at the Capitol in St. Paul, this

7th day of December,

A. D. 194⁶.

Mike Holm
Secretary of State