

Filing Fee: \$75.00

ID Number: 23413



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed in Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Land O'Lakes, Inc
2. It is incorporated under the laws of Minnesota
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 1977, authorizing it to transact business in Rhode Island under the name of:
Land O'Lakes, Inc
4. The corporate name of the corporation has been changed to None

(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
None
 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:
None
6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

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CORPORATIONS DIV.

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>See Attached</u>			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,093,635,856.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 5,131,755,424.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 11,670,247.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.2242 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 10/09/00 11/17/00

Lans
Lans O'Lakes, Inc

Print Exact Name of Corporation Making Application

By [Signature]

☐ President or ☒ Vice President (check one)

AND
By [Signature]

☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF Minnesota
COUNTY OF Ramsey

In Ramsey County, on this 17th day of November, 2000, personally appeared before me Daniel Knutson + John Lebane who, being by me first duly sworn, declared that he/she is the Vice President/Assistant Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



[Signature]
Notary Public
My Commission Expires: Jan. 31, 2005

LAND O'LAKES, INC
CAPITAL STOCK SCHEDULE

December 31, 1999

Type	Class	Shares Authorized	Shares Issued	Par Value	Value
Common	A	2,000	878	\$1,000.00	878,000
Common	B	50,000	7,754	1.00	7,754
Preferred	A	1,000,000	106,723	10.00	1,067,230
Common	C	500	117	1,000.00	117,000
Common	D	10,000	3,099	1.00	3,099
		<hr/> 1,062,500	<hr/> 118,571		<hr/> 2,073,083

As of 01/01/1981

Included is The Certificate of Authority to increase shares form Minnesota Secretary of State

COOP # 84
12-30-80

CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
LAND O'LAKES, INC.

We, the undersigned, Ralph Hofstad and V. L. Moore, respectively the President and Assistant Secretary of LAND O'LAKES, INC., a cooperative association, now organized and operating under the provisions of Chapter 326, Laws of Minnesota for 1923, now Minnesota Statutes, 1957 Sections 308.05 and 308.18, as amended, with principal offices at 614 McKinley Place, Minneapolis, Minnesota, hereby certify:

1. That on October 22, 1980, the Board of Directors, by a unanimous vote of its members at a duly held meeting, adopted a resolution proposing to amend the Articles of Incorporation of the aforesaid association, which resolution set forth the proposed amendments.

2. That thereafter and on November 3, 1980 notices were mailed to each and every stockholder containing a copy of the resolution to be voted upon at the special stockholders meeting to be held at the Minneapolis Hilton Inn, in Minneapolis, Minnesota, on Friday, the 19th day of December, 1980, at 1:00 P.M.

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:

RESOLUTION

RESOLVED, That Section 1 of Article IV of the Articles of Incorporation of Land O'Lakes, Inc. be amended to read as follows:

1. The amount of the total authorized capital stock of this corporation is Twelve Million Five Hundred Sixty Thousand Dollars (\$12,560,000.00) divided into One Million (1,000,000) shares of

379857

Preferred Stock, par value Ten Dollars (\$10.00) per share;
Two Thousand (2,000) shares of Class A Common Stock, par
value One Thousand Dollars (\$1,000.00) per share; Fifty
Thousand (50,000) shares of Class B Common Stock, par value
One Dollar (\$1.00) per share; Five Hundred (500) shares of
Class C Stock, par value One Thousand Dollars (\$1,000.00)
per share; and Ten Thousand (10,000) shares of Class D Stock
par value One Dollar (\$1.00) per share.

RESOLVED, That Section 4 of Article IV of the Articles of Incorporation of Land O'Lakes, Inc. be amended to read as follows:

4. No dividends shall be paid on common stock of any class. Dividends on preferred stock shall not exceed eight per cent (8%) per annum and shall be non-cumulative.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names and caused the corporate seal of the said association to be hereto affixed this 29th day of December, 1980.

LAND O'LAKES, INC.

By

[Signature]
Its President

And

[Signature]
Its Assistant Secretary

Subscribed and sworn to
before me this 29th day
of December, 1980.

[Signature]
Notary Public

Approved as to Form
and Execution

[Signature]
Special Assistant
Attorney General

12/31/80

STATE OF MINNESOTA
DEPARTMENT OF STATE

FILED

DEC 30 1980

Secretary of State

COOP #84