

Commonwealth of Kentucky

Department of State



Office of Secretary of State

CHARLES K. O'CONNELL, SECRETARY

FORIEGN CORPORATION DEPARTMENT

I, Charles K. O'Connell, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

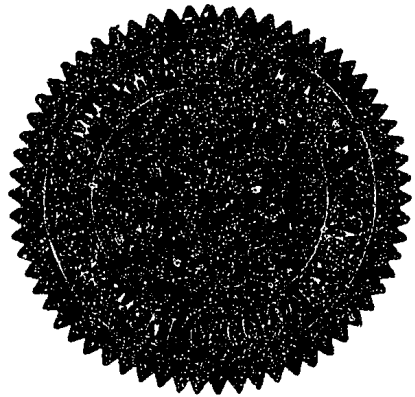
Certificate for Amendment to the Charter

of ~~SOUTHERN STATES MORGANFIELD COOPERATIVE, INCORPORATED~~
Name of Corporation
a corporation of the State of Virginia, Name of State with home office at Richmond, Virginia Address; have or has been filed in my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my hand as Secretary of State, this 1st day of December 1954

Charles K. O'Connell Secretary of State

By D. R. Davis Chief Clerk, Corporation Department.



Commonwealth of Virginia



DEPARTMENT OF THE

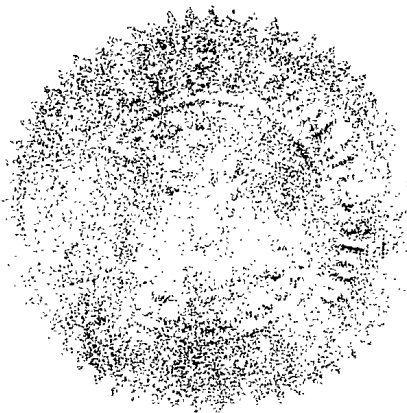
State Corporation Commission

I, A. W. Atkinson, Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of Certificate for Amendment to the charter of

Southern States Morganfield Cooperative,
Incorporated

on file and admitted to record in the Clerk's Office of the State Corporation Commission on the 18th day of October, 1954.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 19th day of October, A. D. 1954.



A. W. Atkinson
Clerk of the Commission.

CERTIFICATE FOR AMENDMENT TO THE CHARTER

OF

SOUTHERN STATES MORGANFIELD COOPERATIVE, INCORPORATED

WHEREAS, SOUTHERN STATES MORGANFIELD COOPERATIVE, INCORPORATED, a corporation created under and by virtue of Chapter 15, Title 13, Code of Virginia, 1950, known as the "Agricultural Co-Operative Association Act", desires to have its Charter amended as hereinafter set out:

NOW, THEREFORE, to that end, I, Dan S. Shacklette, President of said Association, under the seal of the Corporation, attested by the Assistant Secretary thereof, do hereby certify as follows:

FIRST: That on the 15th day of July, 1954, there was held at the local Office of the Association in Morganfield, Kentucky a meeting of the Board of Directors of the aforesaid Association, pursuant to due and timely written notice mailed to each director, at which meeting a quorum being present, the following resolution declaring that such amendment is advisable was unanimously passed:

"RESOLVED: That the first paragraph of Article 'D' of the present Charter of this Association shall be amended to read as follows:

- D -

The maximum amount of authorized capital stock of this Association shall be \$300,000.00, divided into \$90,000.00 par value preferred stock and \$210,000.00 par value common stock, said preferred stock to be divided into shares of the par value of \$10.00 each, which may be issued in series as hereafter provided, and the said common stock to be divided into shares of the par value of \$1.00 each. Such capital stock may be issued from time to time by the Board of Directors of this Association as they deem necessary; however, the minimum amount of capital stock shall be \$100.00."

And the said Board of Directors thereupon passed further resolutions directing that the matter of said amendment be considered at the Annual Meeting

of the Stockholder-Members of Southern States Morganfield Cooperative, Incorporated, and providing for the giving of notice as required by law, as follows:

"AND BE IT FURTHER RESOLVED: That the proposed amendment to the Charter shall be made a special order of business at the Annual Meeting of the Stockholder-Members of this Association, said meeting to be held in Morganfield, Kentucky on August 23, 1954, at 8:00 P.M.; and

BE IT FURTHER RESOLVED: That the Assistant Secretary of this Association is hereby directed to give notice, in writing, to each and every Stockholder of record, as provided by Section 13-258 and Section 13-35, of the Code of Virginia, 1950, of the time and place of said meeting and its object, by serving the same on them personally or by mailing it to them at their last known postoffice address as shown by the books of the Association, at least ten days prior to August 23, 1954, and it is further ordered and directed that the Stock Books of the Association be closed from August 13, 1954, until August 24, 1954."

SECOND: That on the 23rd day of August, 1954, there was held in Morganfield, Kentucky at 8:00 P.M., the Annual Meeting of the Stockholder-Members of Southern States Morganfield Cooperative, Incorporated, more than ten days' printed notice of said meeting containing the proposed charter amendment having been given to all Stockholders of record by mailing the same to their last known address as shown by the books of the Association, such notice stating the time and place of said Annual Meeting and its objects; that at said Annual Meeting there was represented in person or by proxy at least a quorum of the Stockholder-Members, as provided for in the Charter of the Association; that the foregoing resolution adopted by the Board of Directors, proposing to amend, alter and revise Article "D" of the Articles of Incorporation of this Association in the manner hereinbefore set out, was in terms laid before the Stockholder-Members and was approved and adopted by the affirmative vote of at least two-thirds of the Stockholder-Members voting thereon.

THIRD: That the proceedings of said Annual Meeting of the Stockholder-Members were duly entered on the minutes of the proceedings of the

Stockholder-Members.

THEREFORE, this Certificate is now signed by Dan S. Shacklette, President of Southern States Morganfield Cooperative, Incorporated aforesaid, with its corporate seal hereto affixed, attested by James Towler, its Assistant Secretary, this 23rd day of August, 1954.

Seal

Dan S. Shacklette
President

ATTEST:

James Towler
Assistant Secretary

STATE OF KENTUCKY

COUNTY OF UNION TO-WIT:

I, Dora W. Syers a Notary Public in and for the county aforesaid, in the State of Kentucky do certify that Dan S. Shacklette and James Towler whose names as President and Assistant Secretary, respectively, of Southern States Morganfield Cooperative, Incorporated, are signed to the foregoing Certificate, bearing date on the 23rd day of August, 1954, have this day personally appeared and acknowledged the same before me in my county aforesaid.

~~My commission expires:~~

Given under my hand and Notarial seal this 23rd day of August, 1954.

Seal

Dora W. Syers
Notary Public

My comm. expires Jan. 28, 1958.

COMMONWEALTH OF VIRGINIA

DEPARTMENT OF THE STATE CORPORATION COMMISSION

City of Richmond, 18th day of October, 1954

The accompanying certificate for an amendment to the charter of the

Southern States Morganfield Cooperative, Incorporated

signed in accordance with law, by -----Dan S. Shacklette----- its President,
under the seal of the corporation, attested by -----James Towler----- its Assistant Secretary,
and duly acknowledged by them, having been presented to the State Corporation Commission and the fee, if any, required by law having been paid, the State Corporation Commission having examined said certificate now declares that the

Southern States Morganfield Cooperative, Incorporated

has complied with the requirements of law, and is entitled to the amendment or alteration of its charter set forth in said application. Therefore, it is ordered that the charter of the

Southern States Morganfield Cooperative, Incorporated

a corporation created by State Corporation Commission
be and the same is amended and altered in the manner and for the purposes set forth in said certificate, pursuant to the provisions of law.

The said certificate, with this order, is hereby ordered to be admitted to record.

Seal

Ralph T. Catterall

Chairman.

Attest:

N. W. Atkinson

Clerk of the Commission.

COMMONWEALTH OF VIRGINIA:

OFFICE OF THE STATE CORPORATION COMMISSION:

In the CITY OF RICHMOND, the 18th day of October, 1954.

The foregoing amendment to the charter of _____

Southern States Morganfield Cooperative, Incorporated

was this day received and duly admitted to record in this office and is hereby certified to the Clerk of the _____

Chancery Court of City of Richmond according to law.

STATE CORPORATION COMMISSION,

By Ralph T. Catterall

Chairman.

Attest:

N. W. Atkinson

Clerk of the Commission.

VIRGINIA:

~~In the Clerk's Office of the _____ Court of the _____ the~~

~~day of _____, 19____~~

~~The foregoing charter amendment and certificate of the State Corporation Commission thereon was received, duly admitted to record, duly approved and is now certified to the Clerk of the State Corporation Commission.~~

~~Teste~~

~~Clerk.~~