

Commonwealth of Kentucky

Department of State



Office of Secretary of State

CHARLES K. O'CONNELL, SECRETARY

FOREIGN CORPORATION DEPARTMENT

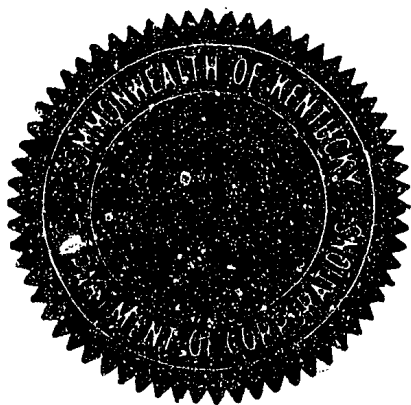
I, Charles K. O'Connell, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of _____
AMENDMENT TO ARTICLES OF INCORPORATION

of _____ SOUTHERN STATES HARDSTOWN COOPERATIVE, INCORPORATED
Name of Corporation
a corporation of the State of _____ VIRGINIA _____, with home
Name of State
office at _____ RICHMOND, VIRGINIA _____; have or has been filed in
Address
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 FIRST day of DECEMBER 1945

Charles K. O'Connell
Secretary of State.

By J. E. Greene
Chief Clerk, Corporation Department.



SECRETARY OF STATE

CERTIFICATE FOR AMENDMENT TO THE CHARTER

OF

SOUTHERN STATES BARDSTOWN COOPERATIVE, INCORPORATED

WHEREAS, SOUTHERN STATES BARDSTOWN 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, T. R. Beam, 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 20th day of June, 1952, there was held at the local office of the Association in Bardstown, 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 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 \$100,000.00, divided into \$30,000.00 par value 6% preferred stock, and \$70,000.00 par value common stock, said 6% preferred stock to be divided into shares of the par value of \$10.00 each, 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.

The preferences, voting powers, rights, restrictions, and qualifications of the preferred stock and common stock of the Association shall be as follows: The preferred stock shall be preferred both as to assets and dividends; and out of the net savings of the Association for each fiscal year cumulative dividends of six per centum shall be declared and paid at such periods as the Board of Directors may determine before any dividends may be declared on the common stock for such year.

After providing for the payment of all accumulated dividends upon the preferred stock at the rate of six per centum in each and every fiscal year of the Association, and dividends on the common stock of not to exceed 6% per annum of deemed advisable, the then remaining savings shall be handled, used and governed as provided in the By-Laws of the Association.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the Association, then, after the payment of its debts, the holders of the outstanding preferred stock shall have a preference on the assets of the Association and shall be entitled to be paid therefrom in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock. After the holders of said preferred stock shall have been paid par value for their preferred stock, plus all accrued and unpaid cumulative dividends thereon, the holders of common stock shall be entitled to receive par value for each share of common stock held by them plus declared and unpaid dividends out of the remaining assets and funds. After the holders of said common stock shall have been paid par value for their common stock, plus all declared and unpaid dividends, the assets and funds then remaining shall be distributed in accordance with the By-Laws of the Association.

The holders of the preferred and common stock shall not be entitled, as stockholders, to any further share in the savings of the Association or to any further payment in the event of the dissolution of the Association or the distribution of its assets by way of return of capital than as provided above.

The common stock shall be issued to, held by, or transferred to, only such persons or associations as are eligible to membership in the Association according to the requirements for membership prescribed in the By-Laws of the Association.

Voting rights in this Association shall be vested in its common stockholder-members; provided, however, each member shall be entitled to one and only one vote regardless of the number of shares or amount of stock owned by such member.

Whenever any member desires to sell his common stock, he shall first offer it to the Association for purchase by the Association at its par value plus declared and unpaid dividends. In the event such stock is not purchased by the Association or by a person or persons designated as aforesaid, within thirty (30) days after the receipt of a written notice by the Association offering the said stock for sale, then the member may sell the said common stock to any other person or association eligible for membership in the Association. This restriction on the transfer of common stock shall be printed upon every common stock certificate. If the Board of Directors decides to repurchase such common stock, the Association shall have the right to apply any sum or sums of money in which the member may be indebted to the Association on the payment therefor. This shall also govern the repurchase of the common stock in case of the death, dismissal, expulsion, or withdrawal of any member or members.

All or any of the outstanding preferred stock may be redeemed by this Association at any time as may be determined by the Board of Directors after thirty (30) days' notice and upon payment in cash of the par value thereof, plus accrued and unpaid dividends, if any. In the event only part of the outstanding preferred stock shall be redeemed, that part to be so redeemed shall be determined by drawing lots."

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 BARDSTOWN 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 Bardstown, Kentucky, on Thursday, August 14, 1952, at 7:45 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 14, 1952; and it is further ordered and directed that the Stock Books of the Association be closed from August 4, 1952, until August 15, 1952."

SECOND: That on the 14th day of August, 1952, there was held in Bardstown, Kentucky, at 7:45 P. M., the Annual Meeting of the Stockholder-Members of SOUTHERN STATES BARDSTOWN 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 T. R. Beam, President of SOUTHERN STATES BARDSTOWN COOPERATIVE, INCORPORATED, aforesaid, with its corporate seal hereto affixed, attested by Jack Cave, its Assistant Secretary, this 21 day of August, 1952.

T R Beam

President
SOUTHERN STATES BARDSTOWN COOPERATIVE, INCORPORATED

ATTEST:
Jack Cave

Assistant Secretary

STATE OF Kentucky
Barren OF Barren, TO-WIT:

I, Garnett Hays, a Notary Public in and for the Barren aforesaid, in the State of Kentucky, do certify that T.R. Beam and Jack Cave, whose names as President and Assistant Secretary, respectively, of SOUTHERN STATES BARDSTOWN COOPERATIVE, INCORPORATED, are signed to the foregoing Certificate, bearing date on the 21st day of August, 1952, have this day personally appeared and acknowledged the same before me in my County aforesaid.

~~My commission expires on the~~ day of , 19 .

Given under my hand and notarial seal this 21st day of August, 1952.

Garnett Hays

Notary Public.
Notary Public, Barren County, Kentucky
R. Commission Expires Oct. 9, 1954

COMMONWEALTH OF VIRGINIA

DEPARTMENT OF THE STATE CORPORATION COMMISSION

City of Richmond, 15th *day of* September, 1952

The accompanying certificate for an amendment to the charter of the

Southern States Bardstown Cooperative, Incorporated

signed in accordance with law, by - - - - - T. R. Beam - - - - - its President,
under the seal of the corporation, attested by - - - - - Jack Cave - - - - - its ^{Asst.} 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 Bardstown 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 Bardstown 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)

H. Lester Hooker

Chairman.

Attest:

W. Humey Dovell,

First Assistant Clerk of the Commission.

COMMONWEALTH OF VIRGINIA:

OFFICE OF THE STATE CORPORATION COMMISSION:

In the CITY OF RICHMOND, the 15th day of September, 1952.

The foregoing amendment to the charter of Southern States Bardstown 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 H. Lester Hooker

Chairman.

Attest:

W. Humey Dovell,

First Assistant Clerk of the Commission.

VIRGINIA:

In the Clerk's Office of the _____ Court of _____ the _____ day of _____, 19____.

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

Teste:

Clerk.

Commonwealth of Virginia



DEPARTMENT OF THE
State Corporation Commission

J. 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 Bardstown Cooperative, Incorporated on file and admitted to record in the Clerk's Office of the State Corporation Commission on the 15th day of September, 1952.

In Testimony Whereof, I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 21st day of November, A. D. 1952.



J. A. W. Atkinson
Clerk of the Commission.