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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

amendment

of Southern States Bardstown Cooperative, Incorporated
Name of Corporation

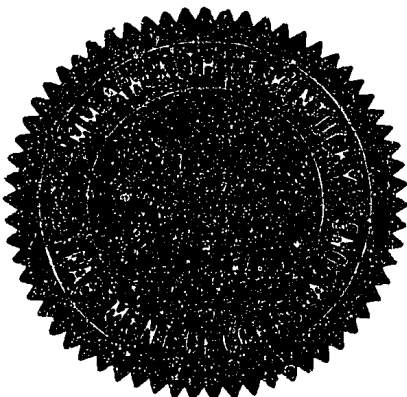
a corporation of the State of Virginia, with home
Name of State
office at Richmond, Virginia ; have or has been filed in
Address

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 8th day of October 1954

Charles K. O'Connell
Secretary of State

By J. R. Davis
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, Allen Brown 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 6th day of July 1954, 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 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 6% preferred stock, and \$210,000.00 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."

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 August 10, 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 10, 1954, and it is further ordered and directed that the Stock Books of the Association be closed from July 31, 1954, until August 11, 1954."

SECOND: That on the 10th day of August, 1954, there was held in Bardstown, Kentucky at 8:00 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 Allen Brown,
President of Southern States Bardstown Cooperative, Incorporated,
aforesaid, with its corporate seal hereto affixed, attested by Francis
X. Thomas, its Assistant Secretary, this 10th day of August,
1954.

S E A L

Allen Brown
President

ATTEST:

Francis X Thomas
Assistant Secretary

STATE OF KENTUCKY

COUNTY OF NELSON

TO-WIT:

I, Emogene H Wright a Notary Public in and for
the County aforesaid, in the State of Kentucky do certify
that Allen Brown and Francis X. Thomas, whose names as President
and Assistant Secretary, respectively, of Southern States Bardstown Coopera-
tive, Incorporated, are signed to the foregoing Certificate, bearing
date on the 10th day of August, 1954, have this day personally appeared
and acknowledged the same before me in my County aforesaid.

My commission expires: May 7, 1958

Given under my hand and Notarial seal this 10th day of August,

1954.

S E A L

Emogene H. Wright
Notary Public
Kentucky State at Large

COMMONWEALTH OF VIRGINIA

DEPARTMENT OF THE STATE CORPORATION COMMISSION

City of Richmond, 26th day of August, 1954

The accompanying certificate for an amendment to the charter of the
Southern States Bardstow Cooperative, Incorporated

signed in accordance with law, by -----Allen Brown----- its President,
under the seal of the corporation, attested by -----Francis X. Thomas----- 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 Bardstow 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 Bardstow 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 26th day of August, 1954

The foregoing amendment to the charter of
Southern States Bardstow 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

day of 19

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

Teste:

Clerk.

Commonwealth of Virginia



DEPARTMENT OF THE

State Corporation Commission

G. 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 26th day of August, 1954.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 26th day of August, A. D. 1954.

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

SOUTHERN STATES COOPERATIVE

I N C O R P O R A T E D

GENERAL OFFICES

RICHMOND 13, VIRGINIA

October 4, 1954

Honorable Charles K. O'Connell
Secretary of State
Commonwealth of Kentucky
Frankfort, Kentucky

Dear Mr. O'Connell:

The following organizations affiliated with the Southern States system, all of which are qualified to transact business in your State, have amended their Charters. This amendment increases their maximum authorized capital stock to \$300,000.00.

In compliance with the Kentucky Statutes pertaining to foreign corporations, I am forwarding to you herewith a certified copy under seal for each of the following named associations:

Southern States Bardstown Cooperative, Incorporated
Southern States Boyle Cooperative, Incorporated
Southern States Campbellsville Cooperative, Incorporated
Southern States Hardin Cooperative, Incorporated
Southern States Henderson Cooperative, Incorporated
Southern States Le Grange Cooperative, Incorporated
Southern States Leitchfield Cooperative, Incorporated
Southern States Lexington Cooperative, Incorporated
Southern States Madisonville Cooperative, Incorporated
Southern States Maysville Cooperative, Incorporated
Southern States Owenton Cooperative, Incorporated

I am also enclosing check in the amount of \$110.00, covering the filing fee of \$10.00 for each of these corporations.

I trust you will find these enclosures in order.

Sincerely yours,



E. M. Holdaway
COUNSEL

EMH: jw