

GMB No. 0651-0011 (exp. 4/94) To the Honorable Commission



101055075

Attached original documents or copy thereof.

1. Name of conveying party(ies): Associated Milk Producers, Inc. P.O. Box 455 315 North Broadway New Ulm, Minnesota 56073

2. Name and address of receiving party(ies) Name: North Central AMPI, Inc. Internal Address: P.O. Box 455 Street Address: 315 North Broadway City: New Ulm State: Minnesota ZIP: 56073

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 31, 1997

4. Application number(s) or patent number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 970,310 976,048 970,905 500,957

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jamie Nafziger Internal Address: Dorsey & Whitney LLP Street Address: 220 South Sixth Street City: Minneapolis State: MN ZIP 55402

6. Total Number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ 115.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 04-1420

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Jamie Nafziger Name of person Signing Signature Date May 24, 1999 Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94) Do not detach this portion Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231 Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet.

05/24/1999 TSHBBAZZ 10000119 970310 40.00 OF 15.00 DP

ASSOCIATED MILK PRODUCERS, INC

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53 CORPORATION CHANGE

\$20.00

CERTIFICATE OF AMENDMENT

We, Wayne Bok, First Vice President, and Neal Bjornson, Assistant Secretary, of the above-named corporation, a cooperative marketing association organized and existing under the laws of the State of Kansas (the "Association"), do hereby certify as follows:

1. That at a meeting of the Board of Directors of the Association, the Board adopted a resolution amending and restating the Articles of Incorporation of the Association to read as attached hereto as Exhibit A, and declaring the advisability of such amendment and restatement.
2. That pursuant to the resolution and in accordance with the Bylaws of the Association and the laws of the State of Kansas, the Board of Directors called a meeting of members and voting delegates for consideration of the proposed amendment and restatement, and thereafter, pursuant to notice and in accordance with the statutes of the State of Kansas, the members and delegates convened and considered the proposed amendment and restatement.
3. That at the meeting, a majority of members (acting through their delegates) voted in favor of the proposed amendment and restatement.
4. That the amendment and restatement was duly adopted in accordance with the provisions of K.S.A. §17-1608, as amended.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of December, 1997.

*Wayne Bok*  
Wayne Bok, First Vice President

*Neal Bjornson*  
Neal Bjornson, Assistant Secretary

\*97 DEC 31 PM 12 38

FILED  
SECRETARY OF STATE  
KANSAS

DwgD 229181.1

STATE OF Minnesota )  
 )ss  
COUNTY OF Pennington )

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Before me, a Notary Public in and for the aforesaid County and State, personally appeared Wayne Bok, First Vice President of the Association, who is known to me to be the same person who executed the foregoing Certificate and duly acknowledged execution of the same this 29th day of December, 1997.

[SEAL]

Jason B. Lee  
My commission expires \_\_\_\_\_

STATE OF Texas )  
 )ss  
COUNTY OF Tarrant )

Before me, a Notary Public in and for the aforesaid County and State, personally appeared Neal Bjornson, Assistant Secretary of the Association, who is known to me to be the same person who executed the foregoing Certificate and duly acknowledged execution of the same this 30th day of December, 1997.

[SEAL]



Heather L. Lott  
My commission expires 1/31/2001

**Exhibit**

Exhibit A - Amended and Restated Articles of Incorporation

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EXHIBIT A

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NORTH CENTRAL AMPI, INC.**

**ARTICLE I**

The name of the association shall be NORTH CENTRAL AMPI, INC.

**ARTICLE II**

The term for which this association shall be perpetual.

**ARTICLE III**

Purpose

The association is formed for the following purposes: to engage in any activity in connection with the marketing or selling of the agricultural products of its members, or with the processing, storing, handling, shipping, or utilization thereof, or the manufacturing or marketing of the by-products thereof, or in connection with the manufacturing selling, or supplying to its members and other patrons of machinery, equipment or supplies; or in the pursuing of any activity permitted by the statutes under which the association is organized; or in the financing of the above enumerated activities; or in any one or more of the activities specified herein.

**ARTICLE IV**

Powers - Limitations

Section 1. - Powers - This association shall have the following power:

(a) To engage in any activity in connection with the marketing, selling, processing, storing, handling or utilization of any agricultural products produced or delivered to it by its members; or the manufacturing or marketing of the by-products thereof, or in connection with the purchase, hiring, or use by its members or other patrons of supplies or equipment; or in the pursuing of any activity permitted by the statutes under which the association is organized; or in the financing of any such activities; or in any one or more of the activities specified in this section.

(b) To function as a general farm organization and to levy and collect dues from its members.

(c) To borrow money without limitation as to amount of corporate indebtedness or liability; and to make advances to members.

(d) To act as the agent or representative of any member or members in any of the above-mentioned activities.

(e) To purchase or otherwise acquire; and to hold, own, and exercise all rights of ownership in, and to sell, transfer or pledge or guarantee the payment of dividends or interest on, or the retirement or redemption of shares of the capital stock or bonds, or to become a member, of any corporation or association engaged in any related activity, or in the warehousing or handling or marketing of any of the products handled by the association.

(f) To establish reserves and to invest the funds thereof in physical facilities, stock of subsidiary corporations or bonds or in such other property as may be provided in the by-laws.

(g) To buy, hold, and exercise all privileges of ownership over such real and personal property as may be necessary or convenient for the conduct and operation of any of the business of the association or incidental thereto.

(h) To issue debt and equity instruments to third parties, including, without limitation, preferred equities.

(i) To do each and every thing necessary, suitable, or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the subjects herein enumerated; or conducive to or expedient for the interest or benefit of the association; and to contract accordingly, and in addition to exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged, and in addition, any other rights, powers and privileges, granted by the laws of this state to ordinary corporations, except such as are inconsistent with the express provisions of this act; and to do any such thing anywhere.

Section 2. - Limitations - This association shall not market the products of non-members in any amount the value of which exceeds the value of the products marketed for members. It shall not purchase supplies and equipment for persons who are neither members nor producers of agricultural products in any amount the value of which exceeds fifty percent (50%) of all its purchases.

## ARTICLE V

### Liability of Directors

(a) No director of this corporation shall be held personally liable to this corporation or its members or equity holders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to this corporation or its members or equity holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit.

(b) This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the effective date of the amendment.

adding this Article V to the Restated Articles of Incorporation of this corporation.

(c) Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of this corporation existing at the time of such repeal or modification.

**ARTICLE VI**

**Place of Business**

The association shall have its principal place of business in the City of New Ulm, County of Brown, State of Minnesota, or such other place within the State as the Board of Directors may designate; provided, however, the association may designate branch offices at any place in Minnesota or any other State where it may be engaged in business.

**ARTICLE VII**

**Registered Agent and Office**

The post office address of its Registered office and agent is 515 South Kansas Avenue, Topeka, Shawnee County, Kansas 66603, and the name of its Registered Agent at such address is CT Corporation.

**ARTICLE VIII**

**Membership**

This association shall not have any capital stock, but shall admit applicants to membership upon such uniform conditions as may be prescribed by the board of directors of the association, or in its by-laws. This association shall be operated on a cooperative, non-profit basis for the mutual benefit of its members as producers, and membership in the association shall be restricted to producers, who shall patronize the association. The voting rights of the members of the association shall be equal and no member shall have more than one vote. The property rights and interests of each member in the association shall be unequal; and shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all members with the association. New members admitted to membership shall be entitled to share in the property of the association in accordance with the foregoing general rule.