

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Champaign Landmark, Inc.		08/21/2009	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Heritage Cooperative, Inc.
Street Address:	11177 Township Road 133
City:	West Mansfield
State/Country:	OHIO
Postal Code:	43358
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1536931	CHAMPAIGN LANDMARK, INC.
Registration Number:	0810678	SURGRO
Registration Number:	3132369	SHUR GROW

CORRESPONDENCE DATA

Fax Number: (813)229-1660
 Phone: 8132297600
 Email: timmerman@slk-law.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: J. Todd Timmerman
 Address Line 1: 101 East Kennedy Boulevard, Suite 2800
 Address Line 4: Tampa, FLORIDA 33602

NAME OF SUBMITTER:	J. Todd Timmerman
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900205043

**TRADEMARK
 REEL: 004644 FRAME: 0430**

OP \$90.00 1536931

Signature:	/J. Todd Timmerman/
Date:	10/19/2011
<p>Total Attachments: 17</p> <p>source=30W6030SCN3653_000_00000000#page1.tif source=30W6030SCN3653_000_00000000#page2.tif source=30W6030SCN3653_000_00000000#page3.tif source=30W6030SCN3653_000_00000000#page4.tif source=30W6030SCN3653_000_00000000#page5.tif source=30W6030SCN3653_000_00000000#page6.tif source=30W6030SCN3653_000_00000000#page7.tif source=30W6030SCN3653_000_00000000#page8.tif source=30W6030SCN3653_000_00000000#page9.tif source=30W6030SCN3653_000_00000000#page10.tif source=30W6030SCN3653_000_00000000#page11.tif source=30W6030SCN3653_000_00000000#page12.tif source=30W6030SCN3653_000_00000000#page13.tif source=30W6030SCN3653_000_00000000#page14.tif source=30W6030SCN3653_000_00000000#page15.tif source=30W6030SCN3653_000_00000000#page16.tif source=30W6030SCN3653_000_00000000#page17.tif</p>	



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/27/2009	200923900842	CONSOLIDATION/DOMESTIC CORP/NON PROFIT (CON)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

MARK C STEWART, ESQ.
1000 JACKSON STREET
TOLEDO, OH 43604

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1879364

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HERITAGE COOPERATIVE, INC.

and, that said business records show the filing and recording of:

Document(s)

CONSOLIDATION/DOMESTIC CORP/NON PROFIT

Document No(s):

200923900842



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of September,
A.D. 2009.

Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/27/2009	200923900842	CONSOLIDATED OUT OF EXISTENCE (CEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

MARK C STEWART, ESQ.
1000 JACKSON STREET
TOLEDO, OH 43604

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

952608

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FARMERS COMMISSION COMPANY

and, that said business records show the filing and recording of:

Document(s)

CONSOLIDATED OUT OF EXISTENCE

Document No(s):

200923900842



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of September,
A.D. 2009.

Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/27/2009	200923900842	CONSOLIDATED OUT OF EXISTENCE (CEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

MARK C STEWART, ESQ.
1000 JACKSON STREET
TOLEDO, OH 43604**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

158423

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CHAMPAIGN LANDMARK, INC.

and, that said business records show the filing and recording of:

Document(s)

CONSOLIDATED OUT OF EXISTENCE

Document No(s):

200923900842United States of America
State of Ohio
Office of the Secretary of StateWitness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of September,
A.D. 2009.

Handwritten signature of Jennifer Brunner in cursive.

Ohio Secretary of State



Form 550 Prescribed by the:
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (787-3453)

www.sos.state.oh.us
Busserv@sos.state.oh.us

Expedite this form: (select one)
Mail form to one of the following:

- Expedite PO Box 1390
Columbus, OH 43216
Requires an additional fee of \$100
- Non Expedite PO Box 1329
Columbus, OH 43216

CERTIFICATE OF CONSOLIDATION
134-CONS
Filing Fee: \$125

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a consolidation, set forth the following facts:

2009 AUG 26 AM 9:33

I. New Entity Created by Consolidation

A. The name of the entity created by the consolidation is:

Heritage Cooperative, Inc.

B. The entity created by the consolidation is a:

(Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation
- Domestic (Ohio) ~~Nonprofit~~ Corporation Cooperative Association (ORC Chapter 1729)
- Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____
- Foreign (Non-Ohio) Nonprofit Corporation incorporated under the laws of the jurisdiction of _____
- Domestic (Ohio) For-Profit Limited Liability Company
- Domestic (Ohio) Nonprofit Limited Liability Company
- Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____
- Partnership
- Domestic (Ohio) Limited Partnership
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____
- Domestic (Ohio) Limited Liability Partnership
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____

II. Consolidating Entities

Please provide the name, charter/license/registration number, jurisdiction of formation, and the type of entity for each entity (other than the new entity) which is a party to the consolidation.

Name	Charter / License / Registration Number	Jurisdiction of Formation	Type of Entity
<u>Champaign Landmark, Inc.</u>	<u>158423</u>	<u>Ohio</u>	<u>Cooperative Association (ORC Chapter 1729)</u>
<u>Farmers Commission Company</u>	<u>952608</u>	<u>Ohio</u>	<u>Cooperative Association (ORC Chapter 1729)</u>

III. Consolidation Agreement on File

Provide the name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of consolidation upon written request.

Heritage Cooperative, Inc.

Name

11177 Township Road 133

Mailing Address

West Mansfield

OH

43358

City

State

Zip Code

IV. Effective Date of Consolidation

This consolidation is to be effective on September 1, 2009 (The date must be on or after the date of filing and cannot be earlier than the date of filing. If no effective date is specified, the date of filing will be the effective date of the consolidation.)

V. Consolidation Authorized

The laws of the jurisdiction under which each constituent entity exists, permits this consolidation.

This consolidation was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the jurisdiction under which it is formed, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

Provide the name and address of the statutory agent upon whom any process, notice or demand against any constituent entity and the new entity may be served.

Eric Parthemore

Name

PO Box 68; 11177 Township Road 133

Mailing Address

West Mansfield

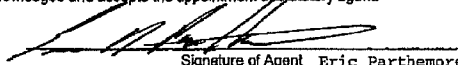
Ohio
State

43358

Zip Code

If the new entity is a partnership, domestic corporation, domestic limited liability company or domestic limited partnership, then the agent must accept his or her appointment by signing below.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the new entity may be served, hereby acknowledges and accepts the appointment of statutory agent.



Signature of Agent Eric Parthemore

- If the agent is an individual using a P.O. Box, the agent must check the box to confirm that he or she is an Ohio resident.

VII. Service Upon the Secretary of State (Foreign)

The newly created foreign corporation, foreign limited liability company or foreign limited partnership consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if (1) the agent cannot be found; (2) if the partnership, corporation, limited liability company or limited partnership fails to designate another agent when required to do so; or (3) if the corporation's limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

VIII. Statement of Consolidation

Upon filing, or upon such later date as specified herein, the consolidating entities listed herein shall consolidate to form the listed new entity.

IX. Additional Filing Requirements for New Domestic Entities

In the case of a consolidation into a new domestic corporation, limited liability company, or limited partnership, the articles of incorporation, articles of organization or the certificate of limited partnership of the new domestic entity must be filed with the certificate of consolidation.

Attached Exhibit A

X. Additional Filing Requirements of Corporations Consolidating Out of Existence

If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the new entity resulting from the consolidation is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of consolidation must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (F) of section 1701.79 or division (A)(5) of section 1702.43 of the Revised Code, with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code, with respect to each foreign corporation licensed to transact business in this state.

XI. Qualification or Licensure of Foreign Surviving Entity N/A

The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Qualifying Corporation under section 1703.04

a. The name of the corporation in its jurisdiction of formation:

b. If the corporate name is not available in Ohio, the trade name under which it will do business in Ohio:

c. The location and complete address of its principal office :

Mailing Address

City

State

Zip Code

d. The name of the city and county in which its principal office in Ohio, if any, is to be located:

City

County

e. A brief summary of the corporate purpose to be exercised in Ohio:

f. To procure a license to transact business in Ohio, a foreign corporation for-profit shall file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state or other proper official its jurisdiction of formation, setting forth: (1) the exact corporate name; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

2. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank or savings bank, then the following information must be completed).

a. The name of the Foreign Nationally/Federally chartered bank or savings bank:

b. The name(s) of any Trade Name(s) under which the corporation will conduct business:

c. The location of the main office (non-Ohio):

Mailing Address

City

County

State

Zip Code

d. The principal office location in Ohio, if any:

Mailing Address

City

County

Ohio
State

Zip Code

e. Please provide a brief summary of the business to be transacted in Ohio.

3. Foreign Qualifying Limited Liability Company under section 1705.54

a. The name of the for-profit or nonprofit limited liability company in its jurisdiction of formation:

b. The name under which the limited liability company desires to transact business in Ohio (if different from its jurisdiction of formation):

c. The limited liability company was formed on _____

under the laws of the jurisdiction of _____

d. The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company:

Mailing Address

City State Zip Code

4. Foreign Qualifying Limited Partnership under section 1782.49

a. The name of limited partnership: _____

b. The limited partnership was formed on: _____

under the laws of the jurisdiction of: _____

c. The address of the office of the limited partnership in its jurisdiction of formation:

Mailing Address

City State Zip Code

d. The limited partnership's principal office address is:

Mailing Address

City State Zip Code

e. The names and business or residence addresses of the general partners:

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained:

Mailing Address

City State Zip Code

The limited partnership hereby certifies that it shall maintain the records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. Foreign Qualifying Limited Liability Partnership under Section 1776.86

a. The name of the limited liability partnership: _____

b. The address of the partnership's chief executive office:

Mailing Address

City State Zip Code

c. If the chief executive office is not in Ohio, a partnership address in Ohio, if one exists:

Mailing Address

City Ohio State Zip Code

d. Attach evidence of existence in its jurisdiction of formation (origin)

The undersigned constituent entities have caused this certificate of consolidation to be signed by its duly authorized officers, partners and/or representatives on the date(s) stated below.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document on behalf of one or more of the entities identified above.

Champaign Landmark, Inc.

Name of Entity

John T. Dunbar

Signature

John Dunbar

Print Name

President

Title

August 21, 2009

Date

Farmers Commission Company

Name of Entity

Eric Parthemore

Signature

Eric Parthemore

Print Name

President

Title

August 21, 2009

Date

Name of Entity

Signature

Print Name

Title

Date

Name of Entity

Signature

Print Name

Title

Date

Name of Entity

Signature

Print Name

Title

Date

Name of Entity

Signature

Print Name

Title

Date

An authorized representative of each constituent corporation, partnership, or entity must sign the consolidation certificate see ORC 1701.81(A), 1702.43(A), 1705.38(A), 1776.70(A), 1782.433(A).

Exhibit A

ARTICLES OF INCORPORATION
OF
HERITAGE COOPERATIVE, INC.
(THE "ASSOCIATION")

ARTICLE 1
NAME

The name of the Association is Heritage Cooperative, Inc.

ARTICLE 2
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association is in the Township of Bokescreek, Logan County, Ohio.

ARTICLE 3
PURPOSE; POWERS

3.1 **PURPOSE.** The primary purpose of the Association is to associate producers and others to provide them economic benefit through joint action in procuring supplies, services and equipment and in marketing products they produce. The specific purpose of the Association and the general nature of its business is to market grain, procure crop and livestock production inputs, distribute petroleum fuels, and provide related services, supplies and equipment for its Members and other persons. The Association may engage in any other lawful business or activity for which an association may be organized under the Ohio Cooperative Law.

3.2 **POWERS.** The Association is a corporation organized as a cooperative association under Chapter 1729 of the Ohio Revised Code (the "Ohio Cooperative Law"). It has all powers and rights conferred on cooperative associations by the Ohio Cooperative Law. These powers include the power to form, acquire or hold an interest in any corporation or other entity; the power to enter into partnerships, joint ventures and other business relationships; and the power to act as statutory agent for any corporation, association, or limited liability company.

ARTICLE 4
CAPITAL

4.1 **CAPITAL STOCK.** The Association is a cooperative association with capital stock, divided into shares and classes as follows:

- (A) **COMMON** - Five Thousand (5,000) shares Common with par value of One Hundred Dollars (\$100) per share.
- (B) **A PREFERRED** - Seven Hundred (700) shares A Preferred with par value of One Hundred Dollars (\$100) per share.
- (C) **B PREFERRED** - Seven Thousand Two Hundred (7,200) shares B Preferred with par value of Fifty Dollars (\$50) per share.
- (D) **C PREFERRED** - Eight Thousand (8,000) shares C Preferred with par value of One Hundred Dollars (\$100) per share.
- (E) **D PREFERRED** - Twelve Thousand Two Hundred (12,200) shares D Preferred with par value of Fifty Dollars (\$50) per share.
- (F) **E PREFERRED** - Nine Hundred (900) shares E Preferred with par value of Twelve Dollars and Fifty Cents (\$12.50) per share.
- (G) **F PREFERRED** - One Hundred Fifty Five Thousand Five Hundred (155,500) shares F Preferred with par value of One Thousand Dollars (\$1,000) per share.

4.2 COMMON STOCK.

- (A) **Eligible Holder.** Common stock may be issued by the Association, or sold or transferred by the holder, only to a Producer or Cooperative who has been admitted to Voting Membership in the Association. "Producer" means a person engaged in the production of agricultural products for the market, including lessors of property used for the production of agricultural products for the market who receive as rent part of the agricultural product. "Cooperative" means a Producer-controlled entity that is operated on a cooperative basis.
- (B) **Ineligible Holder.** If a person who is not a Voting Member acquires Common stock, or a holder of Common stock becomes ineligible for Voting Membership, the holder will have no vote in the Association. The Association may purchase Common stock from an ineligible holder at the lesser of its par value or book value or convert the share(s) to Capital Credits with Stated Value equal to the par value of the Common stock. If the holder does not deliver the certificate for the Common stock, the Association may cancel the certificate in its records and issue Capital Credits in replacement.

4.3 A PREFERRED, B PREFERRED, C PREFERRED, D PREFERRED, E PREFERRED, AND F PREFERRED STOCK

- (A) **Eligible Holders.** Shares of A Preferred, B Preferred, C Preferred, D Preferred, E Preferred, and F Preferred stock may be issued or transferred to any person, subject to the terms and restrictions of these Articles.
- (B) **Evidence of Non-Voting Membership.** D Preferred stock may be issued to eligible persons as evidence of Non-Voting Membership.
- (C) **F Preferred Stock In Series.** F Preferred stock may be issued in separate series of one or more shares as designated by the Board of Directors from time to time.

4.4 CAPITAL CREDITS. The Association may issue Capital Credits that represent ownership of a stated portion ("Stated Value") of the Association's capital. Capital Credits have no preference over other Capital Credits. Capital Credits may not be issued for less consideration than their Stated Value. Capital Credits may be issued as evidence of Patronage Refunds or Per Unit Retains as defined and provided for in the Bylaws, as evidence of dividends on capital stock, or any other purpose for which an equity interest in the Association may be issued. Capital Credits may not be issued when, in the aggregate, the par value of capital stock and the Stated Value of Capital Credits then issued and outstanding equal or exceed the Association's net worth. Capital Credits may be issued or transferred to any person, subject to the terms and restrictions of these Articles. Capital Credits may be subject to charges for net losses of the Association as provided in the Bylaws.

4.5 DIVIDENDS ON CAPITAL STOCK AND CAPITAL CREDITS.

- (A) **A Preferred.** The Association will pay non-cumulative dividends of not less than six percent (6%) of par value per annum nor more than ten percent (10%) of par value per annum on shares of A Preferred stock when and in the manner and amount the Board of Directors determines.
- (B) **B Preferred.** The Association will pay non-cumulative dividends of not less than four percent (4%) of par value per annum nor more than eight percent (8%) of par value per annum on shares of B Preferred stock when and in the manner and amount the Board of Directors determines.
- (C) **C Preferred.** The Association will pay cumulative dividends of six percent (6%) of par value per annum on shares of C Preferred stock when and in the manner the Board of Directors determines.
- (D) **F Preferred.** When the Board of Directors designates a series of F Preferred stock, the Board of Directors must establish dividend rights, if any, for the series. Dividends on F Preferred stock may be cumulative or non-cumulative and may not exceed eight percent (8%) of par value per annum.

The right to payment of dividends on any series of F Preferred stock must have equal preference with the right to payment of dividends on other series of F Preferred stock.

- (E) **Common; D Preferred; E Preferred; Capital Credits.** There will be no dividends on Common stock, D Preferred stock, E Preferred stock or Capital Credits.
- (F) **Priority of Dividends.** Dividend rights of A Preferred, B Preferred and C Preferred stock have equal priority and preference among them, and priority over dividends declared on F Preferred stock.
- (G) **Condition of Payment of Dividend.** It is a condition of dividends that may be declared and payable on the Association's capital stock that the Association be able to confirm the current address and status of the holder. If, after reasonable inquiry, the current address and status of a holder cannot be confirmed by the Association, there will be no dividend declared or paid on the capital stock held by that holder.

4.6 **TRANSFER OF CAPITAL STOCK AND CAPITAL CREDITS.** Shares of capital stock and Capital Credits issued by the Association may not be transferred except with written consent of the Board of Directors.

4.7 **REDEMPTION OF STOCK AND CAPITAL CREDITS.** Shares of capital stock and Capital Credits issued by the Association may be redeemed at such time, in such manner, and in such order as determined by the Board of Directors. Capital stock and Capital Credits must be redeemed at par value (Stated Value, in the case of Capital Credits) or book value, whichever is less, except as otherwise provided in Article 4.8 of these Articles when the Association asserts its right of lien and offset with respect to capital stock or Capital Credits. If an affected stockholder is entitled to receive fair cash value for any of the Association's capital stock or Capital Credits under the Ohio Cooperative Law, "fair cash value" will be the lesser of par value (Stated Value, in the case of Capital Credits) or book value of the stock or Capital Credits, unless otherwise provided in a written subscription for the capital stock or Capital Credits.

4.8 **LIEN AND RIGHT OF OFFSET.** The Association has a first lien and security interest in all capital stock, dividends on capital stock, Patronage Refunds, and Capital Credits for all debts or other obligations of the holder or owner to the Association. At the option of the Board of Directors, the Association may offset the amount of any dividends and the present value (based on the Association's history of equity redemption) of capital stock, Patronage Refunds, and Capital Credits against the debt or obligation; but nothing in these Articles gives the holder or owner any right to require an offset.

4.9 **PATRONAGE REFUNDS.** The Net Margins (savings) of the Association in excess of Association Net Margins must be distributed annually to the Association's Patrons as Patronage Refunds on the basis of Patronage Transactions. The calculation, allocation, and distribution of Net Margins must be defined and provided for in the Bylaws.

4.10 **CONDITION OF FORFEITURE.** It is a condition of all Patronage Refunds, capital stock, dividends on capital stock, and Capital Credits allocated, declared or issued by the Association that the Association may effect forfeiture to the Association of these interests that are issued or allocated to a person whose current address and status cannot be confirmed by the Association, as provided and permitted in the Ohio Cooperative Law.

ARTICLE 5
MEMBERSHIP

5.1 **MEMBER ELIGIBILITY.**

(A) **Voting Members.** The Association may admit as Voting Members only eligible persons. To be eligible for Voting Membership in the Association a person must:

- (1) Be a Producer or Cooperative as defined in these Articles;
- (2) Agree to become and remain an active Patron of the Association;
- (3) Be accepted to Voting Membership by the Board of Directors; and
- (4) Acquire a share of the Association's Common stock.

(B) **Non-Voting Members.** The Association may admit as Non-Voting Members other persons who:

- (1) Agree to become and remain an active Patron of the Association;
- (2) Are accepted to Non-Voting Membership by the Board of Directors; and
- (3) Acquire a share of the Association's D Preferred stock.

5.2 **FURTHER DEFINITION OF MEMBERS.** The Bylaws may further define and restrict Membership in the Association.

5.3 **VOTING.** The Voting Members exercise all of the voting control of the Association. Each Voting Member is entitled to one vote on any matter submitted to a vote of the Members. Membership or ownership of capital stock or other equity interests in the Association does not otherwise confer upon the holder any voting rights in the Association, except that affected stockholders are entitled to notice and participation in matters to be decided by the Members only as provided in the Ohio Cooperative Law. Absentee Votes may be cast as provided in the Bylaws. Cumulative voting and voting by proxy are not permitted.

ARTICLE 6
BOARD OF DIRECTORS

Government of the Association and the management of its affairs are vested in a Board of Directors. The Bylaws must prescribe the number, terms and manner of selection of Directors.

ARTICLE 7
DISSOLUTION

If the Association dissolves, liquidates or winds up its affairs, whether voluntary or involuntary, any property remaining after all creditors have been paid will belong and be distributed to the Members, equityholders, and Patrons as follows:

7.1 **First:** to the holders of A Preferred, B Preferred, C Preferred and D Preferred stock, in equal preference, the par value of their shares;

7.2 **Then:** to the holders of each series of F Preferred stock, in equal preference, the par value of their shares;

7.3 **Then:** to the holders of Common stock, E Preferred stock, and Capital Credits, in equal preference, the par value or Stated Value, as the case may be, of their holdings;

7.4 **Then:** any property remaining to the Members as Patrons on the basis of their respective aggregate Patronage Transactions over the previous ten (10) years as shown by the records of the Association.

ARTICLE 8
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by an affirmative vote of sixty percent (60%) of those Voting Members who vote on the amendment. Notice of any proposal to amend these Articles of Incorporation must include the text of the proposed amendment.

These Articles of Incorporation supersede and replace all prior Articles of Incorporation of the Constituent Cooperatives and will become effective on the Effective Date of consolidation of the Constituent Cooperatives under that certain Agreement and Plan of Consolidation, dated May 21, 2008 between the Constituent Cooperatives.

SLK_TOL: #1560014v1