

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of CALIFORNIA GRAIN AND FEED ASSOCIATION, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION
OF
CALIFORNIA GRAIN AND FEED ASSOCIATION

Article I

The name of this corporation is CALIFORNIA GRAIN AND FEED ASSOCIATION.

Article II

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. This corporation elects to be governed by all of the provisions of the Nonprofit Mutual Benefit Corporation Law of 1980 not otherwise applicable to it under Part 5.

B. The specific purpose of this corporation is to improve business conditions in and engage in activities beneficial to the grain and feed industry in California.

Article III

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____

_____, President

Dated: _____

_____, Secretary