

RESOLVED that it is the sense of this Board, and this Board hereby declares, that it is advisable to amend the Certificate of Incorporation of this company in the following respects:

1. To amend Item First of the Certificate to read as follows:

"FIRST: the name of corporation is CONTINENTAL LIVE STOCK COMPANY."

2. To amend Item Third of said certificate by amending paragraph (a) thereof to read as follows:

"(a) (1) To make loans or advances to persons, firms, associations or corporations engaged in producing, or producing and marketing, staple agricultural products and/or in raising, breeding, fattening or marketing livestock, upon such security as may be deemed advisable, or otherwise; and to make loans and advances to any other persons, firms, associations or corporations with or without security, (2) To acquire by purchase or otherwise, and to own, hold, use, breed, raise and deal in sheep, horses, cattle and other livestock, and to sell, trade and dispose of the same; and generally to carry on and conduct a general livestock business in all its branches, including range and feeding operations, and including the operation of feed mills and the warehousing of wool and the conduct of other warehousing operations incidental or convenient to the operation of the general livestock business above provided for."

3. To amend Item Fourth of said Certificate to read as follows:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Six thousand (6000) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to six hundred thousand (\$600,000) Dollars of common stock."

BE IT FURTHER RESOLVED that with the consent of Lincoln Corporation, the owner of all the outstanding preferred stock of the corporation, the said preferred stock shall, when such certificate of incorporation has been so amended, be surrendered for cancellation and there shall be issued in lieu thereof one share of common stock of this Corporation for each such share of preferred stock.

BE IT FURTHER RESOLVED that a special meeting of the stockholders be and is hereby called to be held this day for the consideration of such amendment.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware as amended.

FOURTH: That the capital stock of said corporation will not be reduced under or by reason of said amendment. That said amendment does not effect any change in the issued shares of said corporation, except that 900 shares of preferred stock of the value of \$100.00 per share, being all of the preferred stock which was issued, has been voluntarily surrendered and cancelled and common stock of the par value of \$100.00 per share has been issued in lieu thereof.

IN WITNESS WHEREOF, said Continental Live Stock Loan Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by its President and its Secretary this 29th day of January, A. D. 1944.

(CONTINENTAL LIVE STOCK LOAN COMPANY
CORPORATE SEAL)

1932
DELAWARE

CONTINENTAL LIVE STOCK LOAN COMPANY

By John A. Reed, President

By N. E. Frizzell, Secretary

STATE OF WYOMING, }
{}
COUNTY OF LINCOLN. }

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BE IT REMEMBERED that on this 29th day of January, A. D. 1944, personally came before me, a Notary Public in and for the County and State aforesaid, John A. Reed, President of Continental Live Stock Loan Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and me, the said John A. Reed as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the board of directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

MERL CASE
NOTARY PUBLIC
LINCOLN, COUNTY, WYOMING

Merl Case
Notary Public

(NOTARIAL SEAL)