807119

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Flue-Cured Tobacco Cooperative Stabilization Corporation
(Name of Corporation)

DOCUMENT NUMBER: 807119

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa Young
(Name of Contact Person)

c/o Smith Anderson Law Firm
(Firm/Company)

Post Office Box 2611
(Address)

Raleigh, North Carolina 27602-2611
(City/State and Zip Code)

For further information concerning this matter, please call:

Lisa Young at (919) 821-6609
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ $35.00 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☒ $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 17, 2008

SMITH ANDERSON BLOUNT DORSETTI ET AL
% LISA M. YOUNG
POST OFFICE BOX 2611
RALEIGH, NC 27602-2611

SUBJECT: FLUE-CURED TOBACCO COOPERATIVE STABILIZATION CORPORATION
Ref. Number: 807119

We have received your document for FLUE-CURED TOBACCO COOPERATIVE STABILIZATION CORPORATION and your check(s) totaling $52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 308A00060712

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA

(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

807119
(Document Number of Corporation (If known))

1. Flue-Cured Tobacco Cooperative Stabilization Corporation
(Name of corporation as it appears on the records of the Department of State)

2. North Carolina
(Incorporated under laws of)

3. 09/14/1946
(Date authorized to conduct affairs in Florida)

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SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 17, 2008

5. U.S. Tobacco Cooperative Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

Not Applicable
(New duration) (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

Not Applicable
(New jurisdiction) (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

Not Applicable

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Albert M. Johnson
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Albert M. Johnson
(Typed or printed name of the person signing)

President
(Title of person signing)

NORTH CAROLINA
Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

**FLUE-CURED TOBACCO COOPERATIVE STABILIZATION CORPORATION
WHICH CHANGED ITS NAME TO
U.S. TOBACCO COOPERATIVE INC.**

the original of which was filed in this office on the 17th day of November, 2008.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 17th day of November, 2008

Elaine F. Marshall

Secretary of State

**Document Id: C20083190038
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C200831900388

SOSID: 0054530
Date Filed: 11/17/2008 2:52:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C200831900388

ARTICLES OF AMENDMENT OF FLUE-CURED TOBACCO COOPERATIVE STABILIZATION CORPORATION

Pursuant to § 54-135 of the General Statutes of North Carolina, the undersigned corporation, organized under the Cooperative Marketing Act of the State of North Carolina, hereby submits these Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is Flue-Cured Tobacco Cooperative Stabilization Corporation (which name is being changed as indicated below).

2. The following amendments to the Articles of Incorporation of the corporation were adopted in the manner prescribed by § 54-135 of the General Statutes of North Carolina:

The name of the corporation is changed to "U.S. Tobacco Cooperative Inc."

Article I is amended to read as follows:

> The name of this corporation is U.S. TOBACCO COOPERATIVE INC.

Article II is amended to read as follows:

> The purposes for which this corporation is formed are as follows:
>
> To engage in any activity involving or relating to the business of receiving, grading, processing, drying, packing, storing, financing, marketing, selling, and/or distribution, on a cooperative basis, of tobacco or products or by-products derived therefrom of its members, or conducive thereto, and to engage in the handling of such tobacco cooperatively either on an agency or a purchase and sale basis.

Article III is amended to read as follows:

> The place where its business will be transacted in this State is in Raleigh (or its immediately environs), in the County of Wake, State of North Carolina, or such other location as may be determined by the board of directors, but the corporation may have one or more branch offices and places of business out of the State of North Carolina as well as in that State.

Article VI is amended to read as follows:

The total authorized capital stock of this corporation is one million shares of common stock of a par value of $5.00 and 500,000,000 shares of preferred stock with no par value.

The common stock of this corporation may be purchased, owned or held only by producers who shall patronize the corporation in accordance with uniform terms and conditions prescribed thereby and only such persons shall be regarded as eligible members of the corporation. In the event the board of directors of the corporation shall find that any of the common stock of this corporation has come into the hands of any person who is not an eligible member, or that the holder thereof has ceased to be an eligible member, such person shall have no rights or privileges on account of such stock or vote or voice in the management or affairs of the corporation (other than the right to participate in accordance with law in case of dissolution and to receive the par or book value of such stock, whichever is less, in the event of its sale or transfer as herein provided), and the corporation shall have the right (a) to purchase such stock at its book or par value, whichever is less, as determined by the board of directors of the corporation and on the failure of the holder to deliver the certificate or certificates evidencing any such stock, the corporation may cancel the same on its books, or (b) to require the transfer of any such stock at such book or par value to any person eligible to hold the same and on the failure of the holder to deliver the certificate or certificates evidencing any such stock, the corporation may cancel the same on its books and issue a new certificate or certificates in lieu thereof to any such person. The common stock of this corporation may be transferred only with the consent of the board of directors of the corporation and on the books of the corporation and then only to persons eligible to hold the same; and no purported assignment or transfer of common stock shall pass, to any person not eligible to hold the same, any rights or privileges on account of such stock or vote or voice in the management or affairs of the corporation. Each eligible holder of common stock shall be entitled to only one vote in any meeting of the stockholders, regardless of the number of shares of stock owned by him. This corporation shall have a lien on all of its issued common stock and on dividends declared thereon for all indebtedness of the holders thereof to the corporation. No dividends shall be paid upon the common stock. The foregoing conditions with respect to common stock shall be printed on the face of each certificate for common stock issued by the corporation.

The preferred stock shall carry no voting rights. Preferred stock may be redeemed at such times and upon such terms as may be set forth in the by-laws of the corporation. The transfer of preferred stock may be restricted in such manner as may be set forth in the by-laws of the corporation. Additional limitations on and rights of the holders of preferred stock, including rights in the event of dissolution and liquidation, shall be as specified in the by-laws of the association.

Subsections (a), (c) and (f) of Article VII are amended to read as follows:

(a) To engage in any activity in connection with the marketing, selling, harvesting, preserving, drying, processing, manufacturing, packing, storing, handling, or utilization of the tobacco produced or delivered to it by its members, or received by it from other sources, or the manufacture or marketing of products or by-products derived therefrom, or in the financing of any such activity, all of which activities shall be conducted on a cooperative basis.

(c) To act as agent or representative of any member or members in any of the activities mentioned in Article II hereof.

(f) To make rules and regulations governing the handling, standardizing, grading, marking, packing, and preparation for market of-tobacco handled or to be handled by this corporation.

3. Such amendments were approved by the corporation's Board of Directors at a meeting held on August 7-8, 2008, a quorum was present at such meeting, and such approval received the affirmative vote of not less than two-thirds of all the members of the Board.

4. Such amendments were adopted by the members of the corporation at a meeting of members held on November 14, 2008, a quorum was present at such meeting, and such amendments received at least a majority of the votes entitled to be cast by members present at such meeting.

This the 14th day of November, 2008.

FLUE-CURED TOBACCO COOPERATIVE
STABILIZATION CORPORATION

By: Albert M. Johnson
Name: Albert M. Johnson
Title: President