

**APPLICATION FOR LIQUOR LICENSE
CHECKLIST - RETAIL**

NEBRASKA LIQUOR CONTROL COMMISSION
301 CENTENNIAL MALL SOUTH
PO BOX 95046
LINCOLN, NE 68509-5046
PHONE: (402) 471-2571
FAX: (402) 471-2814
Website: www.lcc.nebraska.gov

RECEIVED		
JAN 25 2016		
NEBRASKA LIQUOR CONTROL COMMISSION		
Hot List: YES / <input checked="" type="radio"/> NO	New/Replacing # <u>064914</u> ✓	
Class Type <u>D</u>	116274	Initial <u>JM</u> ✓

Applicant name Country Partners Cooperative

Trade name Cenex Ampride

Previous trade name Cenex Ampride

Contact email address sgeist@countrypartnerscoop.com

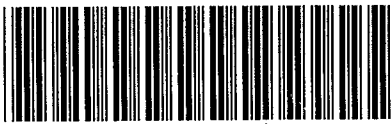
Provide all the items requested. Failure to provide any item will cause this application to be returned or placed on hold. All documents must be legible. Any false statement or omission may result in the denial, suspension, cancellation or revocation of your license. If your operation depends on receiving a liquor license, the Nebraska Liquor Control Commission cautions you that if you purchase, remodel, start construction, spend or commit money that you do so at your own risk. Prior to submitting your application review the application carefully to ensure that all sections are complete, and that any omissions or errors have not been made. You may want to check with the city/village or county clerk, where you are making application, to see if any additional requirements must be met before submitting application to the Nebraska Liquor Control Commission. *3-9-16 entered into database*

*no crim hist reported
on this application ✓*

*147
submitted ✓
on file
5-29-14*

*AG, FM reports sent
NSP report sent 3-11-16
Local report sent 3-11-16*

Payport 1-26-16 \$400

Office use only	
PAYMENT TYPE <u>No fees</u>	 1600004184
AMOUNT: <u>Submitted</u>	
Received: <u>JM</u>	

1. Fingerprints are required for each person as defined in new application guide, found on our website under "Licensing Tab" in "Guidelines/Brochures". See Form 147 for further information, this form **MUST** be included with your application.
2. pay online Enclose application fee of \$400 (nonrefundable), check made payable to the Nebraska Liquor Control Commission or you may pay online at www.ne.gov/go/NLCCpayport.
3. Enclose the appropriate application forms;
 - Individual License (requires insert form 1)
 - Partnership License (requires insert form 2)
 - Corporate License (requires insert form 3a & 3c)
 - Limited Liability Company (LLC) (requires form 3b & 3c)
4. N/A If building is being leased send a copy of signed lease. Be sure the lease reads in the name of the individual(s), corporation or Limited Liability Company (LLC) making application. Lease term must run through the license year being applied for.
5. If building is owned or being purchased send a copy of the deed or purchase agreement in the name of the applicant. *See letter of merger from CEO - Edwin Clark*
6. N/A If buying the business of a current liquor license holder: *see letter of merger from CEO - Edwin Clark*
 - a. Provide a copy of the purchase agreement from the seller (must read applicants name)
 - b. Provide a copy of alcohol inventory being purchased (must include brand names and container size)
 - c. Enclose a list of the assets being purchased (furniture, fixtures and equipment)
7. If requesting to operate on current liquor license; enclose Temporary Operating Permit (TOP) (form 125).
8. N/A Enclose a list of any inventory or property owned by other parties that are on the premises.
9. For citizenship enclose U.S. birth certificate; U.S. passport or naturalization paper
 - a. For residency enclose proof of registered voter in Nebraska
 - b. See guideline for further assistance <http://www.lcc.nebraska.gov/brochures.html>
10. Corporation or Limited Liability Company (LLC) must enclose a copy of articles of incorporation; as filed with the Secretary of State's Office. This document must show barcode.
11. Submit a copy of your business plan. *see Agreement & Plan of Merger*

I acknowledge that this application is not a guarantee that a liquor license will be issued to me, and that the average processing period is 60 days. Furthermore, I understand that all the information is truthful and I accept all responsibility for any false documents.

Signature



Date

1-21-16

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NEBRASKA LIQUOR
CONTROL COMMISSION

~~#10~~

#13

liquor inventory

PAYPORT

NEBRASKA.GOV

YOUR RECEIPT

Nebraska Liquor Control Commission

P.O. Box 95046
 Lincoln NE 68509-5046
 (402)471-2571
 Transaction Id: 8715098

Customer Name: Michael J. Schroeder
 Credit Card Number: **** * 5027

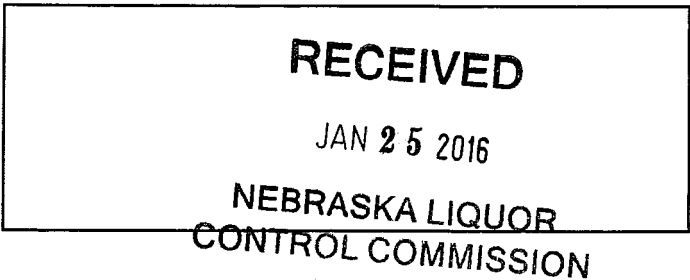
nebraska total amount charged \$1,229.88

Items	Location	Quantity	Order ID	Total Amount
Retail Liquor License		1	19147514	\$400.00
Applicant Name: Spalding Coop Elevator Company				
Trade Name: Cedar Rapid's Stop				
Premises Address: 615 S 2nd Street				
Premises City: Cedar Rapids				
Retail Liquor License		1	19147514	\$400.00
Applicant Name: Spalding Coop Elevator Company				
Trade Name: Greeley's Rapid Stop				
Premises Address: 101 W O'Neill Street				
Premises City: Greeley				
Retail Liquor License		1	19147514	\$400.00
Applicant Name: All Points Cooperative				
Trade Name: Cenex/Ampride				
Premises Address: 2700 Plum Creek Parkway				
Premises City: Lexington				
Total remitted to the Nebraska Liquor Control Commission				\$1,200.00

Changing Liquor Licenses

**APPLICATION FOR LIQUOR LICENSE
RETAIL**

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RETAIL LICENSE(S)

Application Fee \$400 (nonrefundable)

- A BEER, ON SALE ONLY
- B BEER, OFF SALE ONLY
- C BEER, WINE, DISTILLED SPIRITS, ON AND OFF SALE
- D BEER, WINE, DISTILLED SPIRITS, OFF SALE ONLY
- I BEER, WINE, DISTILLED SPIRITS, ON SALE ONLY
- AB BEER, ON AND OFF SALE
- AD BEER ON SALE ONLY, BEER, WINE, DISTILLED SPIRITS OFF SALE
- IB BEER, WINE, DISTILLED SPIRITS ON SALE, BEER OFF SALE ONLY

Class K Catering license (requires catering application form 106) \$100.00

Additional fees will be assessed at city/village or county level when license is issued

Class C license term runs from November 1 – October 31
All other licenses run from May 1 – April 30
Catering license (K) expires same as underlying retail license



- Individual License (requires insert form 1)
- Partnership License (requires insert form 2)
- Corporate License (requires insert form 3a & 3c)
- Limited Liability Company (LLC) (requires form 3b & 3c)



Name _____ Phone number: _____

Firm Name _____

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PREMISES INFORMATION

Trade Name (doing business as) Cenex Ampride

JAN 25 2016

Street Address #1 2700 Plum Creek Parkway

Street Address #2 _____

NEBRASKA LIQUOR CONTROL COMMISSION

City Lexington

County Dawson

10

Zip Code 68850

Premises Telephone number 308-324-8003

Business e-mail address _____

Is this location inside the city/village corporate limits:

YES x

NO _____

Mailing address (where you want to receive mail from the Commission) _____

Name Counrty Partners Cooperative

Street Address #1 120 8th Street

Street Address #2 _____

City Gothenburg

State NE

Zip Code 69138

DESCRIPTION AND DIAGRAM OF THE STRUCTURE TO BE LICENSED

In the space provided or on an attachment draw the area to be licensed. This should include storage areas, basement, outdoor area, sales areas and areas where consumption or sales of alcohol will take place. If only a portion of the building is to be covered by the license, you must still include dimensions (length x width) of the licensed area as well as the dimensions of the entire building. No blue prints please. Be sure to indicate the direction north and number of floors of the building.

**For on premises consumption liquor licenses minimum standards must be met by providing at least two restrooms

Building: length 45 x width 65 in feet

Is there a basement? Yes _____ No X

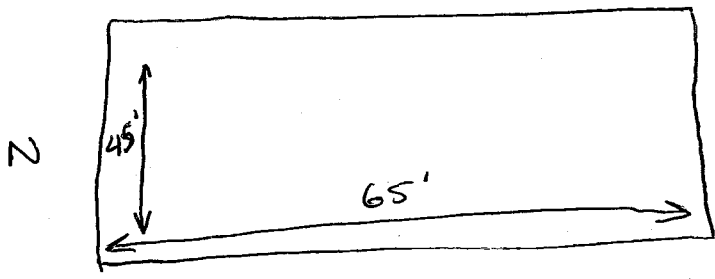
If yes, length _____ x width _____ in feet

Is there an outdoor area? Yes _____ No X

If yes, length _____ x width _____ in feet

PROVIDE DIAGRAM OF AREA TO BE LICENSED BELOW OR ATTACH SEPARATE SHEET

one story building approx 45 x 65



1 floor

APPLICANT INFORMATION

1. **READ CAREFULLY. ANSWER COMPLETELY AND ACCURATELY §53-125(5)**

Has anyone who is a party to this application, or their spouse, EVER been convicted of or plead guilty to any charge. Charge means any charge alleging a felony, misdemeanor, violation of a federal or state law; a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name. Include traffic violations. Commission must be notified of any arrests and/or convictions that may occur after the date of signing this application.

 YES NO

If yes, please explain below or attach a separate page

Name of Applicant	Date of Conviction (mm/yyyy)	Where Convicted (city & state)	Description of Charge	Disposition

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NEBRASKA LIQUOR CONTROL COMMISSION

2. Are you buying the business of a current retail liquor license?

 YES NO *see merger letter from CEO Edwin Clark*

If yes, give name of business and liquor license number _____

- a) Submit a copy of the sales agreement
- b) Include a list of alcohol being purchased, list the name brand, container size and how many
- c) Submit a list of the furniture, fixtures and equipment

3. Was this premise licensed as liquor licensed business within the last two (2) years?

 YES NO

If yes, give name and license number _____

4. Are you filing a temporary operating permit (TOP) to operate during the application process?

YES NO

- If yes:
- a) Attach temporary operating permit (TOP) (form 125)
 - b) TOP will only be accepted at a location that currently holds a valid liquor license.

5. Are you borrowing any money from any source, include family or friends, to establish and/or operate the business?

YES NO

If yes, list the lender(s) _____

6. Will any person or entity, other than applicant, be entitled to a share of the profits of this business?

YES NO

If yes, explain. (all involved persons must be disclosed on application)

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CONTROL COMMISSION

No silent partners

7. Will any of the furniture, fixtures and equipment to be used in this business be owned by others?

YES NO

If yes, list such item(s) and the owner. _____

8. Is premises to be licensed within 150 feet of a church, school, hospital, home for the aged or indigent persons or for veterans, their wives, and children, or within 300 feet of a college or university campus?

YES NO

If yes, provide name and address of such institution and where it is located in relation to the premises (Neb. Rev. Stat. 53-177)(1)

9. Is anyone listed on this application a law enforcement officer?

YES NO

If yes, list the person, the law enforcement agency involved and the person's exact duties.

10. List the primary bank and/or financial institution (branch if applicable) to be utilized by the business.

a) List the individual(s) who will be authorized to write checks and/or withdrawals on accounts at this institution.

First State Bank, Gothenburg NE; Edwin Clark, Donna Schnackenberg, Korlynn Applegate, Scott Hillius, Cindy White, Erica Linnemeyer

↓ President ↓ VP Human Resources ↓ CFO ↓ VP Grain ↓ Grain Acct Clerk ↓ office manager

11. List all past and present liquor licenses held in Nebraska or any other state by any person named in this application. Include license holder name, location of license and license number. Also list reason for termination of any license(s) previously held.

Cedar Rapid's Stop, 55015; Greeley's Rapid Stop, 58998; Cenex Ampride, 64914

12. List the alcohol related training and/or experience (when and where) of the person(s) making application. Those persons required are listed as followed:

- Individual: Applicant and spouse; spouse is exempt if they filed Form 116 – Affidavit of Non-Participation.
- Partnership: All partners and spouses, spouses are exempt if they filed Form 116 – Affidavit of Non-Participation.
- Limited Liability Company: All member of LLC, Manager and all spouses; spouses are exempt if they filed Form 116 – Affidavit of Non-Participation.
- Corporation: President, Stockholders holding 25% or more of shares, Manager and all spouses; spouses are exempt if they filed Form 116 – Affidavit of Non-Participation.

NLCC certified training program completed:

Applicant Name	Date (mm/yyyy)	Name of program (attach copy of course completion certificate)
Edwin Clark	02/2015	Responsible Beverage Service Training Nebraska

For list of NLCC certified training programs see: www.lcc.ne.gov/traininginfo.html

Experience:

Applicant Name/Job Title	Date of Employment:	Name & Location of Business
Edwin Clark, President/CEO	05/2013	All Points Cooperative, 120 8th Street, Gothenburg NE 69138

13. If the property for which this license is sought is owned, submit a copy of the deed, or proof of ownership. If leased, submit a copy of the lease covering the entire license year. **Documents must show title or lease held in name of applicant as owner or lessee in the individual(s) or corporate name for which the application is being filed.**

Lease: expiration date _____

Merger Deed

Merger Purchase Agreement

14. When do you intend to open for business? February 1, 2016, temporary operating permits; May 1, 2016 for permanent permit

15. What will be the main nature of business? Convenience Store

16. What are the anticipated hours of operation? 7.a.m to 10 p.m.

17. List the principal residence(s) for the past 10 years for all persons required to sign, including spouses.

RESIDENCES FOR THE PAST 10 YEARS, APPLICANT AND SPOUSE MUST COMPLETE					
APPLICANT: CITY & STATE	YEAR		SPOUSE: CITY & STATE	YEAR	
	FROM	TO		FROM	TO
Edwin Clark, Scottsbluff, NE	1997	2013	Teresa Clark, Scottsbluff, NE	1997	2013
Edwin Clark, Gothenburg, NE	2013	present	Teresa Clark, Gothenburg, NE	2013	present

If necessary attach a separate sheet.

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**NEBRASKA LIQUOR
CONTROL COMMISSION**

FORM 100
REV MAY 2015
PAGE 7

The undersigned applicant(s) hereby consent(s) to an investigation of his/her background and release present and future records of every kind and description including police records, tax records (State and Federal), and bank or lending institution records, and said applicant(s) and spouse(s) waive(s) any right or causes of action that said applicant(s) or spouse(s) may have against the Nebraska Liquor Control Commission, the Nebraska State Patrol, and any other individual disclosing or releasing said information. Any documents or records for the proposed business or for any partner or stockholder that are needed in furtherance of the application investigation of any other investigation shall be supplied immediately upon demand to the Nebraska Liquor Control Commission or the Nebraska State Patrol. The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete, inaccurate or fraudulent.

Individual applicants agree to supervise in person the management and operation of the business and that they will operate the business authorized by the license for themselves and not as an agent for any other person or entity. Corporate applicants agree the approved manager will superintend in person the management and operation of the business. Partnership applicants agree one partner shall superintend the management and operation of the business. All applicants agree to operate the licensed business within all applicable laws, rules, regulations, and ordinances and to cooperate fully with any authorized agent of the Nebraska Liquor Control Commission.

Must be signed in the presence of a notary public by applicant(s) and spouse(s). See guideline for required signatures <http://www.lcc.ne.gov/pdfs/New%20Application%20Guideline.pdf>

[Handwritten Signature]

Signature of Applicant

Edwin Clark

Print Name

Signature of Applicant

Print Name

[Handwritten Signature]

Signature of Spouse

Teresa Clark

Print Name

Signature of Spouse

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Print Name
NEBRASKA LIQUOR
CONTROL COMMISSION

* spouse
not required

ACKNOWLEDGEMENT

State of Nebraska
County of Dawson

1-21-16

date

The foregoing instrument was acknowledged before me this

by E. Tod Clark

name of person(s) acknowledged (individual(s) signing)

[Handwritten Signature]

Notary Public signature

GENERAL NOTARY State of Nebraska
DONNA D. SCHNACKENBERG
My Comm. Exp. Dec. 30, 2017

In compliance with the ADA, this application is available in other formats for persons with disabilities. A ten day advance period is required in writing to produce the alternate format.

**SUBMISSION OF FINGERPRINTS /
PAYMENT OF FEES TO NSP-CID**

NEBRASKA LIQUOR CONTROL COMMISSION
301 CENTENNIAL MALL SOUTH
PO BOX 95046
LINCOLN, NE 68509-5046
PHONE: (402) 471-2571
FAX: (402) 471-2814
Website: www.lcc.nebraska.gov

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JAN 25 2016	
NEBRASKA LIQUOR CONTROL COMMISSION Office Use Only	
Class: <u>D</u>	License #: <u>116274</u>

Applicant Name: **Country Partners Cooperative**

(Corporation, LLC, Partnership or Individual)

Trade Name:

(Doing Business As)

(308) 537 - 7141

Phone Number

sgeist@countrypartnerscoop.com

Contact E-mail Address

DIRECTIONS FOR SUBMITTING FINGERPRINTS AND FEE PAYMENTS:

- See New Application Requirement Guide for listing of Fingerprint Requirements, found on our website under "Licensing" tab in "Brochures".
- Fingerprints taken at NSP locations will be forwarded to NSP – CID;
Applicant(s) will not have cards to include with license application.
- Fingerprints taken at local law enforcement offices will be released to the applicants;
Fingerprint cards should be submitted with the application.
- Fee payment of **\$28.75 per person** must be made directly to the NSP;
You may submit the payment through the NSP PayPort online system at www.ne.gov/go/nsp
or checks made payable to NSP should be mailed directly to the following address:
The Nebraska State Patrol – CID Division
3800 NW 12th Street
Lincoln, NE 68521
- **DO NOT** send fee payments to the NLCC – fees **MUST** be paid directly to NSP;
Include a list of names covered by your payment to insure proper application of payment.
- This completed form **MUST** be included with your Liquor License Application and/or Manager Application or Changes to: Corporate Officers or Stockholders, LLC Members, Partners or Addition of Spouse where new fingerprint cards are required (see New Application Requirement Guide).
- Fingerprints are not required for spouses that have no involvement with business - Spousal Affidavit of Non Participation (Form 116) is required in lieu of fingerprints.

Please complete information on the following pages for EACH person fingerprinted.

Prints on file 5-29-14

1. Name: Edwin T. Clark PRINTS ON FILE
(Please print legibly)
Date of Birth: Last 4 SSN: 9088
How was payment made to NSP? NSP PAYPORT Or CHECK SENT TO NSP Ck # 0205358

2. Name: _____
(Please print legibly)
Date of Birth: _____ Last 4 SSN: _____
How was payment made to NSP? NSP PAYPORT Or CHECK SENT TO NSP Ck # _____

3. Name: _____
(Please print legibly)
Date of Birth: _____ Last 4 SSN: _____
How was payment made to NSP? NSP PAYPORT Or CHECK SENT TO NSP Ck # _____

4. Name: _____
(Please print legibly)
Date of Birth: _____ Last 4 SSN: _____
How was payment made to NSP? NSP PAYPORT Or CHECK SENT TO NSP Ck # _____


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NEBRASKA LIQUOR CONTROL COMMISSION

5. Name: _____
(Please print legibly)
Date of Birth: _____ Last 4 SSN: _____
How was payment made to NSP? NSP PAYPORT Or CHECK SENT TO NSP Ck # _____

6. Name: _____
(Please print legibly)
Date of Birth: _____ Last 4 SSN: _____
How was payment made to NSP? NSP PAYPORT Or CHECK SENT TO NSP Ck # _____

I hereby certify that fees of \$28.75 per person have been submitted directly to the Nebraska State Patrol – CID office. The undersigned certifies on behalf of the Corporation, LLC, Partnership or Licensee that it is understood that a misrepresentation of fact is cause for rejection of this application or suspension, cancellation or revocation of any license issued.

Name (Print): Edwin T. Clark President/CEO

Signature:  Date: 1-21-16

**MANAGER APPLICATION
INSERT - FORM 3c**

NEBRASKA LIQUOR CONTROL COMMISSION
301 CENTENNIAL MALL SOUTH
PO BOX 95046
LINCOLN, NE 68509-5046
PHONE: (402) 471-2571
FAX: (402) 471-2814
Website: www.lcc.nebraska.gov

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CONTROL COMMISSION

MUST BE:

- ✓ **Citizen of the United States. Include copy of US birth certificate, naturalization paper or current US passport**
- ✓ **Nebraska resident. Include copy of voter registration in the State of Nebraska**
- ✓ **Fingerprinted. See Form 147 for further information, this form MUST be included with your application.**
- ✓ **21 years of age or older**

Corporation/LLC Information

Name of Corporation/LLC: Country Partners Cooperative

Liquor License Information

Liquor License Number: _____ Class Type D (if new application leave blank)

Premise Trade Name/DBA: Cenex Ampride

Premise Street Address: 2700 Plum Creek Parkway

City: Lexington County: Dawson Zip Code: 69138

Premise Phone Number: 308-324-8003

Email address: sgeist@countrypartnerscoop.com

The individual whose name is listed as a corporate officer or managing member as reported on insert form 3a or 3b or listed with the Commission. Click on this link to see authorized individuals. http://www.lcc.ne.gov/license_search/licsearch.cgi

OK applicant is also president of corporation

SIGNATURE REQUIRED BY CORPORATE OFFICER / MANAGING MEMBER
(Faxed signatures are acceptable)

Passport, Voter Reg, Signed, 147, Training Cert

Manager's information must be completed below PLEASE PRINT CLEARLY

Last Name: Clark First Name: Edwin MI: T

Home Address (include PO Box if applicable): 1019 22nd Street

City: Gothenburg County: Dawson Zip Code: 69138

Home Phone Number: 308-631-5876 Business Phone Number: 308-537-7141

Social Security Number: [REDACTED] Drivers License Number & State: [REDACTED]

Date Of Birth: [REDACTED] Place Of Birth: Seward, NE

Email address: _____

Are you married? If yes, complete spouse's information (Even if a spousal affidavit has been submitted)

YES NO *SPOUSE

Spouse's information

Spouses Last Name: Clark First Name: Teresa MI: J

Social Security Number: [REDACTED] Drivers License Number & State: [REDACTED]

Date Of Birth: [REDACTED] Place Of Birth: Scottsbluff, NE

Are you married? If yes, complete spouse's information (Even if a spousal affidavit has been submitted)

CITY & STATE	YEAR FROM	YEAR TO	CITY & STATE	YEAR FROM	YEAR TO
Gothenburg, NE	2013	Present	Gothenburg, NE	2013	Present
Scottsbluff, NE	1997	2013	Scottsbluff, NE	1997	2013

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NEBRASKA LIQUOR CONTROL COMMISSION

YEAR FROM TO		NAME OF EMPLOYER	NAME OF SUPERVISOR	TELEPHONE NUMBER
2013	Present	All Points Cooperative	Tim Rowe	308-537-7141
2006	2013	Farmers Coop Elevator	Chris Cullan	308-487-3317

1. READ CAREFULLY. ANSWER COMPLETELY AND ACCURATELY.

Must be completed by both applicant and spouse, unless spouse has filed an affidavit of non-participation.

Has anyone who is a party to this application, or their spouse, EVER been convicted of or plead guilty to any charge. Charge means any charge alleging a felony, misdemeanor, violation of a federal or state law; a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.

YES NO

If yes, please explain below or attach a separate page.

Name of Applicant	Date of Conviction (mm/yyyy)	Where Convicted (City & State)	Description of Charge	Disposition

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2. Have you or your spouse ever been approved or made application for a liquor license in Nebraska or any other state?

YES NO

IF YES, list the name of the premise(s):

3. Do you, as a manager, qualify under Nebraska Liquor Control Act (§53-131.01) and do you intend to supervise, in person, the management of the business?

YES NO

4. List the alcohol related training and/or experience (when and where) of the person making application.

*NLCC Training Certificate Issued: _____ Name on Certificate: _____

Applicant Name	Date (mm/yyyy)	Name of program (attach copy of course completion certificate)
Edwin Clark	02/2015	Responsible Beverage Service Training Nebraska

*For list of NLCC Certified Training Programs see www.lcc.ne.gov/traininginfo.html

Experience:

Applicant Name / Job Title	Date of Employment:	Name & Location of Business

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 CONTROL COMMISSION

5. Have you enclosed Form 147 regarding fingerprints?

YES NO

*147 enclosed
 prints on file
 5-29-14*

PERSONAL OATH AND CONSENT OF INVESTIGATION

The above individual(s), being first duly sworn upon oath, deposes and states that the undersigned is the applicant and/or spouse of applicant who makes the above and foregoing application that said application has been read and that the contents thereof and all statements contained therein are true. If any false statement is made in any part of this application, the applicant(s) shall be deemed guilty of perjury and subject to penalties provided by law. (Sec §53-131.01) Nebraska Liquor Control Act.

The undersigned applicant hereby consents to an investigation of his/her background including all records of every kind and description including police records, tax records (State and Federal), and bank or lending institution records, and said applicant and spouse waive any rights or causes of action that said applicant or spouse may have against the Nebraska Liquor Control Commission and any other individual disclosing or releasing said information to the Nebraska Liquor Control Commission. If spouse has **NO** interest directly or indirectly, a spousal affidavit of non participation may be attached.

The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete, inaccurate, or fraudulent.

[Signature]
Signature of Manager Applicant

[Signature] *SPOUSE
Signature of Spouse

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JAN 25 2016

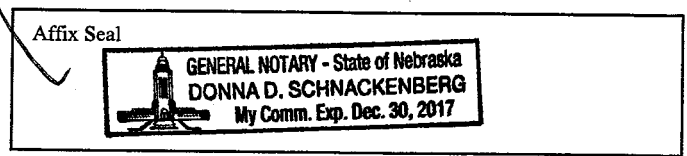
ACKNOWLEDGEMENT

NEBRASKA LIQUOR CONTROL COMMISSION

State of Nebraska
County of Dawson
1-21-16
date

The foregoing instrument was acknowledged before me this
by E. Tod Clark
name of person acknowledged

[Signature]
Notary Public signature



In compliance with the ADA, this application is available in other formats for persons with disabilities. A ten day advance period is required in writing to produce the alternate format.

Important Message:
 If you have recently moved, please use the **Polling Place** feature. Locate Your Polling Place with the street and city address of your new/current residence.

[HOME](#)

[POLLING PLACE](#)

[PROVISIONAL BALLOT](#)

[ABSENTEE BALLOT](#)

[Select Language](#)

Registrant Search Information

Registrant Detail

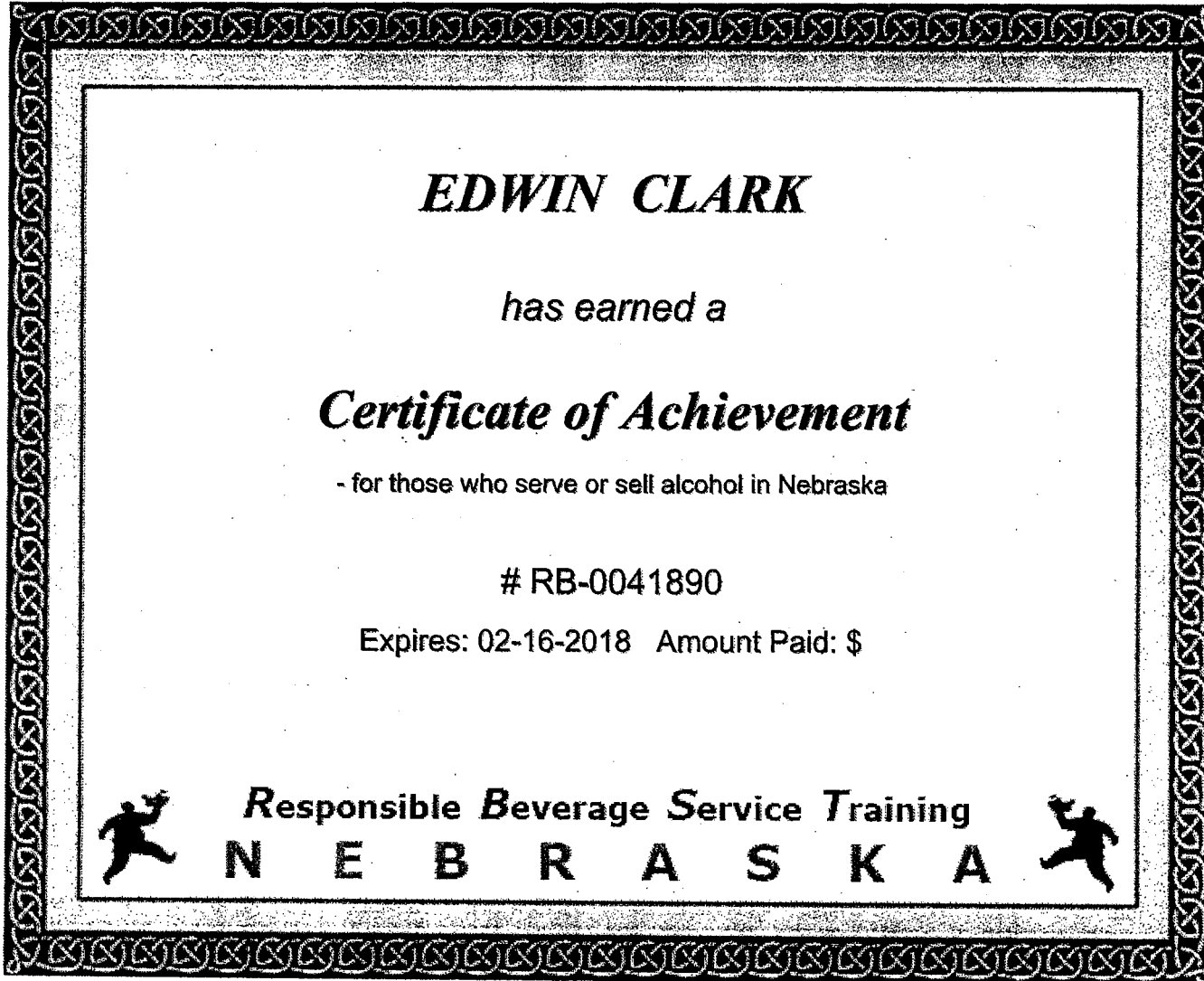
Name: Edwin Tod Clark
Party: Republican
Polling Place: Goth East 008
 American Lutheran Church
 1512 Ave G
 Gothenburg, NE 69138

Districts

DISTRICT NAME	DISTRICT TYPE
Gothenburg Public Schools	School District
Central Com College Dist 2	Community College District
Central Com College At Large	Community College District
U.S. Congressional District 3	U.S. Congressional District
Appeals Court Judge Dist 6	Judge of Appeals Court Dist.
County Judge Dist 11	Judge of County Court Dist.
District Judge, Dist 11	Judge of Distict Court Dist.
Supreme Court Judge Dist 6	Judge of Supreme Court Dist.
Legislative District 36	Legislative District
Central Platte NRD SubD 1	Natural Resources District
Central Platte NRD At Large	Natural Resources District
Central NE PPD Dawson	Public Power District
Nebraska PPD SubD 6	Public Power District
PSC District 5	Public Service Comm District
Board of Regents District 7	Board of Regents
ESU 10 District 9	ESU District
Mayor of Gothenburg, NE	Mayor
Commissioner 1 (Gothenburg)	County Board (Commiss./Superv)
Hospital 3	Hospital Board
State Board of Education Dist7	State Board of Education

ok

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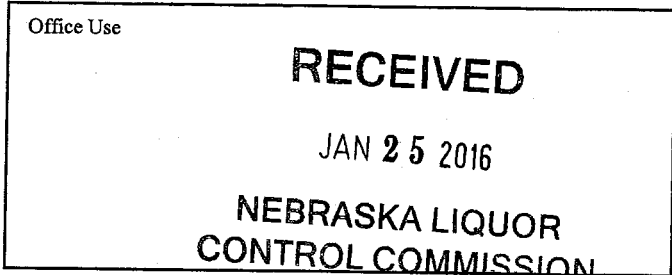
JAN 25 2016

NEBRASKA LIQUOR
CONTROL COMMISSION



**SPOUSAL AFFIDAVIT OF
NON PARTICIPATION INSERT**

NEBRASKA LIQUOR CONTROL COMMISSION
301 CENTENNIAL MALL SOUTH
PO BOX 95046
LINCOLN, NE 68509-5046
PHONE: (402) 471-2571
FAX: (402) 471-2814
Website: www.lcc.ne.gov



I acknowledge that I am the spouse of a liquor license holder. My signature below confirms that I will have not have any interest, directly or indirectly in the operation or profit of the business (§53-125(13)) of the Liquor Control Act. I will not tend bar, make sales, serve patrons, stock shelves, write checks, sign invoices or represent myself as the owner or in any way participate in the day to day operations of this business in any capacity. I understand my fingerprint will not be required; however, I am obligated to sign and disclose any information on all applications needed to process this application.

Teresa Clark
Signature of spouse asking for waiver
(Spouse of individual listed below)

Teresa J. Clark
Printed name of spouse asking for waiver

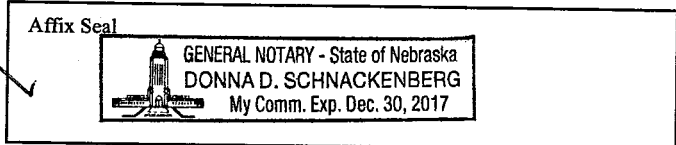
State of Nebraska

County of Dawson

1-21-16
date

The foregoing instrument was acknowledged before me this
Teresa J. Clark
by _____
name of person acknowledged

Donna D. Schnackenberg
Notary Public signature



Handwritten initials

I acknowledge that I am the spouse of the above listed individual. I understand that my spouse and I are responsible for compliance with the conditions set out above. If it is determined that the above individual has violated (§53-125(13)) the Commission may cancel or revoke the liquor license.

Edwin T. Clark
Signature of individual involved with application
(Spouse of individual listed above)

Edwin T. Clark
Printed name of applying individual

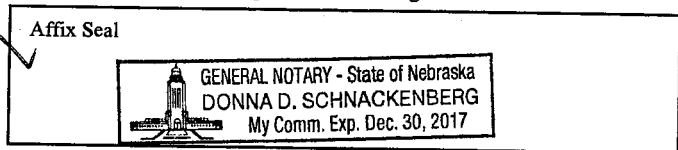
State of Nebraska

County of Dawson

1-21-16
date

The foregoing instrument was acknowledged before me this
Edwin T. Clark
by _____
name of person acknowledged

Donna D. Schnackenberg
Notary Public signature



In compliance with the ADA, this spousal affidavit of non participation is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternate format.

**APPLICATION FOR LIQUOR LICENSE CORPORATION
INSERT - FORM 3a**

Office Use
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NEBRASKA LIQUOR CONTROL COMMISSION

NEBRASKA LIQUOR CONTROL COMMISSION
301 CENTENNIAL MALL SOUTH
PO BOX 95046
LINCOLN, NE 68509-5046
PHONE: (402) 471-2571
FAX: (402) 471-2814
Website: www.lcc.nebraska.gov

Officers, directors and stockholders holding over 25% shares of stock, including spouses, are required to adhere to the following requirements:

- 1) All officers, directors and stockholders must be listed
- 2) President/CEO and stockholders holding over 25% and their spouse(s) (if applicable) must submit fingerprints. See Form 147 for further information, this form MUST be included with your application.
- 3) Officers, directors and stockholders holding over 25 % shares of stock and their spouse (if applicable) must sign the signature page of the Application for License Form 100 (even if a spousal affidavit has been submitted)

Attach copy of Articles of Incorporation

Name of Registered Agent: Edwin T Clark

Name of Corporation that will hold license as listed on the Articles

Country Partners Cooperative Domestic Corp

Corporation Address: 120 8th Street

City: Gothenburg State: NE Zip Code: 69138

Corporation Phone Number: 308-537-7141 Fax Number: 308-537-2249

Total Number of Corporation Shares Issued: _____

Name and notarized signature of President/CEO (Information of president must be listed on following page)

Last Name: Clark First Name: Edwin MI: T

Home Address: 1019 22nd Street City: Gothenburg

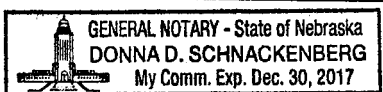
State: NE Zip Code: 69138 Home Phone Number: 308-631-5876

[Signature]
Signature of President/CEO

ACKNOWLEDGEMENT

State of Nebraska
County of DAWSON
1-21-16
Date
[Signature]

The foregoing instrument was acknowledged before me this
by E. Tod Clark
name of person acknowledge

Affix Seal


List names of all officers, directors and stockholders including spouses (even if a spousal affidavit has been submitted)

*Signed
pass port
voter reg
prints on
file
5-29-14*

Last Name: Clark First Name: Edwin MI: T
Social Security Number: [REDACTED] Date of Birth: [REDACTED]
Title: President/CEO Number of Shares 0
Spouse Full Name (indicate N/A if single): Teresa J Clark * spouse
Spouse Social Security Number: _____ Date of Birth: _____

Last Name: Applegate First Name: Korlynn MI: _____
Social Security Number: [REDACTED] Date of Birth: [REDACTED]
Title: CFO Number of Shares _____
Spouse Full Name (indicate N/A if single): _____
Spouse Social Security Number: _____ Date of Birth: _____

Last Name: Geist First Name: Steve MI: _____
Social Security Number: [REDACTED] Date of Birth: [REDACTED]
Title: Vice President Risk Management Number of Shares _____
Spouse Full Name (indicate N/A if single): _____
Spouse Social Security Number: _____ Date of Birth: _____

Last Name: _____ First Name: _____ MI: _____
Social Security Number: _____ Date of Birth: _____
Title: _____ Number of Shares _____
Spouse Full Name (indicate N/A if single): _____
Spouse Social Security Number: _____ Date of Birth: _____

Is the applying corporation controlled by another corporation company?

YES

NO

If yes, complete controlling corporation insert form 185

Indicate the Corporation's tax year with the IRS (Example January through December)

Starting Date: October 1 Ending Date: September 30

Is this a Non-Profit Corporation?

YES

NO

If yes, provide the Federal ID # _____

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In compliance with the ADA, this corporation insert form 3a is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternate format.

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(<http://www.nebraska.gov/allservice.html>) |

Nebraska Secretary of State

Wed Feb 10 12:46:39 2016

COUNTRY PARTNERS COOPERATIVE

SOS Account Number
0134554

Status
Active

Principal Office Address
310 EAST RAILROAD AVE.
PO BOX B
SPALDING, NE 68665

Registered Agent and Office Address
E. TOD CLARK
120 WEST 8TH STREET
GOTHENBURG, NE 69138

Nature of Business
COOPERATIVE MARKETING OF GRAINS
FERTILIZER FEED CHEMICAL PETROLEUM

Entity Type
Domestic Corp

Date Filed
Jun 24 1904

Corporation Position	Name	Address
President	RONALD RUTTEN	PO BOX B SPALDING, NE 68665
Secretary	JEFFREY WALTMAN	80707 484TH AVE NORTH LOUP, NE 68859
Treasurer	JEFFREY WALTMAN	80707 484TH AVE NORTH LOUP, NE 68859
Director	GEORGE VALASEK	431 W. CANAL ST. SPALDING, NE 68665
Director	TRAVIS HEINZ	82285 499TH AVE SPALDING, NE 68665
Director	JOHN FREY CHAIRMAN	1840 STATE HWY 91 ALBION, NE 68620
Director	JIM ESCHLIMAN	82793 494TH AVE ERICSON, NE 68637
Director	BYRON MOSEMAN	47360 N. 170TH AVE CEDAR RAPIDS, NE 68627
Director	STEVEN HORNICKEL	47447 805TH RD ORD, NE 68862

Filed Documents

Filed documents for COUNTRY PARTNERS COOPERATIVE may be available for purchase and downloading by selecting the Purchase Now button. Your Nebraska.gov account will be charged the indicated amount for each item you view. If no Purchase Now button appears, please contact Secretary of State's office to request document(s).

Code	Document	Date Filed	Price

Code	Document	Date Filed	Price	
AP	Articles Perpetual	Jun 24 1904	\$1.35 = 3 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501029)
A	Amendment	Dec 15 1917	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501035)
IS	Increase of Stock	Dec 15 1917	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501033)
A	Amendment	Jun 11 1929	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501037)
AO	Change of Agent or Office	Aug 29 1941	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501039)
NN	New Name	Jan 06 1954	\$3.60 = 8 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501040)
A	Amendment	Jun 15 1956	\$1.35 = 3 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501048)
AO	Change of Agent or Office	Dec 22 1965	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501051)
AO	Change of Agent or Office	Nov 19 1971	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501053)
AO	Change of Agent or Office	Apr 07 1977	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501055)
NP	Non Payment of Taxes	Aug 02 1977	\$ = page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0000000000)
CR	Certificate of Revival	Aug 29 1977	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501057)
A	Amendment	Dec 05 1977	\$2.25 = 5 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0882501059)
AO	Change of Agent or Office	Jun 30 1982	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0822400932)
AO	Change of Agent or Office	Jan 25 1983	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0083300277)
AO	Change of Agent or Office	Jan 21 1987	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0087200383)
A	Amendment	Dec 01 1989	\$2.25 = 5 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0892500826)
AO	Change of Agent or Office	Dec 01 1989	\$2.25 = 5 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0892500826)
PP	Proof of Publication	Apr 25 1990	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0090800928)
AO	Change of Agent or Office	Jan 21 1994	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0094201251)
A	Amendment	Jan 05 1999	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0099100398)
PP	Proof of Publication	Feb 11 1999	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=0099400107)

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TR	Tax Return	Feb 03 2000	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000081376)
TR	Tax Return	Mar 29 2001	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000195344)
AG	Agricultural Report	Aug 15 2001	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000234352)
TR	Tax Return	Feb 22 2002	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000264862)
TR	Tax Return	Mar 06 2003	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000378066)
TR	Tax Return	Mar 05 2004	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000471127)
TR	Tax Return	Mar 29 2006	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000634013)
TR	Tax Return	Mar 25 2008	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000806900)
TR	Tax Return	Mar 04 2010	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000963551)
AO	Change of Agent or Office	Jun 16 2010	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1000990028)
TR	Tax Return	Mar 19 2012	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1001128743)
AO	Change of Agent or Office	May 22 2013	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1001225688)
TR	Tax Return	Feb 27 2014	\$0.90 = 2 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=9000088154)
AT	Amendment to Tax Return	Jun 17 2014	\$0.45 = 1 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1001291488)
MI	Merge In	Jan 15 2016	\$7.65 = 17 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1001367552)
NN	New Name	Jan 15 2016	\$2.70 = 6 page(s) @ \$0.45 per page	Purchase Now (corpsearch.cgi?document-number=1001367553)

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\$6.50

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 COUNTRY PARTNERS COOPERATIVE
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CONTROL COMMISSION

**ARTICLES OF MERGER
 OF
 ALL POINTS COOPERATIVE
 Gothenburg, Nebraska
 INTO
 SPALDING COOPERATIVE ELEVATOR COMPANY
 Spalding, Nebraska**

**CHANGING ITS NAME TO
 COUNTRY PARTNERS COOPERATIVE
 Gothenburg, Nebraska**

Pursuant to Nebraska Revised Statutes Sections 21-20,128, et seq., R.R.S., the following Articles of Merger are declared and filed with the Nebraska Secretary of State:

1. Effective February 1, 2016, **ALL POINTS COOPERATIVE**, a Nebraska cooperative corporation, with its registered office in Gothenburg, Dawson County, Nebraska will be merged into **SPALDING COOPERATIVE ELEVATOR COMPANY**, a Nebraska cooperative corporation, Spalding, Greeley County, Nebraska, changing its name to **COUNTRY PARTNERS COOPERATIVE** with its registered office to be in Gothenburg, Dawson County, Nebraska.
2. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A".
3. **SPALDING COOPERATIVE ELEVATOR COMPANY** is the surviving corporation. Restated Articles of Incorporation were adopted as part of the Agreement and Plan of Merger. A copy of the Articles of Restatement of Articles of Incorporation and the Restated Articles of Incorporation are attached hereto as Exhibits "B" and "C" and filed separately. The name of the surviving cooperative is changed to **COUNTRY PARTNERS COOPERATIVE**, with its registered office in Gothenburg, Nebraska.
4. The Agreement and Plan of Merger was adopted by the stockholders of **ALL POINTS COOPERATIVE**, at a Special Meeting held November 17th, 2015, at which a quorum was present, following Notice as required by law. At the Special Meeting, there were 1169 eligible voting

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stockholders; 420 stockholders voted; 371 stockholders voted for approval of the Agreement and Plan of Merger and 49 stockholders voted against, constituting a 88% approval of the quorum as required by § 21-1301, R.R.S.

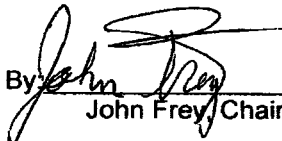
5. The Agreement and Plan of Merger was adopted by the stockholders of **SPALDING COOPERATIVE ELEVATOR COMPANY** at a Special Meeting held November 17, 2015, at which a quorum was present, following Notice as required by law. At the Special Meeting, there were 1284 eligible voting stockholders; 486 stockholders voted; 432 stockholders voted for approval of the Agreement and Plan of Merger and 54 stockholders voted against, constituting a 89% approval of the quorum as required by § 21-1301, R.R.S.

Dated January 12, 2016.

ALL POINTS COOPERATIVE,
Gothenburg, Nebraska

By: 
Tim Rowe, Chairman

**SPALDING COOPERATIVE ELEVATOR
COMPANY,**
Spalding, Nebraska

By: 
John Frey, Chairman

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT made by and between All Points Cooperative, a Nebraska Cooperative Corporation, Gothenburg, Nebraska, ("APC") and Spalding Cooperative Elevator Company, d/b/a Country Partners Cooperative, a Nebraska Cooperative Corporation, Spalding, Nebraska ("CPC").

RECITALS:

WHEREAS, APC was organized as a cooperative corporation to engage in the purchasing, storage, handling and marketing of its patrons agricultural commodities and to supply and market to its patrons agricultural fertilizers and chemicals, animal feed and related products and refined petroleum products and related products; and

WHEREAS, CPC was organized as a cooperative corporation to engage in the purchasing, storage, handling and marketing of its patrons agricultural commodities and to supply and market to its patrons agricultural fertilizers and chemicals, animal feed and related products and refined petroleum products and related products; and

WHEREAS, the stockholders and patrons of APC and CPC are similar and the cooperatives have similar business goals; and

WHEREAS, the Boards of Directors of the two Cooperatives have examined their methods of doing business and have determined that the best interests of the stockholders and patrons of the two Coops would be served if the Coops were merged; and

EXHIBIT
A
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WHEREAS, in order to maintain existing licenses, permits, taxpayer status and identification, and organizational structure as a cooperative it is necessary to designate one of the two Cooperatives as the surviving corporate entity as provided by § 21-20,128 R.R.S. Nebraska; and

WHEREAS, the Cooperatives have agreed that the corporate entity of CPC is designated as the surviving corporate entity changing its legal name to COUNTRY PARTNERS COOPERATIVE.

NOW, THEREFORE, in mutual consideration of the following covenants and agreements, the Cooperatives adopt the following Plan of Merger:

PLAN OF MERGER

THE FOLLOWING ARE THE PROVISIONS PURSUANT TO WHICH THE MERGER WILL BE IMPLEMENTED:

A. The names of the corporations to be merged are:

All Points Cooperative ("APC") and Spalding Cooperative Elevator Company ("CPC").

B. CPC and APC will be merged and CPC will be the surviving corporate entity changing its name to COUNTRY PARTNERS COOPERATIVE.

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C. The terms and conditions of the merger are:

1. The merger will be effective February 1, 2016 (the "Effective Date").
2. Adoption of this Plan of Merger by the stockholders of the Cooperatives

will include the adoption of Amended Articles of Incorporation for CPC which shall include changing the name of the Corporation to Country Partners Cooperative. A true and correct copy of the Amended Articles of Incorporation to be approved by the stockholders of CPC as part of the approval of this Agreement and Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by this reference.

3. As of the Effective Date, the net book value of the equity of the stockholders and equityholders of APC shall be determined. An opinion audit as of January 31, 2016 will be obtained for APC. Such audit shall be completed on the basis of generally accepted accounting principles applied consistently with past practices. The audit will be made to verify that the allocated equity stated on the records of APC is materially correct so that a dollar-for-dollar exchange of such stock, members' equity credits and certificates of participation can be completed as of the Effective Date. For purposes of determination of the equity of the stockholders and equityholders of APC, the assets and liabilities of APC shall be scheduled at book value as determined by the audit. Transfer of the assets and liabilities of APC to CPC shall be completed in accordance with generally accepted accounting principles.

After receipt of the audit report, schedules shall be prepared showing the book value of the equity of each stockholder and equityholder of APC, which schedules shall be deemed a part of this Agreement and Plan of Merger.

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4. In the determination of the amount of equity of the stockholders and equityholders of APC, only those equities allocated on the books of account shall be considered. Any unallocated equity shall be considered a reserve contribution by the stockholders and equityholders and shall be transferred as an unallocated, unsegregated surplus contribution to CPC. The determination of equity as of the Effective Date shall include the allocation of the savings or loss experienced for the ending fiscal period. In the event of a loss, it shall be charged against the retained savings of APC. In the event of a net savings, it shall be declared, allocated, and retained by APC according to its usual and customary patronage allocation and retention practices. In the event of an unanticipated extraordinary loss, the Boards of Directors of the Cooperatives shall jointly determine how such loss will be allocated between retained savings and Members' Equity Credits. In the event agreement on the treatment of such an extraordinary loss cannot be reached, either Board of Directors may declare this Agreement null and void and neither Party will have any further obligation or liability to the other Party pursuant to this Agreement.

5. Upon the determination of the equity of the stockholders and equityholders of APC as herein provided, CPC shall issue its stock, certificates of participation and members' equity credits for the full amount of the equity of the stockholders and equityholders of APC. CPC shall issue its shares of common stock with a par value of \$100.00 and certificates of participation with par value of \$100.00 to each respective stockholder or certificate of participation holder of APC who is eligible to hold such share of stock or certificate of

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participation in CPC; the remainder of the net equity of each stockholder or certificate of participation holder shall be represented by members' equity credits issued by CPC on a dollar for dollar basis based upon the value of the members' equity credits held by the equityholders of APC as determined by the audit on January 31, 2016. Any stockholder or certificate of participation holder of APC also holding a share of stock or a certificate of participation in CPC shall receive a members' equity credit in CPC in the amount of \$100.00. Any stockholder of APC not eligible to be a stockholder in CPC shall receive a certificate of participation in CPC. The accountant for APC shall prepare, and the Boards of Directors shall ratify a schedule setting forth the individual equity interests to be used for the issuance and distribution of CPC' stock, certificates of participation and members' equity credits.

6. APC and CPC currently maintain separate qualifications and uniform redemption practices as applied to their respective stock, certificates of participation and members' equity credits. In order to achieve parity in the redemption of members' equity credits issued by the respective Parties prior to the Effective Date, the Parties agree that:

A. The redemption of members' equity credits issued by APC and CPC to their respective equityholders in years 1988 through 2009 shall be allocated by CPC between the former equityholders of APC and CPC with the former APC equityholders receiving fifty nine percent (59%) of the total amount of members' equity credits redeemed and the original CPC equityholders receiving forty one percent (41%) of the total amount of members' equity credits redeemed; and

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B. All members' equity credits issued by APC and CPC to their respective equity holders in years 2010 through 2014 shall be redeemed in equal percentages by CPC; and

C. All members' equity credits earned by equityholders of CPC following the Effective Date (including those, if any earned for fiscal year 2015) shall be subject to the same qualifications, priorities and uniform redemption practices as currently applied by CPC to its stock, certificates of participation and qualified members' equity credits subject to the discretion of the Board of Directors based upon the financial condition of CPC and other appropriate business considerations.

7. Both Cooperatives shall keep in force existing contracts of insurance pertaining to their property and assets until the Effective Date. Both Cooperatives assume all risk of loss, destruction or damage due to fire or other casualty prior to the Effective Date. Either Cooperative shall have the right to terminate this Agreement if the business of the other is substantially curtailed or interrupted prior to the Effective Date by any such loss, destruction or damage due to fire or other casualty.

8. On the Effective Date, all of the property and assets of APC will become the property and assets of CPC and CPC will be responsible for the debts and liabilities of APC. The effect of the merger shall be as provided by § 21-20,133, R.R.S. Nebraska. The separate existence of the APC corporate entity will cease when the Merger becomes effective. It is the intent of the Parties that this Merger be deemed a tax free reorganization pursuant to the Internal Revenue Code.

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9. CPC will commit its best efforts to continue and improve the services to be provided to all of the stockholders and patrons of the merged Cooperatives.
10. APC shall, prior to the Effective Date, make any necessary provisions for the satisfaction or transfer to CPC of all claims of its employees, direct, indirect or contingent, incurred prior to the Effective Date. CPC shall provide for uniform treatment of retained employees with respect to employee benefits. All employees of CPC shall be subject to the direction and control of the General Manager and Chief Executive Officer of CPC.
11. Upon execution hereof, and until the Merger Date, neither Cooperative shall take any action outside of the ordinary course of business without the approval of the other Cooperative. Action outside of the ordinary course of business shall include but not be limited to the purchase or sale of major assets, commencement of litigation, the borrowing of funds or incurring of liabilities other than for normal business operation. The Boards of Directors shall exchange information and hold joint meetings as required while this merger transaction is pending. Provided, however, that the business of each respective Cooperative shall remain separate pending the Effective Date and the Cooperative's shall not share information that would coordinate pricing, the setting of margins or other sales or marketing practices prior to the Effective Date.
12. The Agreement and Plan of Merger shall be submitted for approval to the stockholders of CPC and APC at special meetings of the stockholders of the respective Cooperatives to be held on or before December 31, 2015 following the required notice which shall not be less than 10 days nor more than 50 days. If the stockholders of either Cooperative fail

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NEBRASKA LIQUOR
CONTROL COMMISSION

to approve the Agreement and Plan of Merger by less than a two-thirds majority as required by law, this Agreement and Plan of Merger shall terminate. Voting will take place by mail ballot as provided under Nebraska law.

13. The officers of CPC and APC are authorized and directed to perform all necessary acts and execute all necessary documents to effect the merger on the conditions stated herein.

14. As of the Effective Date the Board of Directors of CPC will be expanded to include the current members of the Boards of Directors of both APC and CPC. The present term of each board member will be extended one year. Board member elections will resume at the annual meeting of the merged cooperative in 2017 with those whose terms would have expired at the annual meeting of each respective cooperative in 2016. The combined Board of Directors shall determine, in its discretion, whether to reduce the size of the Board of Directors over a period of time and, if so, the appropriate manner in which to do so. The Board of Directors of the merged cooperatives shall use its best efforts to achieve geographic representation of all stockholders in determining the composition and number of the Board of Directors.

15. This Plan of Merger is governed by the laws of the State of Nebraska.

16. The Merger contemplated by this Agreement is conditioned upon receipt by the Parties of any and all governmental approvals that may be required in order to effectuate the Merger.

Articles

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CONTROL COMMISSION

17. The terms and conditions hereof shall be binding upon and inure to the benefit of the successors and assigns of the two Cooperatives, provided, however, neither this Plan nor any transaction hereunder shall be construed to confer upon any person or firm other than the two Cooperatives and their respective stockholders, any rights or remedies.

Dated: October 15, 2015.

ALL POINTS COOPERATIVE

By Tim Rowe
Tim Rowe, Chairman

ATTEST:

Britt Anderson
Secretary

Dated: October 15, 2015.

SPALDING COOPERATIVE ELEVATOR
COMPANY

By John Frey
John Frey, Chairman

ATTEST:

Jeff Wattman
Secretary

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Articles

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NEBRASKA LIQUOR
CONTROL COMMISSION

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SPALDING COOPERATIVE ELEVATOR COMPANY
Spalding, Nebraska
Changing Its Name to:
COUNTRY PARTNERS COOPERATIVE

Pursuant to the terms and provisions of applicable Nebraska law, the following Articles of Restatement are declared and delivered for filing with the Nebraska Secretary of State:

1. The name of the Corporation is **SPALDING COOPERATIVE ELEVATOR COMPANY** changing its name to: **COUNTRY PARTNERS COOPERATIVE**.
2. As part of an Agreement and Plan of Merger with All Points Cooperative, the stockholders of the Corporation have adopted Restated Articles of Incorporation, a true and correct copy of which is attached hereto as Exhibit "A".
3. The Restated Articles of Incorporation change the name of the Corporation to **COUNTRY PARTNERS COOPERATIVE**.
4. The vote of the members was taken on November 17, 2015. There were 507 stockholders present and eligible to vote; 432 voted in favor of the Agreement and Plan of Merger and restatement of the Articles of Incorporation as set forth herein and 54 voted against. The number of members voting in favor the resolution was sufficient to adopt the restatement of the Articles of Incorporation as required by law.
5. The Restated Articles of Incorporation shall be effective on February 1, 2016, coinciding with the effective date of the Merger.

By: John Frey
Print: John Frey
Title: Chairman

EXHIBIT
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B-1

Articles

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JAN 25
NEBRASKA LIQUOR
CONTROL COMMISSION

**RESTATED ARTICLES OF INCORPORATION
OF**

SPALDING COOPERATIVE ELEVATOR CO.

SPALDING, NEBRASKA

Changing its Name to:

COUNTRY PARTNERS COOPERATIVE

As a part of an Agreement and Plan of Merger and to further the purpose of conducting business as a cooperative corporation pursuant to Sections 21-1301, et. seq., R.R.S. Neb., the following Restated Articles of Incorporation are adopted.

ARTICLE I

Name

The name of the Cooperative shall be **COUNTRY PARTNERS COOPERATIVE**.

ARTICLE II

Registered Office and Registered Agent

The initial registered office of the Cooperative shall be 120 West 8th Street, Gothenburg, Nebraska 69138. The registered agent at such address shall be E. Tod Clark.

ARTICLE III

Purposes and Powers

Section 1. The purposes for which this Cooperative is organized are:

- A. To buy, sell, handle, ship, process, grade, market, store, and warehouse agricultural products, and equipment and supplies used or consumed in the production of agricultural products, and to carry on any related activity or business and to act as agent, broker or representative for its stockholders and patrons.
- B. To obtain and disseminate information to its stockholders and patrons concerning cooperation, more efficient product marketing, and the use of agricultural products, supplies and implements, and other matters concerning agriculture and cooperation.



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Articles

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NEBRASKA LIQUOR
CONTROL COMMISSION

C. To generally pursue any course of conduct and activity with cooperative corporations organized under the laws of the State of Nebraska can pursue.

Section 2. This cooperative shall have and exercise all of the powers and rights conferred upon corporations organized and existing pursuant to the provisions of Sections 21-1301 et seq. R.R.S. 1943 and Sections 21-2001 et seq., R.R.S. 1943, and any enlargements of such powers conferred by subsequent legislative acts. In addition thereto, the Cooperative shall have and exercise all the powers and rights as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes of the Cooperative.

ARTICLE IV

Capitalization

Section 1. The authorized capital stock of the Cooperative shall be Seven Hundred Fifty Thousand Dollars (\$750,000) divided into seven thousand five hundred (7,500) shares of a par value of One Hundred Dollars (\$100) each.

Section 2. No dividends will be paid on capital stock.

Section 2. No one stockholder shall own, either directly or indirectly, more than one share of the capital stock of the Cooperative. Any additional equity capital shall be represented by members' equity credits or revolving fund credits as set forth in the Agreement and Plan of Merger.

Section 3. Each stockholder is entitled to one vote in the affairs of this Cooperative.

Section 4. The capital stock of this Cooperative may be purchased, owned and held only by persons, including both landlords and tenants in share tenancies, who are bona fide producers of agricultural products in the trade territory served by this Cooperative, and who patronize the Cooperative annually.

Section 5. Any patron of this Cooperative ineligible to hold capital stock may be issued a Certificate of Participation, granting such patron all the rights and privileges of a stockholder, except that the holders of Certificates of Participation shall not be eligible to vote. Such patron shall be deemed a participating patron.

Section 6. No stockholder shall have a preemptive right to acquire unissued shares of the capital stock of this Cooperative.

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Articles

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NEBRASKA LIQUOR
CONTROL COMMISSION**ARTICLE V**Duration

The existence of this Cooperative shall be perpetual.

ARTICLE VIDirectors

Section 1. The number of members of the Board of Directors and the manner of their election shall be set forth in the By-laws.

Section 2. No director shall have personal liability to the Cooperative or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, this provision shall not eliminate the liability of the director for:

- a. Any act or omission not in good faith which involves intentional misconduct or a knowing violation of law;
- b. Any transaction from which the director derived an improper direct or indirect financial benefit;
- c. Paying a dividend or approving a stock repurchase which was in violation of law;
- d. Any act or omission which violates a declaratory or injunctive order obtained by the Cooperative or its stockholders; and
- e. Any act or omission occurring prior to the date this provision becomes effective.

Section 3. The Cooperative shall indemnify a director for liability, as defined in Section 21-20, 102 R.R.S. Neb. for any action taken or any failure to take any action as a director except liability for:

- (a) Receipt of a financial benefit to which he or she is not entitled;
- (b) An intentional infliction of harm on the Cooperative or its stockholders;
- (c) A violation of Section 21-2096 R.R.S. Neb.; or
- (d) An intentional violation of criminal law.

Articles

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 NEBRASKA LIQUOR
 CONTROL COMMISSION

The foregoing provision shall not limit the Cooperative from providing any other indemnification permitted by law nor shall it be deemed inclusive of any other rights to which the director may be entitled under any By-law, agreement, or vote of stockholders. The Cooperative may purchase and maintain insurance on behalf of any person who is or was a director of the Cooperative against any liability asserted against him or incurred by him in such capacity or arising out of his status as a director whether the Cooperative would have the power to indemnify him against such liability under the provisions of law or this article.

Section 3. No person shall lose his status as a director covered by the provisions of Section 2 hereof by reason of his serving as the Chairman, Vice-Chairman or Secretary-Treasurer of the Cooperative. The persons holding such offices do not exercise management control or functions for the Cooperative and their activities are limited to serving as officers of the Board of Directors.

ARTICLE VII

By-laws

The stockholders shall adopt By-laws for the Cooperative, and may authorize the Board of Directors to amend the By-laws.

ARTICLE VIII

Distribution of Earnings

Section 1. After deducting all expenses which are lawfully deductible or excludable in determining the net margins of the Cooperative, the Board of Directors shall establish and deduct reasonable amounts for reserves, at such rates as shall be provided in the By-laws.

Section 2. The Board of Directors shall set aside the net margins found to be attributable to business done for persons who are not stockholders or participating patrons; and from non-patron sources, which shall be added to retained savings of the Cooperative.

Section 3. The remaining net margins shall belong to and be held for the patrons of the Cooperative, and shall be apportioned among them on a patronage basis and paid to them at the close of each fiscal year, as provided in the By-laws. The By-laws shall set forth a detailed statement of the methods to be followed in distributing savings.

Articles RECEIVED
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NEBRASKA LIQUOR
CONTROL COMMISSION

ARTICLE IX

Amendments

These Articles of Incorporation may be amended by a two-thirds vote of the stockholders present and voting on such amendments at a meeting called for that purpose following a recommendation of such amendment by a two-thirds majority vote of the Board of Directors.

Adoption

These Restated Articles of Incorporation are adopted as a part of an Agreement and Plan of Merger made by All Points Cooperative, Gothenburg, Nebraska, and Spalding Cooperative Elevator Company, Spalding, Nebraska. The merger transaction was authorized by more than a two-thirds majority vote of a quorum of voting stockholders of the Participating Cooperatives at Special Meetings held November 17, 2015.

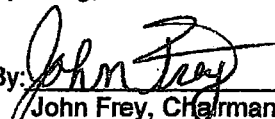
Dated: November 17, 2015.

PARTICIPATING COOPERATIVES:

All Points Cooperative,
Gothenburg, Nebraska

By: 
Tim Rowe, Chairman

Spalding Cooperative
Elevator Company,
Spalding, Nebraska

By: 
John Frey, Chairman

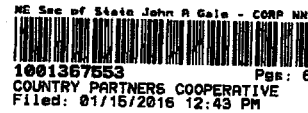
Articles

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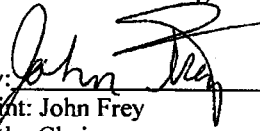
NEBRASKA LIQUOR
CONTROL COMMISSION

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SPALDING COOPERATIVE ELEVATOR COMPANY
Spalding, Nebraska
Changing Its Name to:
COUNTRY PARTNERS COOPERATIVE



Pursuant to the terms and provisions of applicable Nebraska law, the following Articles of Restatement are declared and delivered for filing with the Nebraska Secretary of State:

1. The name of the Corporation is **SPALDING COOPERATIVE ELEVATOR COMPANY** changing its name to: **COUNTRY PARTNERS COOPERATIVE**.
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3. The Restated Articles of Incorporation change the name of the Corporation to **COUNTRY PARTNERS COOPERATIVE**.
4. The vote of the members was taken on November 17, 2015. There were 507 stockholders present and eligible to vote; 432 voted in favor of the Agreement and Plan of Merger and restatement of the Articles of Incorporation as set forth herein and 54 voted against. The number of members voting in favor the resolution was sufficient to adopt the restatement of the Articles of Incorporation as required by law.
5. The Restated Articles of Incorporation shall be effective on February 1, 2016, coinciding with the effective date of the Merger.

By: 
Print: John Frey
Title: Chairman

Articles

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NEBRASKA LIQUOR CONTROL COMMISSION

**RESTATED ARTICLES OF INCORPORATION
OF
SPALDING COOPERATIVE ELEVATOR CO.
SPALDING, NEBRASKA**

Changing its Name to:

COUNTRY PARTNERS COOPERATIVE

As a part of an Agreement and Plan of Merger and to further the purpose of conducting business as a cooperative corporation pursuant to Sections 21-1301, et. seq., R.R.S. Neb., the following Restated Articles of Incorporation are adopted.

ARTICLE I

Name

The name of the Cooperative shall be **COUNTRY PARTNERS COOPERATIVE**.

ARTICLE II

Registered Office and Registered Agent

The initial registered office of the Cooperative shall be 120 West 8th Street, Gothenburg, Nebraska 69138. The registered agent at such address shall be E. Tod Clark.

ARTICLE III

Purposes and Powers

Section 1. The purposes for which this Cooperative is organized are:

- A. To buy, sell, handle, ship, process, grade, market, store, and warehouse agricultural products, and equipment and supplies used or consumed in the production of agricultural products, and to carry on any related activity or business and to act as agent, broker or representative for its stockholders and patrons.
- B. To obtain and disseminate information to its stockholders and patrons concerning cooperation, more efficient product marketing, and the use of agricultural products, supplies and implements, and other matters concerning agriculture and cooperation.

Articles

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NEBRASKA LIQUOR CONTROL COMMISSION

C. To generally pursue any course of conduct and activity with cooperative corporations organized under the laws of the State of Nebraska can pursue.

Section 2. This cooperative shall have and exercise all of the powers and rights conferred upon corporations organized and existing pursuant to the provisions of Sections 21-1301 et seq. R.R.S. 1943 and Sections 21-2001 et seq., R.R.S. 1943, and any enlargements of such powers conferred by subsequent legislative acts. In addition thereto, the Cooperative shall have and exercise all the powers and rights as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes of the Cooperative.

ARTICLE IV

Capitalization

Section 1. The authorized capital stock of the Cooperative shall be Seven Hundred Fifty Thousand Dollars (\$750,000) divided into seven thousand five hundred (7,500) shares of a par value of One Hundred Dollars (\$100) each.

Section 2. No dividends will be paid on capital stock.

Section 2. No one stockholder shall own, either directly or indirectly, more than one share of the capital stock of the Cooperative. Any additional equity capital shall be represented by members' equity credits or revolving fund credits as set forth in the Agreement and Plan of Merger.

Section 3. Each stockholder is entitled to one vote in the affairs of this Cooperative:

Section 4. The capital stock of this Cooperative may be purchased, owned and held only by persons, including both landlords and tenants in share tenancies, who are bona fide producers of agricultural products in the trade territory served by this Cooperative, and who patronize the Cooperative annually.

Section 5. Any patron of this Cooperative ineligible to hold capital stock may be issued a Certificate of Participation; granting such patron all the rights and privileges of a stockholder, except that the holders of Certificates of Participation shall not be eligible to vote. Such patron shall be deemed a participating patron.

Section 6. No stockholder shall have a preemptive right to acquire unissued shares of the capital stock of this Cooperative.

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Articles

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NEBRASKA LIQUOR
CONTROL COMMISSION**ARTICLE V**Duration

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ARTICLE VIDirectors

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Section 2. No director shall have personal liability to the Cooperative or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, this provision shall not eliminate the liability of the director for:

- a. Any act or omission not in good faith which involves intentional misconduct or a knowing violation of law;
- b. Any transaction from which the director derived an improper direct or indirect financial benefit;
- c. Paying a dividend or approving a stock repurchase which was in violation of law;
- d. Any act or omission which violates a declaratory or injunctive order obtained by the Cooperative or its stockholders; and
- e. Any act or omission occurring prior to the date this provision becomes effective.

Section 3. The Cooperative shall indemnify a director for liability, as defined in Section 21-20,102 R.R.S. Neb. for any action taken or any failure to take any action as a director except liability for:

- (a) Receipt of a financial benefit to which he or she is not entitled;
- (b) An intentional infliction of harm on the Cooperative or its stockholders;
- (c) A violation of Section 21-2096 R.R.S. Neb.; or
- (d) An intentional violation of criminal law.

Articles

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NEBRASKA LIQUOR CONTROL COMMISSION

The foregoing provision shall not limit the Cooperative from providing any other indemnification permitted by law nor shall it be deemed inclusive of any other rights to which the director may be entitled under any By-law, agreement, or vote of stockholders. The Cooperative may purchase and maintain insurance on behalf of any person who is or was a director of the Cooperative against any liability asserted against him or incurred by him in such capacity or arising out of his status as a director whether the Cooperative would have the power to indemnify him against such liability under the provisions of law or this article.

Section 3. No person shall lose his status as a director covered by the provisions of Section 2 hereof by reason of his serving as the Chairman, Vice-Chairman or Secretary-Treasurer of the Cooperative. The persons holding such offices do not exercise management control or functions for the Cooperative and their activities are limited to serving as officers of the Board of Directors.

ARTICLE VII

By-laws

The stockholders shall adopt By-laws for the Cooperative, and may authorize the Board of Directors to amend the By-laws.

ARTICLE VIII

Distribution of Earnings

Section 1. After deducting all expenses which are lawfully deductible or excludable in determining the net margins of the Cooperative, the Board of Directors shall establish and deduct reasonable amounts for reserves, at such rates as shall be provided in the By-laws.

Section 2. The Board of Directors shall set aside the net margins found to be attributable to business done for persons who are not stockholders or participating patrons; and from non-patron sources, which shall be added to retained savings of the Cooperative.

Section 3. The remaining net margins shall belong to and be held for the patrons of the Cooperative, and shall be apportioned among them on a patronage basis and paid to them at the close of each fiscal year, as provided in the By-laws. The By-laws shall set forth a detailed statement of the methods to be followed in distributing savings.

Articles

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JAN 25 2016

NEBRASKA LIQUOR CONTROL COMMISSION

ARTICLE IX

Amendments

These Articles of Incorporation may be amended by a two-thirds vote of the stockholders present and voting on such amendments at a meeting called for that purpose following a recommendation of such amendment by a two-thirds majority vote of the Board of Directors.

Adoption

These Restated Articles of Incorporation are adopted as a part of an Agreement and Plan of Merger made by **All Points Cooperative**, Gothenburg, Nebraska, and **Spalding Cooperative Elevator Company**, Spalding, Nebraska. The merger transaction was authorized by more than a two-thirds majority vote of a quorum of voting stockholders of the Participating Cooperatives at Special Meetings held November 17, 2015.

Dated: November 17, 2015.

PARTICIPATING COOPERATIVES:

All Points Cooperative,
Gothenburg, Nebraska

By: *Tim Rowe*
Tim Rowe, Chairman

Spalding Cooperative
Elevator Company,
Spalding, Nebraska

By: *John Frey*
John Frey, Chairman

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**ARTICLES OF MERGER
OF
ALL POINTS COOPERATIVE
Gothenburg, Nebraska
INTO
SPALDING COOPERATIVE ELEVATOR COMPANY
Spalding, Nebraska**

**CHANGING ITS NAME TO
COUNTRY PARTNERS COOPERATIVE
Gothenburg, Nebraska**

Pursuant to Nebraska Revised Statutes Sections 21-20,128, et seq., R.R.S., the following Articles of Merger are declared and filed with the Nebraska Secretary of State:

1. Effective February 1, 2016, **ALL POINTS COOPERATIVE**, a Nebraska cooperative corporation, with its registered office in Gothenburg, Dawson County, Nebraska will be merged into **SPALDING COOPERATIVE ELEVATOR COMPANY**, a Nebraska cooperative corporation, Spalding, Greeley County, Nebraska, changing its name to **COUNTRY PARTNERS COOPERATIVE** with its registered office to be in Gothenburg, Dawson County, Nebraska.
2. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A".
3. **SPALDING COOPERATIVE ELEVATOR COMPANY** is the surviving corporation. Restated Articles of Incorporation were adopted as part of the Agreement and Plan of Merger. A copy of the Articles of Restatement of Articles of Incorporation and the Restated Articles of Incorporation are attached hereto as Exhibits "B" and "C" and filed separately. The name of the surviving cooperative is changed to **COUNTRY PARTNERS COOPERATIVE**, with its registered office in Gothenburg, Nebraska.
4. The Agreement and Plan of Merger was adopted by the stockholders of **ALL POINTS COOPERATIVE**, at a Special Meeting held November 17th, 2015, at which a quorum was present, following Notice as required by law. At the Special Meeting, there were 1169 eligible voting

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stockholders; 420 stockholders voted; 371 stockholders voted for approval of the Agreement and Plan of Merger and 49 stockholders voted against, constituting a 88% approval of the quorum as required by § 21-1301, R.R.S.

5. The Agreement and Plan of Merger was adopted by the stockholders of **SPALDING COOPERATIVE ELEVATOR COMPANY** at a Special Meeting held November 17, 2015, at which a quorum was present, following Notice as required by law. At the Special Meeting, there were 1284 eligible voting stockholders; 486 stockholders voted; 432 stockholders voted for approval of the Agreement and Plan of Merger and 54 stockholders voted against, constituting a 89% approval of the quorum as required by § 21-1301, R.R.S.

Dated January 12, 2016.

ALL POINTS COOPERATIVE,
Gothenburg, Nebraska

By: 
Tim Rowe, Chairman

**SPALDING COOPERATIVE ELEVATOR
COMPANY,**
Spalding, Nebraska

By: 
John Frey, Chairman

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT made by and between All Points Cooperative, a Nebraska Cooperative Corporation, Gothenburg, Nebraska, ("APC") and Spalding Cooperative Elevator Company, d/b/a Country Partners Cooperative, a Nebraska Cooperative Corporation, Spalding, Nebraska ("CPC").

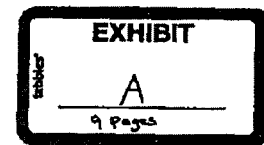
RECITALS:

WHEREAS, APC was organized as a cooperative corporation to engage in the purchasing, storage, handling and marketing of its patrons agricultural commodities and to supply and market to its patrons agricultural fertilizers and chemicals, animal feed and related products and refined petroleum products and related products; and

WHEREAS, CPC was organized as a cooperative corporation to engage in the purchasing, storage, handling and marketing of its patrons agricultural commodities and to supply and market to its patrons agricultural fertilizers and chemicals, animal feed and related products and refined petroleum products and related products; and

WHEREAS, the stockholders and patrons of APC and CPC are similar and the cooperatives have similar business goals; and

WHEREAS, the Boards of Directors of the two Cooperatives have examined their methods of doing business and have determined that the best interests of the stockholders and patrons of the two Coops would be served if the Coops were merged; and



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WHEREAS, in order to maintain existing licenses, permits, taxpayer status and identification, and organizational structure as a cooperative it is necessary to designate one of the two Cooperatives as the surviving corporate entity as provided by § 21-20,128 R.R.S. Nebraska; and

WHEREAS, the Cooperatives have agreed that the corporate entity of CPC is designated as the surviving corporate entity changing its legal name to COUNTRY PARTNERS COOPERATIVE.

NOW, THEREFORE, in mutual consideration of the following covenants and agreements, the Cooperatives adopt the following Plan of Merger:

PLAN OF MERGER

THE FOLLOWING ARE THE PROVISIONS PURSUANT TO WHICH THE MERGER WILL BE IMPLEMENTED:

- A. The names of the corporations to be merged are:
All Points Cooperative ("APC") and Spalding Cooperative Elevator Company ("CPC").
- B. CPC and APC will be merged and CPC will be the surviving corporate entity changing its name to COUNTRY PARTNERS COOPERATIVE.

C. The terms and conditions of the merger are:

1. The merger will be effective February 1, 2016 (the "Effective Date").

2. Adoption of this Plan of Merger by the stockholders of the Cooperatives will include the adoption of Amended Articles of Incorporation for CPC which shall include changing the name of the Corporation to Country Partners Cooperative. A true and correct copy of the Amended Articles of Incorporation to be approved by the stockholders of CPC as part of the approval of this Agreement and Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by this reference.

3. As of the Effective Date, the net book value of the equity of the stockholders and equityholders of APC shall be determined. An opinion audit as of January 31, 2016 will be obtained for APC. Such audit shall be completed on the basis of generally accepted accounting principles applied consistently with past practices. The audit will be made to verify that the allocated equity stated on the records of APC is materially correct so that a dollar-for-dollar exchange of such stock, members' equity credits and certificates of participation can be completed as of the Effective Date. For purposes of determination of the equity of the stockholders and equityholders of APC, the assets and liabilities of APC shall be scheduled at book value as determined by the audit. Transfer of the assets and liabilities of APC to CPC shall be completed in accordance with generally accepted accounting principles.

After receipt of the audit report, schedules shall be prepared showing the book value of the equity of each stockholder and equityholder of APC, which schedules shall be deemed a part of this Agreement and Plan of Merger.

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4. In the determination of the amount of equity of the stockholders and equityholders of APC, only those equities allocated on the books of account shall be considered. Any unallocated equity shall be considered a reserve contribution by the stockholders and equityholders and shall be transferred as an unallocated, unsegregated surplus contribution to CPC. The determination of equity as of the Effective Date shall include the allocation of the savings or loss experienced for the ending fiscal period. In the event of a loss, it shall be charged against the retained savings of APC. In the event of a net savings, it shall be declared, allocated, and retained by APC according to its usual and customary patronage allocation and retention practices. In the event of an unanticipated extraordinary loss, the Boards of Directors of the Cooperatives shall jointly determine how such loss will be allocated between retained savings and Members' Equity Credits. In the event agreement on the treatment of such an extraordinary loss cannot be reached, either Board of Directors may declare this Agreement null and void and neither Party will have any further obligation or liability to the other Party pursuant to this Agreement.

5. Upon the determination of the equity of the stockholders and equityholders of APC as herein provided, CPC shall issue its stock, certificates of participation and members' equity credits for the full amount of the equity of the stockholders and equityholders of APC. CPC shall issue its shares of common stock with a par value of \$100.00 and certificates of participation with par value of \$100.00 to each respective stockholder or certificate of participation holder of APC who is eligible to hold such share of stock or certificates of

participation in CPC; the remainder of the net equity of each stockholder or certificate of participation holder shall be represented by members' equity credits issued by CPC on a dollar for dollar basis based upon the value of the members' equity credits held by the equityholders of APC as determined by the audit on January 31, 2016. Any stockholder or certificate of participation holder of APC also holding a share of stock or a certificate of participation in CPC shall receive a members' equity credit in CPC in the amount of \$100.00. Any stockholder of APC not eligible to be a stockholder in CPC shall receive a certificate of participation in CPC. The accountant for APC shall prepare, and the Boards of Directors shall ratify a schedule setting forth the individual equity interests to be used for the issuance and distribution of CPC' stock, certificates of participation and members' equity credits.

6. APC and CPC currently maintain separate qualifications and uniform redemption practices as applied to their respective stock, certificates of participation and members' equity credits. In order to achieve parity in the redemption of members' equity credits issued by the respective Parties prior to the Effective Date, the Parties agree that:

A. The redemption of members' equity credits issued by APC and CPC to their respective equityholders in years 1988 through 2009 shall be allocated by CPC between the former equityholders of APC and CPC with the former APC equityholders receiving fifty nine percent (59%) of the total amount of members' equity credits redeemed and the original CPC equityholders receiving forty one percent (41%) of the total amount of members' equity credits redeemed; and

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B. All members' equity credits issued by APC and CPC to their respective equity holders in years 2010 through 2014 shall be redeemed in equal percentages by CPC; and

C. All members' equity credits earned by equityholders of CPC following the Effective Date (including those, if any earned for fiscal year 2015) shall be subject to the same qualifications, priorities and uniform redemption practices as currently applied by CPC to its stock, certificates of participation and qualified members' equity credits subject to the discretion of the Board of Directors based upon the financial condition of CPC and other appropriate business considerations.

7. Both Cooperatives shall keep in force existing contracts of insurance pertaining to their property and assets until the Effective Date. Both Cooperatives assume all risk of loss, destruction or damage due to fire or other casualty prior to the Effective Date. Either Cooperative shall have the right to terminate this Agreement if the business of the other is substantially curtailed or interrupted prior to the Effective Date by any such loss, destruction or damage due to fire or other casualty.

8. On the Effective Date, all of the property and assets of APC will become the property and assets of CPC and CPC will be responsible for the debts and liabilities of APC. The effect of the merger shall be as provided by § 21-20,133, R.R.S. Nebraska. The separate existence of the APC corporate entity will cease when the Merger becomes effective. It is the intent of the Parties that this Merger be deemed a tax free reorganization pursuant to the Internal Revenue Code.

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9. CPC will commit its best efforts to continue and improve the services to be provided to all of the stockholders and patrons of the merged Cooperatives.

10. APC shall, prior to the Effective Date, make any necessary provisions for the satisfaction or transfer to CPC of all claims of its employees, direct, indirect or contingent, incurred prior to the Effective Date. CPC shall provide for uniform treatment of retained employees with respect to employee benefits. All employees of CPC shall be subject to the direction and control of the General Manager and Chief Executive Officer of CPC.

11. Upon execution hereof, and until the Marger Date, neither Cooperative shall take any action outside of the ordinary course of business without the approval of the other Cooperative. Action outside of the ordinary course of business shall include but not be limited to the purchase or sale of major assets, commencement of litigation, the borrowing of funds or incurring of liabilities other than for normal business operation. The Boards of Directors shall exchange information and hold joint meetings as required while this merger transaction is pending. Provided, however, that the business of each respective Cooperative shall remain separate pending the Effective Date and the Cooperative's shall not share information that would coordinate pricing, the setting of margins or other sales or marketing practices prior to the Effective Date.

12. The Agreement and Plan of Merger shall be submitted for approval to the stockholders of CPC and APC at special meetings of the stockholders of the respective Cooperatives to be held on or before December 31, 2015 following the required notice which shall not be less than 10 days nor more than 50 days. If the stockholders of either Cooperative fail

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to approve the Agreement and Plan of Merger by less than a two-thirds majority as required by law, this Agreement and Plan of Merger shall terminate. Voting will take place by mail ballot as provided under Nebraska law.

13. The officers of CPC and APC are authorized and directed to perform all necessary acts and execute all necessary documents to effect the merger on the conditions stated herein.

14. As of the Effective Date the Board of Directors of CPC will be expanded to include the current members of the Boards of Directors of both APC and CPC. The present term of each board member will be extended one year. Board member elections will resume at the annual meeting of the merged cooperative in 2017 with those whose terms would have expired at the annual meeting of each respective cooperative in 2016. The combined Board of Directors shall determine, in its discretion, whether to reduce the size of the Board of Directors over a period of time and, if so, the appropriate manner in which to do so. The Board of Directors of the merged cooperatives shall use its best efforts to achieve geographic representation of all stockholders in determining the composition and number of the Board of Directors.

15. This Plan of Merger is governed by the laws of the State of Nebraska.

16. The Merger contemplated by this Agreement is conditioned upon receipt by the Parties of any and all governmental approvals that may be required in order to effectuate the Merger.

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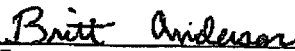
17. The terms and conditions hereof shall be binding upon and inure to the benefit of the successors and assigns of the two Cooperatives, provided, however, neither this Plan nor any transaction hereunder shall be construed to confer upon any person or firm other than the two Cooperatives and their respective stockholders, any rights or remedies.

Dated: October 15, 2015.

ALL POINTS COOPERATIVE


By 
Tim Rowe, Chairman

ATTEST:


Secretary

Dated: October 15, 2015.

SPALDING COOPERATIVE ELEVATOR COMPANY

By 
John Frey, Chairman

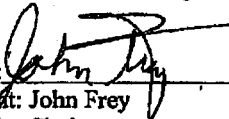
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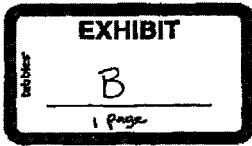

Secretary

**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SPALDING COOPERATIVE ELEVATOR COMPANY
Spalding, Nebraska
Changing Its Name to:
COUNTRY PARTNERS COOPERATIVE**

Pursuant to the terms and provisions of applicable Nebraska law, the following Articles of Restatement are declared and delivered for filing with the Nebraska Secretary of State:

1. The name of the Corporation is **SPALDING COOPERATIVE ELEVATOR COMPANY** changing its name to: **COUNTRY PARTNERS COOPERATIVE**.
2. As part of an Agreement and Plan of Merger with All Points Cooperative, the stockholders of the Corporation have adopted Restated Articles of Incorporation, a true and correct copy of which is attached hereto as Exhibit "A".
3. The Restated Articles of Incorporation change the name of the Corporation to **COUNTRY PARTNERS COOPERATIVE**.
4. The vote of the members was taken on November 17, 2015. There were 507 stockholders present and eligible to vote; 432 voted in favor of the Agreement and Plan of Merger and restatement of the Articles of Incorporation as set forth herein and 54 voted against. The number of members voting in favor the resolution was sufficient to adopt the restatement of the Articles of Incorporation as required by law.
5. The Restated Articles of Incorporation shall be effective on February 1, 2016, coinciding with the effective date of the Merger.

By: 
 Print: John Frey
 Title: Chairman



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**RESTATED ARTICLES OF INCORPORATION
OF**

SPALDING COOPERATIVE ELEVATOR CO.

SPALDING, NEBRASKA

Changing its Name to:

COUNTRY PARTNERS COOPERATIVE

As a part of an Agreement and Plan of Merger and to further the purpose of conducting business as a cooperative corporation pursuant to Sections 21-1301, et seq., R.R.S. Neb., the following Restated Articles of Incorporation are adopted.

ARTICLE I

Name

The name of the Cooperative shall be **COUNTRY PARTNERS COOPERATIVE**.

ARTICLE II

Registered Office and Registered Agent

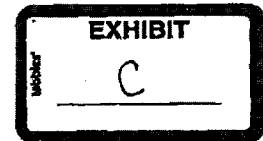
The initial registered office of the Cooperative shall be 120 West 8th Street, Gothenburg, Nebraska 69138. The registered agent at such address shall be E. Tod Clark.

ARTICLE III

Purposes and Powers

Section 1. The purposes for which this Cooperative is organized are:

- A. To buy, sell, handle, ship, process, grade, market, store, and warehouse agricultural products, and equipment and supplies used or consumed in the production of agricultural products, and to carry on any related activity or business and to act as agent, broker or representative for its stockholders and patrons.
- B. To obtain and disseminate information to its stockholders and patrons concerning cooperation, more efficient product marketing, and the use of agricultural products, supplies and implements, and other matters concerning agriculture and cooperation.



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#13

C. To generally pursue any course of conduct and activity with cooperative corporations organized under the laws of the State of Nebraska can pursue.

Section 2. This cooperative shall have and exercise all of the powers and rights conferred upon corporations organized and existing pursuant to the provisions of Sections 21-1301 et seq. R.R.S. 1943 and Sections 21-2001 et seq., R.R.S. 1943, and any enlargements of such powers conferred by subsequent legislative acts. In addition thereto, the Cooperative shall have and exercise all the powers and rights as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes of the Cooperative.

ARTICLE IV

Capitalization

Section 1. The authorized capital stock of the Cooperative shall be Seven Hundred Fifty Thousand Dollars (\$750,000) divided into seven thousand five hundred (7,500) shares of a par value of One Hundred Dollars (\$100) each.

Section 2. No dividends will be paid on capital stock.

Section 2. No one stockholder shall own, either directly or indirectly, more than one share of the capital stock of the Cooperative. Any additional equity capital shall be represented by members' equity credits or revolving fund credits as set forth in the Agreement and Plan of Merger.

Section 3. Each stockholder is entitled to one vote in the affairs of this Cooperative.

Section 4. The capital stock of this Cooperative may be purchased, owned and held only by persons, including both landlords and tenants in share tenancies, who are bona fide producers of agricultural products in the trade territory served by this Cooperative, and who patronize the Cooperative annually.

Section 5. Any patron of this Cooperative ineligible to hold capital stock may be issued a Certificate of Participation, granting such patron all the rights and privileges of a stockholder, except that the holders of Certificates of Participation shall not be eligible to vote. Such patron shall be deemed a participating patron.

Section 6. No stockholder shall have a preemptive right to acquire unissued shares of the capital stock of this Cooperative.

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ARTICLE V

Duration

The existence of this Cooperative shall be perpetual.

ARTICLE VI

Directors

Section 1. The number of members of the Board of Directors and the manner of their election shall be set forth in the By-laws.

Section 2. No director shall have personal liability to the Cooperative or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, this provision shall not eliminate the liability of the director for:

- a. Any act or omission not in good faith which involves intentional misconduct or a knowing violation of law;
- b. Any transaction from which the director derived an improper direct or indirect financial benefit;
- c. Paying a dividend or approving a stock repurchase which was in violation of law;
- d. Any act or omission which violates a declaratory or injunctive order obtained by the Cooperative or its stockholders; and
- e. Any act or omission occurring prior to the date this provision becomes effective.

Section 3. The Cooperative shall indemnify a director for liability, as defined in Section 21-20, 102 R.R.S. Neb. for any action taken or any failure to take any action as a director except liability for:

- (a) Receipt of a financial benefit to which he or she is not entitled;
- (b) An intentional infliction of harm on the Cooperative or its stockholders;
- (c) A violation of Section 21-2096 R.R.S. Neb.; or
- (d) An intentional violation of criminal law.

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The foregoing provision shall not limit the Cooperative from providing any other indemnification permitted by law nor shall it be deemed inclusive of any other rights to which the director may be entitled under any By-law, agreement, or vote of stockholders. The Cooperative may purchase and maintain insurance on behalf of any person who is or was a director of the Cooperative against any liability asserted against him or incurred by him in such capacity or arising out of his status as a director whether the Cooperative would have the power to indemnify him against such liability under the provisions of law or this article.

Section 3. No person shall lose his status as a director covered by the provisions of Section 2 hereof by reason of his serving as the Chairman, Vice-Chairman or Secretary-Treasurer of the Cooperative. The persons holding such offices do not exercise management control or functions for the Cooperative and their activities are limited to serving as officers of the Board of Directors.

ARTICLE VIIBy-laws

The stockholders shall adopt By-laws for the Cooperative, and may authorize the Board of Directors to amend the By-laws.

ARTICLE VIIIDistribution of Earnings

Section 1. After deducting all expenses which are lawfully deductible or excludable in determining the net margins of the Cooperative, the Board of Directors shall establish and deduct reasonable amounts for reserves, at such rates as shall be provided in the By-laws.

Section 2. The Board of Directors shall set aside the net margins found to be attributable to business done for persons who are not stockholders or participating patrons; and from non-patron sources, which shall be added to retained savings of the Cooperative.

Section 3. The remaining net margins shall belong to and be held for the patrons of the Cooperative, and shall be apportioned among them on a patronage basis and paid to them at the close of each fiscal year, as provided in the By-laws. The By-laws shall set forth a detailed statement of the methods to be followed in distributing savings.

ARTICLE IX

Amendments

These Articles of Incorporation may be amended by a two-thirds vote of the stockholders present and voting on such amendments at a meeting called for that purpose following a recommendation of such amendment by a two-thirds majority vote of the Board of Directors.

Adoption

These Restated Articles of Incorporation are adopted as a part of an Agreement and Plan of Merger made by All Points Cooperative, Gothenburg, Nebraska, and Spalding Cooperative Elevator Company, Spalding, Nebraska. The merger transaction was authorized by more than a two-thirds majority vote of a quorum of voting stockholders of the Participating Cooperatives at Special Meetings held November 17, 2015.

Dated: November 17, 2015.

PARTICIPATING COOPERATIVES:

All Points Cooperative,
Gothenburg, Nebraska

By: 
Tim Rowe, Chairman

Spalding Cooperative
Elevator Company,
Spalding, Nebraska

By: 
John Frey, Chairman