

State of Idaho

Department of State

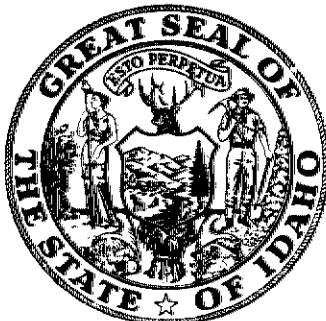
CERTIFICATE OF INCORPORATION OF

UNITED IDAHO POTATO GROWERS, INC.
File number C 118394

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

ARTICLES OF INCORPORATION

OF

United Idaho Potato Growers, Inc.

The undersigned, acting as the incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is United Idaho Potato Growers, Inc.

**ARTICLE II
DURATION**

The period of its duration is not perpetual, and it is anticipated that the corporation will in all likelihood be liquidated and dissolved on or before December 31, 1998.

**ARTICLE III
PURPOSE**

The purpose or purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV
SHARES**

The total number of shares of all classes of stock which the Corporation has authority to issue is 15,000,000 shares divided into 5,000,000 shares of Preferred Shares with no par value (hereinafter called the "Preferred Shares") and 10,000,000 shares of Common Shares with no par value (hereinafter called the "Common Shares").

The following is a description of each class of shares with the powers, preferences, and rights and the restrictions, qualifications, and limitations thereof:

1. The Board of Directors may, except as otherwise provided below, by resolution from time to time classify or reclassify and issue in one or more series any unissued shares of Preferred Shares and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund which may be provided for such shares of Preferred Shares.

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2. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the holders of the Preferred Shares shall be entitled to receive \$1.00 in cash for each share thereof, before any distribution of the assets of the Corporation shall be made to the holders of the Common Shares. After such payment shall have been made in full to the holders of the outstanding Preferred Shares or funds necessary for such payment shall have been set aside in trust for the account of the holders of the outstanding Preferred Stock so as to be and continue available therefor, the holders of the outstanding Preferred Shares shall be entitled to no further participation in such distribution of the assets of the Corporation and the remaining assets of the Corporation shall be divided and distributed among the holders of the Common Shares then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the Corporation distributable as aforesaid among the holders of the Preferred Shares shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Preferred Shares. A consolidation or merger of the Corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock the Corporation of any class, shall not be regarded as a liquidation, dissolution, or winding up of the affairs of the Corporation within the meaning of this paragraph.

3. The holders of shares of Preferred Shares and the holders of shares of Common Shares shall possess full voting rights and powers on all matters voted on by the shareholders of the Corporation (including the election of Directors), shall be entitled to notice of shareholders' meetings and shall vote together. Each holder of Common Shares and Preferred Shares shall be entitled to one vote for each share thereof held.

4. The Preferred and Common Shares are non-transferrable, except with the approval of the Board of Directors, which shall be initiated only in the event of death, divorce, or bona fide change of business form of the Shareholder.

ARTICLE V PREEMPTIVE RIGHTS

There are no provisions denying preemptive rights.

ARTICLE VI REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation is 1010 W. Bridge, Blackfoot, Idaho 83221, and the name of its initial registered agent at such address is Jim Chapman.

ARTICLE VII INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is nine (9), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

David Beesley
360 E 4th S
Rexburg, ID 83440

Bob Martin
4931 N 125 W
Idaho Falls ID 83402-5485

Darren Bitter
1344 N 1600 E
Terreton ID 83450-5120

Blair Walker
PO Box 129
Menan, ID 83434

Gary Johnson
9108 W 2½ Mile Road
Pocatello, ID 83402

Michael Cranney
Route 1 Box 4-D
Oakley, ID 83346

Leon Dance
599 McAdoo
Blackfoot, ID 83221

Kim Phillips
2366 S Fairview Road
American Falls, ID 83211

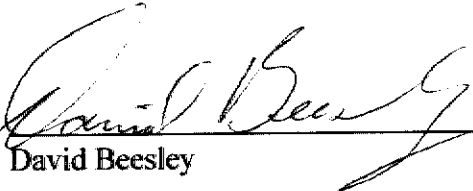
Larry Stucki
12471 N 95 E
Idaho Falls, ID 83401

ARTICLE VIII INCORPORATORS

The name and address of each incorporator is:

David Beesley
360 E 4th South
Rexburg, ID 83440

DATED this 21th day of February, 1997.


David Beesley