



Department of State

**CERTIFICATE OF INCORPORATION
OF**

PLEASANT VALLEY POTATO, INC.

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: January 8, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Jacobs M. [Signature]*

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ARTICLES OF INCORPORATION
OF
PLEASANT VALLEY POTATO, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, DWIGHT HORSCH, CHESTER WAHLEN, DAVID WAHLEN, KIM WAHLEN, and VAL F. WAHLEN, all of whom are over the age of eighteen years, and whose names are hereunto subscribed, do under and pursuant to the provisions of the Idaho Business Corporation Act for the purpose of becoming a body corporate and carrying on all of the businesses hereinafter mentioned, and doing all things and acts necessary, convenient or beneficial thereto, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME:

The name of this corporation shall be PLEASANT VALLEY POTATO, INC.

ARTICLE II

PURPOSES:

The purposes for which this corporation is formed and the pursuits for which it may carry on, and shall engage in, are any and all types of processing, packing and marketing of potatoes and all other types of farm commodities and products, and all types of allied businesses and all other lawful acts or activities for which a corporation may be organized under the provisions of Idaho Code 30-1-3 of the Idaho Business Corporation Act of the State of Idaho, as the same now exists or is hereinafter amended.

ARTICLE III

REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation shall be Pleasant Valley Potato, Inc., 275 East

Elmore, Aberdeen, Idaho 83210. The name and address of its authorized agent is: Chester Wahlen, President, Pleasant Valley Potato, Inc., 275 East Elmroe, Aberdeen, ID 83210.

ARTICLE IV

EXISTENCE:

This corporation shall have perpetual existence unless sooner disincorporated according to law.

ARTICLE V

GOVERNING PROVISIONS:

All provisions for the regulation of the internal affairs of the corporation are such as may be provided by the by-laws of the corporation, including provision for restriction on transfer of shares, as provided in the Idaho Business Corporation Act, Section 30-1-23A.

ARTICLE VI

DIRECTORS:

That the corporate powers, business and property of this corporation shall be exercised, conducted, and controlled by a Board of Directors composed of not less than five members. The incorporators, whose names are subscribed hereto and listed in Article VIII hereof shall act as the directors of this corporation until their successors have been regularly elected and qualified. The said directors shall establish terms of office, select officers and all other related matters in the by-laws.

ARTICLES VII

AUTHORIZED SHARES:

The corporation shall have authority to issue a total of 1,000 shares of capital stock of the par value of \$10 per share, all of these shares shall be of one class, and shall be designated as common stock.

ARTICLE VIII

INCORPORATORS:

The names and mailing addresses of the incorporators are as follows:

NAME:	ADDRESS:
CHESTER WAHLEN	2624 W 1000 S Sterling, Idaho 83210
DWIGHT HORSCH	1991 S 2700 W Aberdeen, Idaho 83210
KIM WAHLEN	2855 W 2100 S Aberdeen, ID 83210
DAVID WAHLEN	2481 W 1000 S Sterling, ID 83210
VAL F. WAHLEN	P.O. Box 442 Aberdeen, ID 83210 Aberdeen, Idaho 83210

ARTICLE IX

CORPORATE RESERVATIONS:

The corporation reserves the right to amend, alter or repeal any provision herein contained in the manner now, or hereinafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred herein are granted subject to this reservation.

ARTICLE X

INDEMNIFICATION:

Any director and/or officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to their duties, including all reasonable expenses of defense, except to the extent that they shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

ARTICLE XI

PRE-EMPTIVE RIGHTS:

There shall be no provision denying pre-emptive rights.

IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, do hereby make this Certificate for the purpose of forming a corporation pursuant to the General Business Corporation Law of the State of Idaho, and do hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereto set our hands and seals this 31st day of December, 1987.

Chester Wahlen
CHESTER WAHLEN

Kim Wahlen
KIM WAHLEN

Dwight W. Horsch
DWIGHT HORSCH

David Wahlen
DAVID WAHLEN

Val Wahlen
VAL F. WAHLEN

STATE OF IDAHO)
) ss.
County of Power)

On this 31st day of December, 1987, before me the undersigned, a Notary Public in and for said County and State, personally appeared DWIGHT HORSCH, CHESTER WAHLEN, KIM WAHLEN, DAVID WAHLEN and VAL F. WAHLEN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Bern Carrames
NOTARY PUBLIC for Idaho
Residing at American Falls, ID

(seal)