

90353



CERTIFICATE OF INCORPORATION
OF

IDAHO GOLDEN PRODUCE, 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: September 15, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

89 SEP 15 PM 1 40
Idaho Golden Produce, Inc.

The undersigned, being natural citizens of the age of nineteen (19) years or more, citizens of the United States and all of whom are residents of the United States and all of whom are residents of the State of Idaho, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of Title 30, Chapter 1, Idaho Code, the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is Idaho Golden Produce, Inc.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. PURPOSES: The purposes for which the Corporation is organized are the purchase, sale and/or distribution of produce, and to carry on all other business incident thereto or connected therewith and to engage in any other lawful activities.

Section 2. STATUTORY POWERS: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in Section 30-1-4, Idaho Code.

Section 3. ADDITIONAL POWERS: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purposes, the

corporation shall have the power to enter into and engage in any and all lawful activities.

ARTICLE IV

Authorized Shares

The amount of the total authorized capital stock of this Corporation is 20,000 shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE V

Internal Affairs of the Corporation

Section 1. MEETINGS OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. CODE OF BY-LAWS: The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

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2 ARTICLE VI

3 Address of Initial Registered Office

4 REGISTERED OFFICE: The address of the initial
5 registered office of the Corporation is Route 4, Box 4235,
6 Burley, Idaho 83318. The registered agent at said address is
7 Dixie Vergopia.

8 ARTICLE VII

9 Data Respecting Directors

10 Section 1. INITIAL BOARD OF DIRECTORS: The initial
11 Board of Directors shall consist of two (2) members.

12 Section 2. The names and post office addresses of the
13 initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
14 John Vergopia	Route 4, Box 4235 Burley, Idaho 83318
15 Scott L. Duncan	Route 4, Box 4243 Burley, Idaho 83318

16 Section 3. INCREASE OR DECREASE OF DIRECTORS: The
17 number of Directors may be increased or decreased from time to
18 time by amendment of the Code of By-Law; but the number of
Directors shall not be less than two (2) and no decrease shall
have the effect of shortening the term of any incumbent director.

19 ARTICLE VIII

20 Data Respecting Incorporators

21 The names and addresses of the Incorporators of the
22 Corporation and the number of shares of common stock subscribed
by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES SUBSCRIBED TO EACH</u>	<u>ADDRESS</u>
24 John Vergopia	5,000	Route 4, Box 4235 Burley, Idaho 83318
26 Scott L. Duncan	5,000	Route 4, Box 4243 Burley, Idaho 83318

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EXECUTED IN DUPLICATE this 14 day of September, 1989.


John Vergopia


Scott L. Duncan

State of Idaho)
County of Minidoka) ss.

On this 14th day of September, 1989, before me the undersigned Notary Public in and for said State, personally appeared John Vergopia, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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.

(SEAL)


Notary Public for Idaho

Residing at: Declo, Idaho

Commission Expires: 8-18-94

State of Idaho)
County of Minidoka) ss.

On this 14th day of September, 1989, before me the undersigned Notary Public in and for said State, personally appeared Scott L. Duncan, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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.

(SEAL)


Notary Public for Idaho

Residing at: Declo, Idaho

Commission Expires: 8-18-94