

**FILED/EFFECTIVE**

01 MAY 11 AM 8:39

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

NORTH AMERICAN DEHYDRATED POTATO PROCESSORS, INC.

The undersigned, acting as incorporator under the Idaho Nonprofit Corporation Act, hereinafter referred to as the Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is North American Dehydrated Potato Processors, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the Corporation shall be perpetual.

IDAHO SECRETARY OF STATE

05/11/2001 09:00  
CK: 11275 CT: 1793 DM: 396563

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## ARTICLE FOUR

### PURPOSES AND POWERS

The purposes of the Corporation and its powers are to conduct the business of the North American Dehydrated Potato Processors and to transact any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

## ARTICLE FIVE

### MEMBERSHIP

The Corporation shall have members who shall have such rights as are provided by the Act and are consistent with the management authority that the Articles grant the Board of Directors of the Corporation. No person may become a member of the Corporation except by invitation of the Board of Directors and for such consideration as the Board may from time to time determine.

## ARTICLE SIX

### LOCATION

The location and address of the initial registered office of the Corporation is North American Dehydrated Potato Processors, Inc., 428 Park Avenue, Idaho Falls, Idaho 83402 and the name of its initial registered agent at such address is David H. Shipman.

## ARTICLE SEVEN

### INCORPORATOR

The name and address of the incorporator is:

BRENT OLMSTEAD  
Idaho Association of Commerce and Industry, Inc.  
P. O. Box 389  
Boise, ID 83701

## ARTICLE EIGHT

### BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors.

The Board of Directors of the Corporation shall consist of no fewer than three (3) and no more than eleven (11) members, each of whom, at all times, shall be a member of the Corporation. A change in the number of directors shall be made only by amendment of these Articles. Other than the directors constituting the initial Board of Directors, who are designated in these Articles, the directors shall be elected by the members of the Corporation. The number of directors constituting the initial Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and shall qualify are:

Valynn King

Blaine Larsen Processing, Inc.  
P. O. Box 188  
Hamer, ID 83425

Wally Browning	Idaho Pacific Corp 4723 East 100 North Ririe, ID 83443
Wayne E. Allen	Idaho Supreme Potatoes, Inc. P. O. Box 246 Firth, ID 83236-0246
Steven C. Merchant	Jones Produce, Dehy P. O. Box 487 Quincy, WA 98848
Richard L. Bogaard	LambWeston RDO, Inc. P. O. Box 552 Park Rapids, MN 56470
Roger L. Jones	Magic Valley Foods, Inc. P. O. Box 475 Rupert, ID 83350
Walter Gay	NonPareil 40 North 400 West Blackfoot, ID 83221

## ARTICLE NINE


### ELECTION OF BOARD OF DIRECTORS

The directors shall be elected at the annual meeting of the members of the Corporation for terms of one (1) year and they shall hold office until their successors are duly elected and qualified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7<sup>th</sup>

day of May, 2001.

IDAHO ASSOCIATION OF COMMERCE  
& INDUSTRY, INC.

By:   
Its: V.P. Natural Resources