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IDAHO SUGARBEET GROWERS ASSOCIATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

Idaho Nonprofit Corporation Articles of Incorporation

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation ("Articles"):

ARTICLE I NAME AND ADDRESS

The name of the corporation is Idaho Sugarbeet Growers Association, Inc. ("Corporation"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

ARTICLE II PURPOSE

The Corporation is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("Code"). In accordance with the foregoing, the Corporation will pursue the following purposes:

- (1) To promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets;
- (2) To propose, support or oppose legislation related to the sugarbeet industry;
- (3) To promote and participate in research to improve sugarbeet growing practices;
- (4) To foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and
- (5) To transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act which are consistent with and in furtherance of the purposes for which this Corporation is organized.

ARTICLE III LIMITATION UPON ACTIVITIES

The Corporation is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(5) of the Code. Notwithstanding any other provision of these Articles, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its

members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(5) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERS

The Corporation shall have members who shall have such rights as are provided in the bylaws of the Corporation that are consistent with the Act and the management authority that these Articles grant the board of directors of the Corporation. The bylaws of the Corporation shall establish criteria or procedures for the admission of members and the consideration required for admission as members.

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(5) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII DIRECTORS

The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Scott Searle	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
Mike Wheeler	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
Cloy Jones	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
Paul Robertson	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
Randall Grant	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
Jeff Henry	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
Granville Eckert	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
Roger Stutzman	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
LaMar Isaak	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709
Aaron Povey	1951 S. Saturn Way, Ste 100, Boise, Idaho 83709

ARTICLE VIII LIMITATION ON PERSONAL LIABILITY

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director or officer, and no director or officer of the Corporation shall be liable to the Corporation or other person for any action taken or not taken as a director or officer if the director or officer acts in compliance with the standards of conduct for directors or officers, as applicable, set forth in the Idaho Nonprofit Corporation Act; provided, however, that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under Idaho Nonprofit Corporation Act. No amendment to the Idaho Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any acts or omissions that occur prior to the effective date of the amendment.

ARTICLE IX INDEMNIFICATION

Within the restrictions imposed by Article III, the Corporation shall indemnify to the fullest extent not prohibited by law any current or former director who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income

Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the board of directors or other document or arrangement.

ARTICLE X REGISTERED AGENT

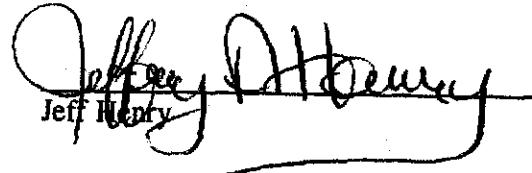
The address of the Corporation's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation's initial registered agent at that location is The Amalgamated Sugar Company LLC.

ARTICLE XI INCORPORATOR

The name and address of the incorporator is:

Jeff Henry
Idaho Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

DATED: January 12, 2011.



A handwritten signature in black ink, appearing to read "Jeffrey D. Henry", is written over a horizontal line. Below the signature, the name "Jeff Henry" is printed in a smaller, sans-serif font.

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STATEMENT OF CONVERSION

SECRETARY OF STATE
STATE OF IDAHO

**IDAHO SUGAR BEET GROWERS ASSOCIATION, INC., an Idaho cooperative
marketing association,
into
IDAHO SUGARBEET GROWERS ASSOCIATION, INC., an Idaho nonprofit
corporation**

The following Statement of Conversion is signed on behalf of the converting entity in accordance with Idaho Code § 30-18-405:

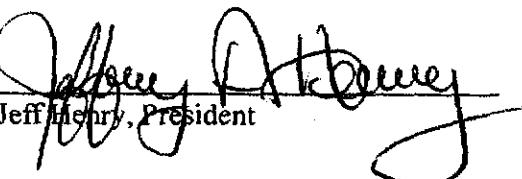
1. The name of the converting entity is IDAHO SUGAR BEET GROWERS ASSOCIATION, INC., an Idaho cooperative marketing association.
2. The name of the converted entity is IDAHO SUGARBEET GROWERS ASSOCIATION, INC., an Idaho nonprofit corporation.
3. The plan of conversion was approved in accordance with the provisions of Part 4 of the Idaho Entity Transactions Act, Idaho Code § 30-18-101, et seq.
4. The Articles of Incorporation of IDAHO SUGARBEET GROWERS ASSOCIATION, INC., the converted entity, are attached hereto as Exhibit A.

Date: January 12, 2012

**IDAHO SUGAR BEET GROWERS
ASSOCIATION, INC., an Idaho
cooperative marketing association**

By:

Jeff Henry, President



Person to contact about this filing:

Jason E. Prince
Stoel Rives LLP
(208) 389-9000

IDaho SECRETARY OF STATE
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