



Department of State

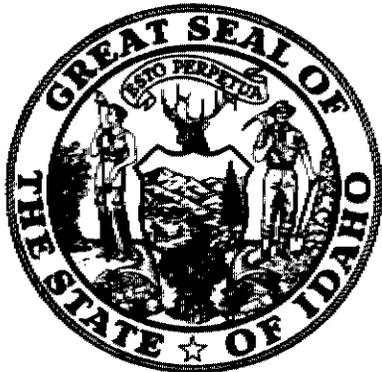
**CERTIFICATE OF INCORPORATION
OF**

HOGGAN & FOSTER ELITE SEED POTATOES, 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 3, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION

OF

HOGGAN & FOSTER ELITE SEED POTATOES, INC.

87 SEP 3 30 8 45

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Hoggan & Foster Elite Seed Potatoes, Inc.

ARTICLE II

The purposes for which said corporation is formed are:

A. To plant, sow, cultivate, and harvest grains, hay, potatoes, and all kinds of farm produce and products of the soil, and in general to operate a farming business.

B. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by the Idaho Business Corporation Act and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock, without par value. The capital stock of the corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None

ARTICLE VI

The address of the corporation's initial registered office shall be P.O. Box 129, Ririe, Idaho and the name of its initial registered agent at such address is Brad Foster.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Brad Foster
P.O. Box 129
Ririe, Idaho 83443

John Hoggan
1651 Whitney
Idaho Falls, Idaho 83401

DeLayne Adams
P.O. Box 129
Ririe, Idaho 83443

ARTICLE VIII

The name and address of each incorporator is:

Brad Foster
P.O. Box 129
Ririe, Idaho 83443

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. Liability under §30-1-48 of the Idaho Code.

d. For any transaction from which the director derived an improper personal benefit.

DATED this 28 day of August, 1987.


Brad Foster, Incorporator

1966f/ct