



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

IDAHO POTATO STARCH, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day of **April,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **128** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Blackfoot

in the County of

Bingham.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **April**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO POTATO STARCH, INC.

PREAMBLE:

KNOW ALL MEN BY THESE PRESENTS: That we, Robert N. W. Balleisen, Ruth Danos and Edward E. Babcock, all of Twin Falls, Idaho, and all full age citizens of the United States, have associated ourselves together as a Corporation under the name and style of IDAHO POTATO STARCH, INC., for the purpose of becoming a body corporate and politic under and by virtue of the Laws of the State of Idaho; and, in accordance with the provisions of the Statutes of said State, we hereby execute in triplicate originals and acknowledge this certificate in writing, of our intention so to become a body corporate under and by virtue of said Laws of said State of Idaho.

ARTICLE I.

NAME:

The name of the Corporation shall be:

"IDAHO POTATO STARCH, INC."

ARTICLE II.

PURPOSES AND
POWERS:

The purposes for which said Corporation is formed are:

A. To do any and all things which a business corporation may lawfully do.

B. To buy, sell, store and otherwise handle and deal in potatoes and in the manufacture of products from said potatoes, including but not limited to the making of starch, the processing of potatoes both fresh and manufactured, the freezing and other conditioning of potatoes through manufactured processes; and, to do and perform any and all acts and things as may be necessary and incidental in and about the carrying on of the business aforesaid.

C. To construct, acquire, operate, hire, work, sell or otherwise dispose of plants for the manufacture and processing of products from potatoes with the requisite loading docks, warfes, engines, plants and machinery and appliances therefore; and, also sheds, stores, warehouses for the reception and storage of potatoes and finished products manufactured from potatoes and in connection therewith, to acquire by lease, purchase or otherwise, all things that may be necessary and incidental in and about the carrying on of the business aforesaid.

D. To acquire by purchase or lease or otherwise, lands and interest in lands and to subdivide, plat and sell the same and to own, hold improve, develop and manage any real estate so acquired, and to erect

ROBERT N. W. BALLEISEN
COUNSELLOR AT LAW
TWIN FALLS, IDAHO

or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied and to mortgage or lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or structures at any time owned or held by the Corporation; and, generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person might or could do.

E. To purchase or otherwise acquire any and all letters, patents and similar rights granted by the United States or any other country or government, licenses and the like, or any other interests therein, or any inventions which may seem capable of being used for or in connection with any of the objects or purposes of said corporation, and to use, develop, sell and grant licenses in respect to or other interests in the same, and otherwise turn the same to account.

F. To engage in any business, whether manufacturing or otherwise, which may seem advantageous or useful in connection therewith, and to manufacture, market or prepare for market any article or thing which the Corporation may use in connection with its business, either wholesale or retail.

G. To acquire, hold mortgage, lease, manage, operate, develop, build, erect, maintain for the purposes of said Corporation, either directly or indirectly, ownership of stock in any Corporation, any real estate or land, business, buildings, offices, stores, warehouses, shops, plants, machinery, rights, easements, permits, privileges, franchises and licenses, and all other things which may be any time be necessary or convenient in the judgment of the Board of Directors for the purposes of the Corporation.

H. To borrow and lend money and negotiate loans, draw acceptances, make, issue, draw, endorse, discount, buy, sell, conditional sales contracts, bills of exchange, promissory notes, bonds, debentures, other negotiables, instruments, securities and mortgages and pledged agreements, to issue subscribe for, take, acquire and hold, sell, exchange and deal in shares of capital stock, including the capital stock issued by it; and, bonds, obligations and securities of any government or authority or Corporation; to give any guaranty for the payment of money or performance of any obligation or undertaking incidental or appropriate for the carrying on generally of its business; to enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or Corporation, private, public, or municipal or body politic and with the government of the United States or any state, territory or colony thereof or any foreign country, to make charitable and business donations or gifts.

I. To promote, assist and cooperate with in any joint ventures, financially or otherwise, corporations, firms, syndicates, associations, individuals and others, and to give any guarantee in connection therewith guaranteeing the obligations of such others (as herein innumarated), for the payment of money or for the performance of any other undertaking or obligation.

J. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes of or the attainment of any one or more of the objects herein enumerated; or, which shall, at any time, appear conducive to or expedient for the protection or benefit of this Corporation.

The statements contained in the several sub-paragraphs of this Article II shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision but shall be regarded as independent purposes and powers. These several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration therefore shall not be held to limit or restrict in any manner the general powers conferred on this type of Corporation by the Laws of the State of Idaho, all of which are hereby expressly claimed.

ARTICLE III.

EXISTENCE: Subject to dissolution in the manner and method provided by the Laws of the State of Idaho, the duration of this Corporation shall be perpetual.

ARTICLE IV.

REGISTERED OFFICE: The location and post office address of its registered office in this State is Idaho Potato Starch, Inc., Blackfoot, County of Bingham, State of Idaho; and, in such other states, territories or colonies of the United States or any foreign country as to the Board of Directors may seem necessary, convenient or proper.

ARTICLE V.

CAPITAL STOCK: The total authorized number of par value shares is Fifty (50) of the par value of One Hundred and 00/100 Dollars (\$100.00) each; and, their aggregate par value is the sum of Five Thous and 00/100 Dollars (\$5,000.00). Said Stock shall be one class of common stock, with equal voting rights for each share of stock; and, said stock shall be fully paid and non-assessable.

ARTICLE VI.

SUBSCRIPTION AND SUBSCRIBERS: The names and post office addresses of each of the Incorporators and the statement of the actual number of shares subscribed by each is as follows:

Robert N. W. Balleisen, 156 Third Avenue N.,
Twin Falls, Idaho One Share

Ruth Danos, 156 Third Avenue N.
Twin Falls, Idaho One Share

ROBERT N. W. BALLEISEN
COUNSELLOR AT LAW
TWIN FALLS, IDAHO

One Share

Three Shares

Edw. Babcock

Roy E. Smith
Notary Public for Idaho
Residing at Twin Falls, Idaho.

ROBERT N. W. BALLEISEN
COUNSELLOR AT LAW
TWIN FALLS, IDAHO

STATUTORY CONSENT-WAIVER OF CORPORATE NAME

30-107 IDAHO CODE

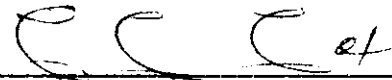
For and in consideration of the sum of One and 00/100 Dollar (\$1.00) and other good and valuable considerations, IDAHO POTATO STARCH COMPANY, an Idaho Corporation, does hereby consent, give, grant and set over unto PENICK & FORD, LTD., INCORPORATED a Delaware Corporation, without limitation the right to use the name "IDAHO POTATO STARCH COMPANY" and any name similar thereto; and, does by this Consent-Waiver waive any and all right it has in and to such name "IDAHO POTATO STARCH COMPANY" under and by virtue of Idaho Code Section 30-107.

In the event that Penick & Ford, Ltd., Incorporated, in the future desire to use the name "IDAHO POTATO STARCH COMPANY" or any name similar thereto, this Waiver and Consent to the use and adoption of the name "IDAHO POTATO STARCH COMPANY" or any name similar thereto, may be used by said Penick & Ford, Ltd., Incorporated and may be filed with the Office of the Secretary of State, Boise, Idaho; and, included with any Articles of Incorporation filed in said office by Penick & Ford, Ltd., Incorporated.

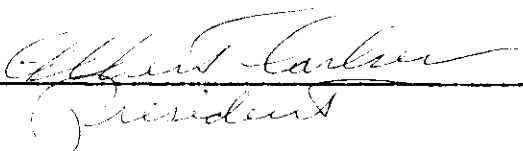
IDAHO POTATO STARCH COMPANY

(SEAL)

ATTEST:



BY


President

The above and foregoing Waiver and Consent to the use of the name "IDAHO POTATO STARCH COMPANY", or any name similar thereto, is hereby accepted and acknowledged by PENICK & FORD, LTD., INCORPORATED.

PENICK & FORD, LTD., INCORPORATED

By

