



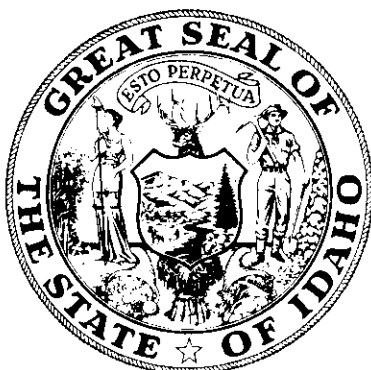
CERTIFICATE OF AUTHORITY
OF

THE GREAT WESTERN SUGAR COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE GREAT WESTERN SUGAR COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to THE GREAT WESTERN SUGAR COMPANY to transact business in this State under the name THE GREAT WESTERN SUGAR COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated **February 2, 1984**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is THE GREAT WESTERN SUGAR COMPANY
2. *The name which it shall use in Idaho is THE GREAT WESTERN SUGAR COMPANY
3. It is incorporated under the laws of DELAWARE
4. The date of its incorporation is 4-11-67 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth St., Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 2000 Thanksgiving Tower, 1601 Elm St., Dallas, Texas 75201
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To produce, manufacture, buy, sell and deal in sugar, syrup,
molasses and by-products, combination, and derivatives thereof.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:		
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1000	Common	\$1.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 26, 19 84

THE GREAT WESTERN SUGAR COMPANY

By [Signature]

Its Vice President

and V. Anita Hornbeck

Its Assistant Secretary

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

I, Mary J. Phelps, a notary public, do hereby certify that on this 26th day of January, 19 84, personally appeared before me James S. Kelt, who being by me first duly sworn, declared that he is the Vice President of THE GREAT WESTERN SUGAR COMPANY

Vice
that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Mary J. Phelps
Mary J. Phelps Notary Public

Commission Expires 11-21-87

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

JANUARY 26, 1984

THE GREAT WESTERN SUGAR COMPANY
OFFICERS AND DIRECTORS

<u>NAME & TITLE</u>	<u>BUSINESS ADDRESS</u>
Ivan L. Bielenberg Director and Chairman of the Board	2000 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201
Glen Adams Director and Vice Chairman of the Board	2000 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201
Robert D. White Director and Vice President - General Counsel and Secretary	2000 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201
James S. Kelt Senior Vice President - Finance	2000 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201
LaMar C. Henry Senior Vice President - Agriculture	1530 Sixteenth Street Denver, CO 80202
John Richard Lorber Treasurer	2000 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201
Kenneth E. Hoff Vice President - Beet Sugar Operations and Support/Transportation	1530 Sixteenth Street Denver, CO 80202
Ramon Lazarraga Vice President - Cane Manufacturing	P. O. Drawer A.M. Reserve, LA 70084
Ross L. Baird Vice President - Human Relations	1530 Sixteenth Street Denver, CO 80202
V. Anita Hornbeck Assistant Secretary	2000 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201

Great Western Sugar Company
Officers and Directors
Page -2-

<u>NAME & TITLE</u>	<u>BUSINESS ADDRESS</u>
Charles Knight Assistant Secretary	1530 Sixteenth Street Denver, CO 80202
Alice A. Snow Assistant Treasurer	2000 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201
Richard Baird Controller	2000 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201

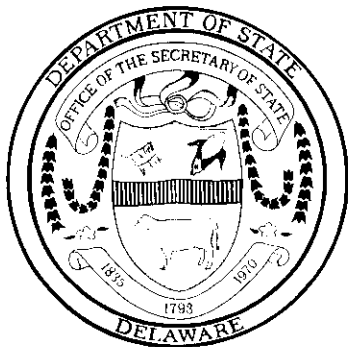


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on April 11, 1967.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Toor*

DATE: January 23, 1984

CERTIFICATE OF INCORPORATION

OF

GWS COMPANY

* * * * *

We, the undersigned, being each of the incorporators of the Corporation hereinafter named, do hereby associate to establish a Corporation in pursuance of the General Corporation Law of the State of Delaware and any and all amendments thereof or supplements thereto, and do make and file this Certificate hereby declaring and certifying that the facts herein stated are true, and we hereby certify as follows:

FIRST: The name of the Corporation is GWS COMPANY.

SECOND: The principal office or place of business of the Corporation in the State of Delaware is to be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its resident agent is The Corporation Trust Company and the address of said resident agent is No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business of the Corporation and the objectives and purposes proposed to be transacted, promoted and carried on are as follows:

(1) To produce, manufacture, buy, sell and deal in sugar, syrup, molasses and by-products, combinations and derivatives thereof.

(2) To carry on agricultural operations, seed breeding and seed growing, and to raise, produce, purchase, sell and market seed and products of agriculture.

(3) To raise, purchase, sell, feed and market livestock and to conduct livestock feeding operations.

(4) To acquire water rights and rights to the use of water for industrial, manufacturing, agricultural and domestic purposes, and to construct, operate and maintain facilities for the diversion, storage, transportation and use of water.

(5) To develop, manufacture, purchase, sell, lease and deal in farm equipment, tools and agricultural implements.

(6) To manufacture, purchase, sell and deal in fertilizers, insecticides, fungicides and economic poisons.

(7) To search, prospect and explore for, mine, remove, produce, purchase, acquire, own, lease, hold, prepare for market, sell and otherwise dispose of minerals, metals, ores, limestone, coal, timber, petroleum, gas, and any other useful or valuable elements, substances, deposits or products; and to acquire, purchase, lease, own, develop and exploit rights, claims and interests in lands and the products thereof.

(8) To acquire, purchase, lease, own, hold, maintain, develop, improve, manage, work and operate mines,

pits, quarries, collieries, timberlands, wells and pipe lines, and any articles, materials, machinery, equipment and property used therefor or in connection therewith.

(9) To produce, manufacture and purchase the materials for the products and by-products of the Corporation and to utilize, sell, market or otherwise dispose of such materials.

(10) To engage in any manufacturing, merchandising or research activity for the purpose of increasing, extending or promoting the use or consumption of any property or facilities of the Corporation or any products, goods, wares or merchandise usable or salable in connection therewith.

(11) To manufacture, purchase, sell and generally deal in goods, wares, merchandise and commodities of every description.

(12) To perform and furnish services of every description suitable, useful or convenient to any of the business, objects or purposes of this Corporation.

(13) To store and warehouse any commodities and to issue warehouse receipts therefor.

(14) To develop, acquire, hold, own, sell, lease and grant licenses or other rights with respect to inventions, improvements, processes, copyrights, patents, trade-marks, trade names, formulae and other similar

rights, whether granted, registered or established by or under the laws of the United States or of any state or foreign country, or otherwise.

(15) To purchase, lease or otherwise acquire, hold, own, operate, develop, improve, mortgage, sell or otherwise dispose of any and all property, real or personal; and to establish, build, acquire, own, lease, hold, equip, maintain, improve, repair and operate mills, factories, shops, laboratories, offices, buildings, structures and works of all kinds suitable, useful or convenient to any of the business, objects or purposes of this Corporation.

(16) To purchase, own and sell stocks, bonds and securities of ditch, canal, reservoir, railway, truck, mining, manufacturing, mercantile and other companies or corporations, the organization, existence or operation of which may be necessary or advantageous to the carrying out of any of the objects or purposes of this Corporation.

(17) To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of shares of its own capital stock, provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the

Corporation, and provided further, that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

(18) To purchase, sell or otherwise acquire and dispose of all or any part of the business assets or liabilities of any person, association, firm or corporation now or hereafter engaged wholly or in part in the business, objects or purposes herein contemplated.

(19) To borrow or raise moneys for any of the purposes of the corporation and from time to time, to draw, make, execute and issue promissory notes, drafts, bills of exchange, and other negotiable or non-negotiable instruments and evidences of indebtedness.

(20) To conduct its business both in the State of Delaware and in other states and in foreign countries.

(21) To maintain offices outside of the State of Delaware and in other states.

(22) To do each and every thing necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects hereinbefore enumerated, and to transact all lawful business incidental thereto; and generally to have and exercise all of the powers presently conferred or to be conferred in the future by the

laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware as it may be amended, and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing numbered clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clauses in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock of the par value of \$1.00 per share. The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

On all corporate matters, including the election of directors, each share of Common Stock shall entitle the holder thereof to one vote. Cumulative voting shall not be allowed.

FIFTH: The name and place of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Residence</u>
B. J. Consono	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

EIGHTH: (A) The business of the Corporation shall be managed by the Board of Directors, except as otherwise required by law. The Board of Directors may by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

(B) The number of Directors of the Corporation, which shall never be less than three, shall be fixed from time

to time by the by-laws and may be altered from time to time by amendment of the by-laws. In case of any increase in the number of Directors, the additional Directors, subject to the provisions of this Certificate, shall be elected as may be provided in the by-laws.

(C) The Corporation may have an office or offices outside the State of Delaware if the by-laws so provide.

(D) None of the Directors need be a stockholder of the Corporation or a resident of the State of Delaware.

(E) The Board of Directors may make by-laws and from time to time may alter, amend or repeal any by-laws but any by-laws made by the Board of Directors may be altered, amended or repealed by the stockholders at any annual meeting or at any special meeting, provided, in the case of any special meeting, that notice of such proposed alteration, amendment or repeal is included in the notice of such meeting.

(F) The Board of Directors shall have power from time to time to set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose, and to abolish such reserve in the manner in which it was created and to fix and determine and to vary the amount of the working capital of the Corporation, and to direct and determine the use and disposition of the working capital and of

any surplus or net profits over and above the capital stock paid in.

(G) The Board of Directors from time to time shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Corporation or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the Corporation except as conferred by statute or as authorized by resolution of the Board of Directors.

(H) In the absence of fraud, no contract or other transaction of the Corporation shall be affected or invalidated in any way by the fact that any of the Directors of the Corporation are in anywise interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors at the meeting of said Board at which such contract or transaction is authorized or confirmed, and provided further that at the meeting of the Board of Directors authorizing or confirming such contract or transaction there shall be present a quorum of Directors not so interested or connected and such contract or transaction shall be approved by a majority of such quorum. Any contract, transaction or act of the Corporation or of the Board of Directors or of any committee thereof,

which shall be ratified by a majority or a quorum of the stockholders of the Corporation having voting power at any annual meeting or any special meeting called for such purpose shall be as valid and as binding as though ratified by every stockholder of the Corporation. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation (including a corporation of which the Corporation is a subsidiary) without regard to the fact that he is also a Director or employee of such subsidiary or affiliated corporation.

(I) Each director and officer of the Corporation and any person serving at its request as director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor (any such other corporation being hereafter included in any reference to the Corporation in this paragraph (I) or in paragraphs (J) or (K) of this Article Eighth) shall be indemnified by the Corporation against all expenses which may be reasonably incurred or paid by him in connection with any claim, or actual or threatened action, suit or proceeding (civil, criminal or other, including appeals) in which he may be involved by reason of his being or having been such director or officer or by reason of any action or omission or alleged action or omission by him in any such capacity and against any amount or amounts which may be paid by him (other than to the Corporation) in reasonable settlement of any such claim, action, suit or proceeding where it is in the interest of the Corporation that such settlement be made.

(J) In cases where such action, suit or proceeding shall proceed to final adjudication, such indemnification shall not extend to matters as to which it shall be adjudged therein that such director or officer is liable for negligence or misconduct in the performance of his duties to the Corporation. Neither a judgment of conviction nor the entry of any plea in a criminal case shall of itself be deemed an adjudication that such director or officer was liable for negligence or misconduct in the performance of his duties if he acted in good faith, for a purpose which he reasonably believed to be in the best interests of the Corporation and had no reasonable cause to believe that this conduct was unlawful.

(K) The determination whether a settlement was reasonable and in the interest of the Corporation or whether such director or officer acted in good faith, for a purpose which he reasonably believed to be in the best interests of the Corporation and had no reasonable cause to believe that his conduct was unlawful shall be made by a majority of a quorum of the board of directors comprised of those directors who are not involved in the claim, action, suit or proceeding and if there be no such quorum, by one or more disinterested persons to whom the question may be referred by the board of directors. Each employee, and each retired employee who is or has been a party to a written agreement under which he might be, or might have been, obligated to render services to the Corporation, shall be indemnified in the same manner and to the same extent as provided above for a director or officer

in connection with any claim, or actual or threatened action, suit or proceeding (civil, criminal or other, including appeals) in which he may be involved by reason of his being or having been such employee or a party to any such written agreement or by reason of any action or omission or alleged action or omission (including those antedating the adoption of this By-Law) by him in any such capacity. As used herein, the term 'expenses' shall include, without limitation, attorneys' fees, costs, judgments, fines, penalties and other liabilities.

(L) The rights of indemnification herein provided for shall be severable, shall not be exclusive of other rights to which any director, officer, employee or retired employee may now or hereafter be entitled, shall continue as to a person who has ceased to be such director, officer, employee or retired employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section

3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

TENTH: No holder of stock of the Corporation of any class, whether now or hereafter authorized, shall have any preferential, preemptive or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or

other securities, which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11th day of April, 1967.

B. J. CONSONO (L.S.)

F. J. OBARA, JR. (L.S.)

A. D. GRIER (L.S.)

STATE OF DELAWARE
COUNTY OF NEW CASTLE

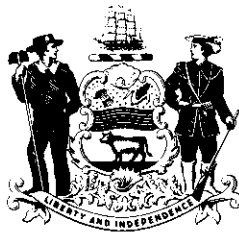
} SS:

BE IT REMEMBERED that on this 11th day of April A. D. 1967, personally came before me, a Notary Public for the State of Delaware, B. J. Consono, F. J. Obara, Jr. and A. D. Grier, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

A. DANA ATWELL
Notary Public

A. DANA ATWELL
NOTARY PUBLIC
APPOINTED OCT. 29, 1965
STATE OF DELAWARE
TERM TWO YEARS

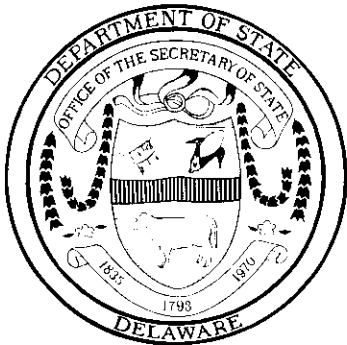


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____

filed in this office on _____ January 15, 1968 _____



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Todd*

DATE: _____ January 23, 1984 _____

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

GWS COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said Corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of GWS Company be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is The Great Western Sugar Company."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of The General Corporation Law of Delaware.

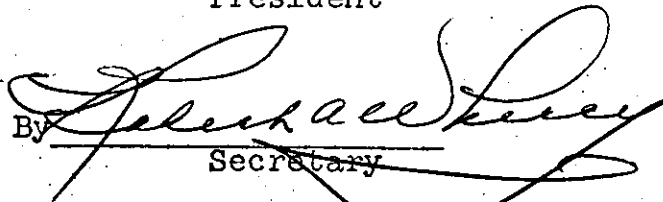
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said GWS Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by Earl F. Cross, its President, and Robert A. Wherry, its Secretary, this 13th day of January, 1968.

GWS COMPANY
CORPORATE SEAL
DELAWARE
1967

GWS COMPANY

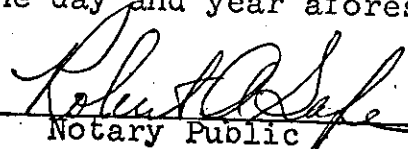
By 
President

By 
Secretary

STATE OF COLORADO)
COUNTY OF DENVER) ss.:

BE IT REMEMBERED that on this 13th day of January, 1968, personally came before me, a Notary Public for the County and State aforesaid, EARL F. CROSS, President, and ROBERT A. WHERRY, Secretary of GWS COMPANY, a corporation of the State of Delaware, and they duly executed said certificate before me and severally acknowledged the said certificate to be their act and deed and the act and deed of said corporation and the facts stated therein are true; that the signatures of the said officers are in the handwriting of each of said officers respectively; and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public

My Commission expires July 27, 1968

ROBERT A. SAFE
NOTARY PUBLIC
STATE OF COLORADO