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State of Idaho

Department of State

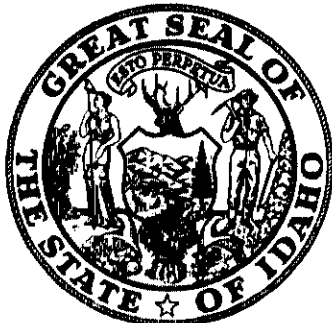
CERTIFICATE OF INCORPORATION OF

TWIN FALLS COUNTY BEET GROWERS ASSOCIATION, 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 TWIN FALLS COUNTY BEET GROWERS ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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 14, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

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SEC. OF STATE
ARTICLES OF INCORPORATION
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OF

TWIN FALLS COUNTY BEET GROWERS ASSOCIATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is *Twin Falls County Beet Growers Association, Inc.*

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Kimberly, County of Twin Falls, State of Idaho. The address of the initial registered office is 604 Washington Street, Kimberly, Idaho 83341 and the name of the initial registered agent at this address is Henry G. Sievers.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To improve the quality of beets grown in Twin Falls County; to improve the efficiency of growing practices, the delivery of the beets to processors, and the prevention or spread of detrimental diseases to beet crops or ground; to better the conditions under which growers operate by such activities as promoting and participating in

research to improve growing practices, and negotiating uniform contracts on behalf of growers with processors or other entities to improve the efficiency of beet growing in Twin Falls County; and to communicate with and cooperate with other entities similar to this corporation to better the conditions under which all beet growers operate; provided that it is not the purpose of the corporation to profit from its activities.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets 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 V hereof. 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 Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person involved in beet growing in Twin Falls County, Idaho, may become a member of the Corporation upon payment of the annual dues and any assessments fixed by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of directors shall be fixed by the By-laws. Other than the Directors constituting the

initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Granville Eckert
4793 N 700 East
Buhl, Idaho 83316
543-5989

Mel Harder
305-B E 5400 North
Hagerman, ID 83332
837-4781

Derek Cantrell
4578 N 1600 East
Buhl, Idaho 83316
543-4704

Herman Osterkamp
3732 N 2500 East
Twin Falls, ID 83301
733-8442

Jerry Mai
3734 N 2300 E
Filer, ID 83328
326-4175

Henry G. Sievers
604 Washington Street
Kimberly, ID 83341
423-5017 (home)
or 3619 N 3400 East
Kimberly, ID 83341
423-4755 (shop)

H. Dale Peterson
23965 US Hwy. 30
Murtaugh, ID 83344
432-5217

ARTICLE IX. MEMBERSHIP DUES.

Membership dues or assessments may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such dues or assessments. The Board of Directors is authorized to fix the amount of dues or assessments from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors

may prescribe. In the manner and to the extent prescribed by the Board of Directors, the Board of Directors is authorized to assess new members amounts which could have been previously assessed if the new member had been a member from the time of the first assessment made by the Board on any member.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of and limitations on the Corporation as set out in these Articles and as required of an organization which is tax exempt under the Internal Revenue Code of 1986, as amended.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is:

Henry G. Sievers
604 Washington Street
Kimberly, Idaho 83341
(208) 423-5017

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 10th day of September, 1993.


Henry G. Sievers

STATE OF IDAHO

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) ss.

County of Twin Falls

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On this 10th day of September, 1993, before me, the undersigned, a notary public in and for said county and state, personally appeared Henry G. Sievers, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO

Residing at: Twin Falls

My Commission Expires: 9-20-94

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