

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

HIGH COUNTRY POTATO, INC.

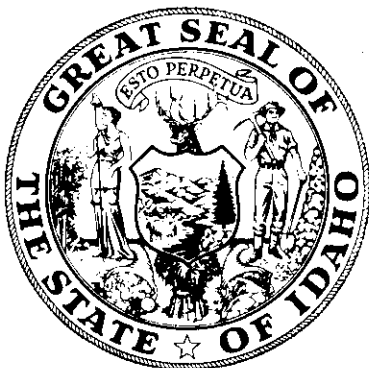
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HIGH COUNTRY POTATO, INC.

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: **May 2, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

HIGH COUNTRY POTATO, INC.

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

ARTICLE I

The name of the corporation shall be High Country Potato, Inc.

ARTICLE II

The purposes for which said corporation is formed are:

A. To engage in the business of buying and selling potatoes and other fresh produce including the operation of a fresh potato packing shed.

B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The address of the Corporation's initial registered office shall be 3111 Hartert, Idaho Falls, County of Bonneville, State of Idaho and the name of its initial registered agent at such address is Wayne Steele.

ARTICLE V

The capital stock of the Corporation shall be one thousand (1,000) shares of common stock, without a par value. The capital stock of the Corporation shall not be assessable.

ARTICLE VI

The name and address of each incorporator is:

Keith Cornelison
Route 2, Box 166
St. Anthony, Idaho 83445

Ronald Olsen
Route 2, Box 285
Idaho Falls, Idaho 83401

Wayne Steele
3111 Hartert
Idaho Falls, Idaho 83401

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:

Keith Cornelison
Route 2, Box 166
St. Anthony, Idaho 83445

Ronald Olsen
Route 2, Box 285
Idaho Falls, Idaho 83401

Wayne Steele
3111 Hartert
Idaho Falls, Idaho 83401

ARTICLE VIII

Provisions denying preemptive rights are: None

ARTICLE IX

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

DATED this 25th day of April, 1983.


Keith Cornelison

Ronald Olsen
Ronald Olsen
Wayne Steele
Wayne Steele

INCORPORATORS

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 25th day of April, 1983, before me, the undersigned, a Notary Public, in and for said state, personally appeared KEITH CORNELISON, RONALD OLSEN and WAYNE STEELE, known or identified to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they 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.

(seal)

Charles A. Hines
Notary Public for Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: Jan-1985