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ARTICLES OF INCORPORATION**OF****J. R. SIMPLOT COMPANY FOUNDATION, INC.**

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

ARTICLE I. NAME

The name of the corporation is:

J. R. Simplot Company Foundation, 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 Boise, County of Ada, State of Idaho. The address of the initial registered office is 999 Main Street, Suite 1300, Boise, Idaho, 83702, and the name of the initial registered agent at this address is Ronald N. Graves.

ARTICLE V. PURPOSES

The corporation is organized for the following purposes:

- A. The corporation is organized for charitable, scientific, religious or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to

organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

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 therefore, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 distributions in furtherance of the purposes set forth in Article V. No substantial part of the activities of the corporation may consist of carrying on propaganda or attempting to influence legislation. The corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine.

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.

The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

References in this Article to the Internal Revenue Code include the Internal Revenue Code of 1986, as amended, or any future federal tax code, and references to a section of the Internal Revenue Code include any corresponding section of any future federal tax code.

ARTICLE VII

The corporation shall have no members.

ARTICLE VII 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. The actual number of directors shall be fixed by the Bylaws of the Corporation.

The names and addresses of the individuals who will constitute the first Board of Directors and who will serve until their successors are elected and qualified are:

Don J. Simplot	999 Main Street, Suite 1300 Boise, Idaho 83702
Gay C. Simplot	999 Main Street, Suite 1300 Boise, Idaho 83702
Scott R. Simplot	999 Main Street, Suite 1300 Boise, Idaho 83702
John Edward Simplot	999 Main Street, Suite 1300 Boise, Idaho 83702
Stephen A. Beebe	999 Main Street, Suite 1300 Boise, Idaho 83702

ARTICLE VII

The names and addresses of the incorporator is:


J. R. Simplot Company
999 Main Street
Suite 1300
Boise, Idaho 83702

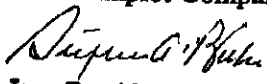
ARTICLE VIII

Upon dissolution the assets shall be distributed to the J. R. Simplot Foundation, Inc. if it is then in existence.

Dated this 29th day of March, 2000.

Attest:


Secretary

J. R. Simplot Company

Its President and CEO