

ARTICLES OF INCORPORATION
OF
UNITED POTATO GROWERS AT LARGE, INC.

2005 MAY -2 AM 10:15

STATE OF IDAHO

Pursuant to the Idaho Nonprofit Corporation Act § 30-3-17, the Articles of Incorporation of United Potato Growers At Large, Inc., an Idaho cooperative are as follows:

ARTICLE I.
NAME

The name of this corporation is United Potato Growers At Large, Inc. (the "Cooperative").

ARTICLE II.
DURATION

The duration of this Cooperative is perpetual.

ARTICLE III.
PURPOSES AND POWERS

Section 1. Purposes. The purposes of this Cooperative shall be to operate as a Capper-Volstead Marketing Agency in Common, to stabilize potato prices and supplies in the states in which it operates and to work with similar cooperatives in other states having similar purposes

Section 2. Powers. This Cooperative shall have all the powers, privileges and rights conferred on cooperative corporations by the laws of the State At Large, including without limitation all powers necessary or convenient to affect any or all of the purposes for which this Cooperative is organized.

Section 3. Limitations. This Cooperative shall not provide services for nonmembers in an amount the value of which exceeds the value of the services provided for members.

ARTICLE IV.
CAPITAL STOCK

Section 1. Authorized Capital. This Cooperative is authorized to issue the following shares of capital stock:

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(a) One Thousand (1,000) shares of Common Stock having a par value of one dollar (\$1.00) per share; and

(b) One Hundred Thousand (100,000) shares of Preferred Stock having no par value.

Section 2. Membership Stock; Common Stock. This Cooperative is organized with membership stock. The Common Stock of this Cooperative shall be the only class of voting stock. Members of this Cooperative shall be required to own one share of Common Stock. Common Stock shall only be issued to and held by agricultural producers, or cooperative associations composed of agricultural producers, that are eligible for membership and have been approved as members of this Cooperative by its Board of Directors. For purposes of the Articles of Incorporation and the Bylaws of this Cooperative, the term "agricultural producers" shall mean and include individuals, partnerships, business corporations, cooperative associations, or other entities that are actually engaged in the production of agricultural products, and cooperative associations of such agricultural producers. Individuals or entities that are tenants on land used for the production of agricultural products and lessors of such land who receive as rent part of the produce of such land shall be considered to be actually engaged in the production of agricultural products. Holders of Common Stock shall be entitled to vote in the affairs of this Cooperative in accordance with the Bylaws. Holders of Common Stock shall not transfer their shares without the prior approval of the Board of Directors. No dividends shall be paid on Common Stock. The Common Stock may be redeemed as provided in the Bylaws of the Cooperative.

Section 3. Preferred Stock.

(a) The holders of Preferred Stock shall not be entitled to receive any dividends through ownership of such stock, although holders shall be entitled to any patronage refunds arising out of potatoes delivered as a result of owning Preferred Stock; and

(b) The holders of Preferred Stock shall be eligible for benefits conferred upon such Preferred Stock by the Board of Directors and/or the Bylaws from time to time including growing and marketing rights.

ARTICLE V.
FIRST LIEN

The Cooperative shall have a first lien on all Common Stock and patronage credits or equities, for all indebtedness of the respective holders to the Cooperative. The Cooperative shall also have the right, exercisable at the option of the Board of Directors, to set off such indebtedness against the amount of capital stock, patronage credits or equities, or other interests standing on its books; provided, however, that nothing contained herein shall give the owners of capital stock, patronage credits or equities, or other interests any right to have such a set off made.

ARTICLE VI.
DISSOLUTION

In the event of any dissolution or liquidation of this Cooperative, whether voluntary or involuntary, and after all debts and liabilities of this Cooperative have first been paid according to their respective priorities, the remaining assets will be distributed in the following manner and order of preference:

- (a) Holders of all Common Stock shall receive the par value of their shares of stock on a pro rate basis;
- (b) The holders of all capital other than Common Stock, furnished through patronage shall receive a distribution of assets without priority on a pro rata basis based on the patronage records of the Cooperative at the time of dissolution; and
- (c) Any remaining assets shall be distributed on a pro rata basis to the holders of Preferred Stock.

ARTICLE VII.
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the principal office and the registered office of this Cooperative is 6109 S. Yellowstone Highway, Idaho Falls, Idaho 83402. The name of the registered agent of this Cooperative, whose business office is identical to such registered office, is Jerry Wright.

ARTICLE VIII.
INCORPORATORS

The following are the incorporators of the Cooperative:

Jerry Wright	6109 S. Yellowstone Highway Idaho Falls, ID 83402
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ARTICLE IX.
BOARD OF DIRECTORS

Section 1. Board of Directors. The business and affairs of this Cooperative shall be managed by a Board of Directors consisting of such number of directors as shall be fixed in the manner provided in the Bylaws. The members of the Board of Directors will hold office until their successors have been elected and have taken office.

Section 2. First Board of Directors. The names and post office box or street addresses, either residence or business, of the first Board of Directors of this Cooperative are as follows:

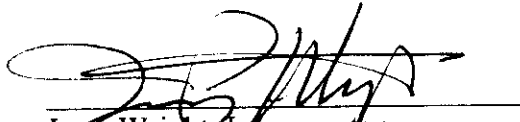
<u>Name</u>	<u>Address</u>
Albert Wada	1385 W. Hwy. 39, Pingree, ID 83262
Mike Cranney	1300 South 503 West, Oakley, ID 83346
David Beesley	Box 277, Ucon, ID 83454

Election and terms of office of Directors shall be as set forth in the Bylaws.

ARTICLE X.
AMENDMENT OF ARTICLES OF INCORPORATION

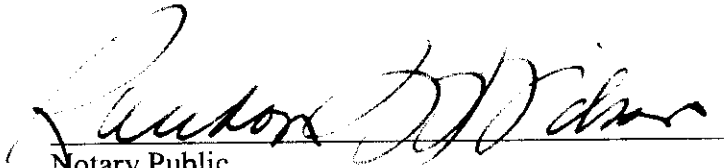
These Articles of Incorporation may be amended in the manner provided by Idaho law.

IN WITNESS WHEREOF, the undersigned incorporator of United Potato Growers At Large, Inc. an Idaho cooperative, has executed these Articles of Incorporation as of this 28 day of April, 2005.


Jerry Wright, Incorporator

STATE OF UTAH)
COUNTY OF Salt Lake : ss.

On the 28th day of April, 2005, personally appeared before me Jerry Wright, incorporator of United Potato Growers At Large, Inc., who duly acknowledged to me that he executed the attached Articles of Incorporation of United Potato Growers At Large, Inc. and acknowledged that it is the good faith intention of the incorporator of said Cooperative to commence and carry on the business of said Cooperative in accordance with the attached Articles of Incorporation.


Notary Public

