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SECRETARY OF STATE
STATE OF IDAHO

**CERTIFICATE OF MERGER
OF
CHS-BLACKFOOT, INC.
AND
BINGHAM COOPERATIVE, INCORPORATED**

CHS-BLACKFOOT, INC., a business corporation duly organized and existing under the laws of the State of Idaho, whose principal office is located at 5500 Cenex Drive, Inver Grove Heights, Minnesota 55077, and Bingham Cooperative, Incorporated, a business corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at 477 West Highway 26, Blackfoot, Idaho 83221, do hereby adopt the following Articles of merger for the purpose of merging both entities into one corporation pursuant to the provisions of Section 30-1-74 Idaho Code:

Article 1. The name of the surviving association will be CHS-Blackfoot, Inc. The name of the association whose existence shall cease is Bingham Cooperative, Incorporated, 477 West Highway 26, Blackfoot, Idaho 83221.

Article 2. The Articles of Incorporation for CHS-Blackfoot, Inc. shall be the articles of incorporation for the surviving association.

Article 3. The period of duration of CHS-Blackfoot, Inc. is perpetual.

Article 4. The Plan of Merger was duly approved by the Board of Directors of CHS-Blackfoot, Inc. at a meeting duly called and held on August 21, 2006 and by the members of Bingham Cooperative, Incorporated held on February 20, 2006. The Plan of Merger has been approved, adopted, certified and executed by each of the constituent corporations. The executed Plan of Merger is on file at the principal place of business of CHS-Blackfoot, Inc. at 5500 Cenex Drive, Inver Grove Heights, Minnesota 55077.

Article 5. A copy of the Plan of Merger will be furnished by CHS-Blackfoot, Inc. on request, and without cost, to any member or stockholder of any constituent association or corporation.

Article 6. The number of outstanding shares of common stock of CHS-Blackfoot, Inc., entitled to vote is 1,000. The number of shares of CHS-Blackfoot, Inc., voting for the plan of merger was 1,000 and the number of shares of CHS-Blackfoot, Inc., voting against the plan of merger was zero.

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Article 7. The number of members of Bingham Cooperative, Incorporated in attendance on February 20, 2006 was 75 and which said number constituted a quorum. The number of members of Bingham Cooperative, Incorporated voting for the Plan of Merger was 71 and the number of members of Bingham Cooperative, Incorporated voting against the Plan of Merger was 4. A copy of the Plan of Merger is attached hereto.

Article 8. The Articles of Incorporation and Bylaws of CHS-Blackfoot, Inc. authorize the Officers to enter into a merger with other cooperatives and the vote of the shareholders is not required.

Article 9. The merger shall be effective immediately upon filing the Articles of Merger with the Secretary of State of the State of Idaho.

Executed this 24th day of August, 2006, by Bingham Cooperative, Incorporated.

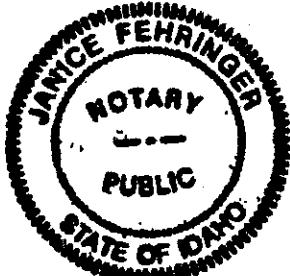
**BINGHAM COOPERATIVE,
INCORPORATED**

By: Allen R. Young
Its President

ATTEST:

Jamie Leach
Its Secretary

Allen Young and LaMar Isaac, being first duly sworn, state that they are the President and Secretary of Bingham Cooperative, Incorporated, and that they have read the foregoing Articles of Merger and know the contents thereof, and verily believe the statements made therein to be true.



Subscribed and sworn to before me this 24 day of August, 2006.

Janice Fehringer

Executed this 21st day of August, 2006 by CHS-Blackfoot, Inc. at Inver Grove Heights, Minnesota.

CHS-BLACKFOOT, INC.

By: J. McElroy
Its President

ATTEST:

Janice C. Fehringer
Secretary/Treasurer

John McEnroe and Laurence C. Lenertz, being first duly sworn, state that they are the President and Secretary/Treasurer of CHS-Blackfoot, Inc. and that they have read the foregoing Articles of Merger and know the contents thereof, and verily believe the statements made therein to be true.

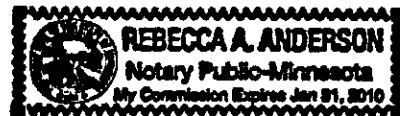
By: J. McEnroe
President

By: Laurence C. Lenertz
Secretary/Treasurer

Subscribed and sworn to before me
this 21st day of August, 2006.

Rebecca A. Anderson

ArtBingham



**AGREEMENT AND PLAN OF MERGER
OF
CHS-BLACKFOOT, INC.
AND
BINGHAM COOPERATIVE, INCORPORATED**

THIS AGREEMENT, made this 24th day of August, 2006, by and between CHS-Blackfoot, Inc. ("CHS-Blackfoot"), whose principal office is located at 5500 Cenex Drive, Inver Grove Heights, Minnesota 55077 and Bingham Cooperative, Incorporated ("Company"), whose principal office is located at 477 West Highway 26, Blackfoot, Idaho 83221.

WHEREAS, The Board of Directors of CHS-Blackfoot and Company deem it desirable and in the best interest of both entities and their respective members, that Company, be merged into CHS-Blackfoot, a Idaho cooperative association, under the laws of the State of Idaho.

NOW, THEREFORE, for the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the entities agree, pursuant to the statutes pertaining thereto, that Company shall be merged into CHS-Blackfoot, as a single cooperative; and the parties hereto agree and prescribe to the following terms and conditions of such merger, as well as the terms and conditions of the Transaction Agreement, dated as of March 27, 2006 by and among Company, CHS Inc. ("CHS") and CHS-Blackfoot, relating to the merger contemplated by this Plan of Merger (the "Transaction Agreement") and the method of carrying it into effect as follows:

Article 1. SURVIVING COOPERATIVE: Company shall be merged into CHS-Blackfoot, a Idaho cooperative, and the cooperative existence of Company shall cease, and the cooperative existence of CHS-Blackfoot, the surviving cooperative, shall possess all the rights, privileges, powers, franchises and be subject to all the restrictions, disabilities, and duties of each of the constituent entities, and all the singular rights, privileges, powers, and franchises of each of the constituent entities, and all the property, real, personal, and mixed, and all debts due to either of the constituent entities; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving entity as they were of the respective constituent entities; and the title to any real estate, whether vested by deed or otherwise, in either of the constituent entities shall not revert or be in any way impaired by reason of merger; provided, however, that all rights of the creditors and all liens upon any property of either of the constituent entities shall be preserved unimpaired, and all debts, liabilities, and duties of the respective constituent entities shall thenceforth attach to the surviving entity and may be enforced against it to the same extent if such debts, liabilities and duties had been incurred or contracted by the surviving entity.

Article 2. NAME: The name of the surviving corporation shall be CHS-Blackfoot, Inc.

Article 3. DURATION. The period of duration of the surviving cooperative shall be perpetual.

Article 4. PRINCIPAL OFFICE; REGISTERED AGENT: The Principal address of CHS-Blackfoot in the State of Idaho is 477 West Highway 26, Blackfoot, Idaho 83221. Its registered agent in the State of Idaho is C T Corporation System, 300 North 6th Street, Boise, Idaho 83701.

Article 5. BUSINESS PURPOSE: CHS-Blackfoot shall have the business purpose as set forth in its Articles of Incorporation and/or Bylaws, as amended from time to time.

Article 6. ARTICLES OF INCORPORATION AND BYLAWS: The Articles of Incorporation and Bylaws of CHS-Blackfoot, as amended, insofar as not inconsistent with this Plan of Merger, shall be the Articles of Incorporation and Bylaws of the surviving entity following the merger until altered, amended or repealed as therein provided. The Articles of Incorporation of CHS-Blackfoot are attached hereto.

Article 7. OFFICERS: The principal officers of the surviving corporation shall be the existing officers of CHS-Blackfoot.

Article 8. BUSINESS OPERATIONS: After the effective date of the merger, the surviving corporation shall continue to own and will lease to CHS, St. Paul, Minnesota, pursuant to the Transaction Agreement, the fixed assets formerly operated by Company, which will be operated by CHS.

Article 9. TRANSFER AND RETIREMENT OF EQUITY CREDITS AND FUNDS: The capital equities of Company as adjusted pursuant to Sections 3.2 and 7.2 of the Transaction Agreement, will be replaced on a dollar for dollar basis by CHS' capital equity certificates and redeemed in accordance with Section 6.2 of the Transaction Agreement. A copy of the "Description of Capital Equity Certificates of CHS" is attached. Any excess unallocated capital equity/retained earnings of Company will be merged into CHS-Blackfoot.

Article 10. EFFECTIVE DATE OF MERGER: The effective date of this merger shall be effective immediately upon filing the Articles of Merger with the Secretary of State of the State of Idaho.

Article 11. EXECUTION OF DOCUMENTS. From time to time, as and when requested by CHS or CHS-Blackfoot, or by its successors or assigns, Company will execute and deliver, or cause to be executed and delivered all such deeds and other instruments and will take or cause to be taken such other or further action as the surviving entity may deem necessary or desirable in order to vest in and confirm to the surviving entity title to and possession of all its property, rights, privileges, powers and franchises, and otherwise, to carry out the intent and purpose of this agreement.

Article 12. RIGHT TO AMEND, ALTER, CHANGE OR REPEAL: The surviving entity hereby reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in the manner now or hereinafter prescribed by law or by such articles.

IN WITNESS WHEREOF, Company and CHS-Blackfoot, have caused this agreement to be signed in their cooperative names by their respective officers, under the seals of their respective entities.

Dated this 24th day of August, 2006.

**BINGHAM COOPERATIVE,
INCORPORATED**

By: Allen R. Young
Its President

ATTEST:

Lawrence Black

Dated this 21st day of August, 2006.

CHS-BLACKFOOT, INC.

By: John McEnroe
John McEnroe
Its President

ATTEST:

John McEnroe Secretary/Treasurer

DESCRIPTION OF CAPITAL EQUITIES CERTIFICATES OF CHS INC.

Capital Equity Certificates ("Equities") issued by CHS Inc. ("CHS") represent or evidence a dollar amount of the net worth of CHS. Net worth generally means the value of assets less all liabilities. As in the case of most cooperatives, CHS Equities have several key characteristics which distinguish them from capital stock issued in a conventional business corporation. Several of the most significant characteristics are the following:

No Dividends. Dividends are not paid on Equities. As a result, a person holding Equities in CHS will not receive a "return" on the investment.

No Right of Redemption. Equities issued by CHS are redeemed only at the discretion of the Board of Directors. Those persons holding CHS Equities have no right to force a redemption of the Equities by CHS. To the extent that the Board of Directors determines that CHS has accumulated sufficient capital, it may elect to "revolve" or "redeem" outstanding Equities based upon a procedure specified in CHS's Bylaws or other policies established from time to time by the Board of Directors. The actual decision to revolve or redeem Equities remains within the discretion of the Board of Directors.

Limited Transferability. Equities issued by CHS are not transferable by the holder of those Equities without the express approval of the Board of Directors. Even with the approval of the Board of Directors, it is not likely that any market for the Equities will exist. The lack of a market for the transfer of the Equities results in part from the fact that no dividends are paid on the Equities and there is no guarantee that the Equities will be "revolved" or "redeemed" by CHS.

Limited Voting Rights. The right to vote in CHS is limited to those persons or entities who qualify as "members" under the Bylaws of CHS ("non-members" holding equities don't have voting rights). Members of CHS are not given additional voting rights based upon the amount of Equities held by a given member. Therefore, the accumulation of additional Equities will not give a member any additional voting rights in CHS.

**EQUITIES ISSUED BY CHS SHOULD NOT BE VIEWED AS AN
"INVESTMENT" SIMILAR TO THE ACQUISITION OF CAPITAL STOCK OF
A BUSINESS CORPORATION.**