

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

ELWYHEE 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 _____

ELWYHEE GROWERS ASSOCIATION, INC.

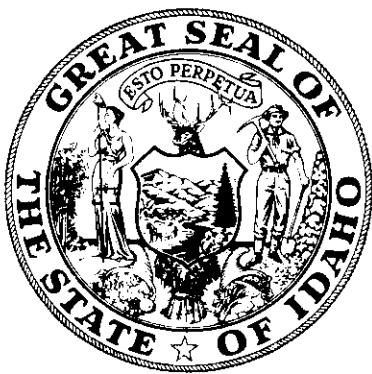
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 December 4, 19 81.

Pete T. Cenarrusa
SECRETARY OF STATE

Pete T. Cenarrusa
Corporation Clerk



ARTICLES OF INCORPORATION

OF

ELWYHEE GROWERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned persons, all of whom are citizens of the United States of America, having attained the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation without capital stock, under and pursuant to the Idaho Nonprofit Corporation Act, and that we do hereby make, acknowledge and declare the following to be our Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Elwyhee Growers Association, Inc.

ARTICLE II

This is a non-profit corporation and none of its income or assets shall accrue to the benefit of any of its members, except as regular salaries, carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended; or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 as amended.

ARTICLE III

The objects and purposes for which this corporation is formed are as follows:

(A) To promote, encourage, and improve farm-labor conditions and relationships; to promote, encourage, and support constructive legislation to solve existing farm-labor problems and improve farm-labor conditions and relationships and to inform and educate the public of existing farm-labor problems and the need to improve existing farm-labor conditions and relationships.

(B) To purchase, own, lease, hold, improve, sell and convey such real property and to construct, lease, and maintain thereon such buildings or other improvements as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho; and to buy, own, lease, improve, sell or convey such other real estate as shall be acquired by this corporation in the conduct of its business and

(C) To purchase, own, hold, vote, sell or hypothecate the stocks and bonds of other corporations and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances or other evidence of indebtedness, ownership, title, or security as may be required by this corporation in the usual and ordinary transaction of its business and purposes.

(D) To borrow money in the name of this corporation in such amounts as the Board of Directors or Trustees may determine and issue as evidence thereof notes, bonds, or other evidence of indebtedness of this corporation, and to secure the payment of the same, when required, by mortgages, trust deeds, pledges, and other conveyances of all or any portion of its property, real or personal.

(E) To enter into any and all contracts and obligations of any type or kind essential, necessary, or proper to the transaction of its ordinary affairs and for the purposes of the corporation.

(F) To carry out the objects and purposes for which this corporation is formed, as principal, agents or otherwise, to the extent as natural persons might do.

(G) To conduct the business of this corporation as herein set out at any place or places within the State of Idaho or in any other state or territory of the United States as the Board of Directors or Trustees may from time to time determine.

(H) It is the intention of the incorporators of this organization that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, except as those powers are limited and restricted by Idaho law; but that said corporation shall have the power to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of its purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named or which shall, at any time, appear conducive or expedient for the protection or benefit of the corporation and this to the same extent and as fully as natural persons might or could do.

(I) This corporation is not formed for profit, but, rather, is formed exclusively for charitable and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

ARTICLE IV

The location and post office address of the registered office and principal place of business of said corporation shall be P. O. Box 616, Mountain Home, Idaho 83647. The registered agent of this corporation shall be Bea Rippe doing business at P. O. Box 616, Mountain Home, Idaho 83647.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

By-Laws not inconsistent with the Articles of Incorporation may be adopted, altered, amended or repealed at any regular meeting of the members, or at any special meeting of the members of the corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, however, a quorum, which shall be as defined in the Idaho Non-Profit Corporation Act, shall be present through members and proxy.

ARTICLE VII

The business of this Association shall be managed by a Board of Directors of six directors, the number, qualification, terms of office, manner of election, powers and duties of such directors shall be such as may be prescribed by these Articles and By-Laws as may from time to time be in force.

ARTICLE VIII

The following named persons shall serve as a Board of Directors until their successors are duly elected and qualified:

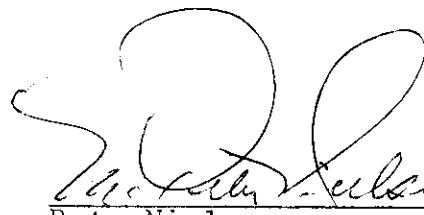
Pete Nielson	P. O. Box 742
Ray Meyers	Mountain Home, Idaho 83647
Mark Theener	Grand View, Idaho 83624
Dave Spencer	Route 1, Box 1260
Jack Streeter	Mountain Home, Idaho 83647
Delbert Schmitt	115 South Second East
	Mountain Home, Idaho 83647
	1220 East Eighth North
	Mountain Home, Idaho 83647

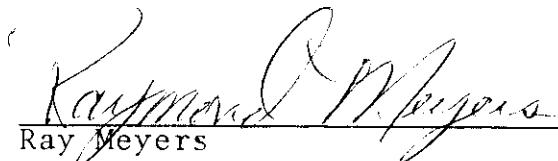
ARTICLE IX

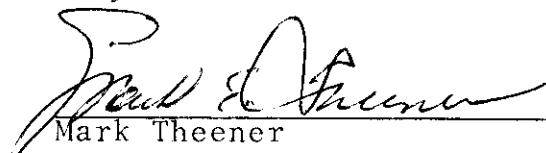
This corporation is authorized to issue certificates of membership to all persons who are interested in the objects and purposes of this corporation. The Board of Directors are authorized, as directed by the By-Laws, to require consideration, if any, shall be used for the purpose of carrying out the objects and purposes of this corporation as set forth herein and governed by the By-Laws.

The rights and interest of all members shall be equal and each member shall be entitled to only one certificate of membership.

IN WITNESS WHEREOF, We the undersigned, for the purposes of forming this corporation under the statutes of the State of Idaho, have executed these Articles of Incorporation on this 24th day of August, 1981.


Pete Nielson
Pete Nielson


Ray Meyers
Ray Meyers


Mark Theener
Mark Theener


Dave Spencer
Dave Spencer

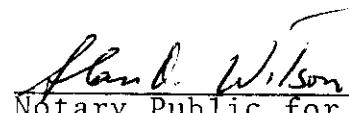

Jack Streeter
Jack Streeter


Delbert Schmitt
Delbert Schmitt

STATE OF IDAHO)
)
County of Elmore) ss.

On this 24th day of August, 1981, personally appeared before me, the undersigned, a Notary Public in and for said State, Pete Nielson, Ray Meyers, Mark Theener, Dave Spencer, Jack Streeter, and Delbert Schmitt, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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


Clark Wilson
Notary Public for Idaho
Residing at Mountain Home, Idaho
My Commission expires: May 30, 1984