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AMENDED AND RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

TWIN FALLS COUNTY

BEET GROWERS ASSOCIATION, INC.

Pursuant to Section 30-3-93 of the Idaho Nonprofit Corporation Act (the "Act"), Twin Falls County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation (the "Corporation"), certifies as follows:

1. **Name.** The name of the Corporation was Twin Falls County Beet Growers Association, Inc., but it has been changed to Twin Falls County Sugarbeet Growers Association, Inc.


2. **Amendment and Restatement of Articles.** The Corporation's Amended and Restated Nonprofit Corporation Articles of Incorporation ("*Amended and Restated Articles*") are attached hereto and incorporated herein by reference. The Amended and Restated Articles consolidate all amendments to the Corporation's original Articles of Incorporation ("*Original Articles*") into a single document. The Amended and Restated Articles supersede the Original Articles and all prior amendments thereto.

3. **Date of Adoption.** The Amended and Restated Articles were adopted effective as of December 7, 2011.

4. **Approval.** The Amended and Restated Articles were duly approved by the board of directors and members of the Corporation in the manner required by the Act and by the Original Articles and any prior amendments thereto. The total number of members entitled to vote was 51, the total number of members that voted for each amendment was 51, and the total number of members that voted against each amendment was 0.

TWIN FALLS COUNTY SUGARBEET
GROWERS ASSOCIATION, INC.

December 7, 2011

By: 
Its President

2103361

TWIN FALLS COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Amended and Restated Articles of Incorporation

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation ("*Articles*"):

ARTICLE I NAME AND ADDRESS

The name of the corporation is Twin Falls County Sugarbeet Growers Association, Inc. ("*Corporation*"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

ARTICLE II PURPOSE

The Corporation is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("*Code*"). In accordance with the foregoing, the Corporation will pursue the following purposes:

- (1) To promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets;
- (2) To propose, support or oppose legislation related to the sugarbeet industry;
- (3) To promote and participate in research to improve sugarbeet growing practices;
- (4) To foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate;
- (5) To help coordinate the efficient management of sugarbeet receiving stations and the disposition of tare dirt; and
- (6) To transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act which are consistent with and in furtherance of the purposes for which this Corporation is organized.

ARTICLE III LIMITATION UPON ACTIVITIES

The Corporation is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(5) of the Code. Notwithstanding any other provision of these Articles, no

part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(5) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERS

The Corporation shall have members who shall have such rights as are provided in the bylaws of the Corporation that are consistent with the Act and the management authority that these Articles grant the board of directors of the Corporation. The bylaws of the Corporation shall establish criteria or procedures for the admission of members and the consideration required for admission as members.

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(5) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII
DIRECTORS**

The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Granville Eckert	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Matt Nail	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Roger Stutzman	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Larry Hollifield	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Mark Henslee	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

No director or uncompensated officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director or officer, and no director or officer of the Corporation shall be liable to the Corporation or other person for any action taken or not taken as a director or officer if the director or officer acts in compliance with the standards of conduct for officers set forth in the Idaho Nonprofit Corporation Act; provided, however, that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under Idaho Nonprofit Corporations Act. No amendment to the Idaho Nonprofit Corporations Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omissions that occur prior to the effective date of the amendment.

**ARTICLE IX
INDEMNIFICATION**

Within the restrictions imposed by Article III, the Corporation shall indemnify to the fullest extent not prohibited by law any current or former director who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the board of directors or other document or arrangement.

**ARTICLE X
REGISTERED AGENT**

The address of the Corporation's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation's initial registered agent at that location is The Amalgamated Sugar Company LLC.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Granville Eckert
Twin Falls County Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

DATED: December 7, 2011.


Granville Eckert