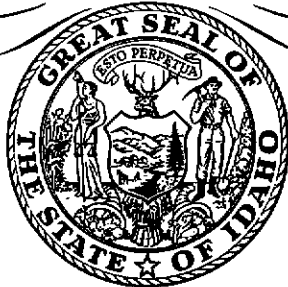


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

#### IDAHO POTATO PACKERS CORP. OF IDAHO

was filed in the office of the Secretary of State on the **first** day of **July**, A.D. One Thousand Nine Hundred **Fifty-Nine**, and duly recorded on Film No. **107** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Twin Falls**, in the County of **Twin Falls**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **first** day of **July**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
IDAHO POTATO PACKERS CORP. OF IDAHO

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Business Corporation Act of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is

IDAHO POTATO PACKERS CORP. OF IDAHO

SECOND: The purposes and objects for which the corporation is formed are:

To buy, produce or otherwise acquire, hold, own, import, export, process, sell, distribute, package, warehouse, store and otherwise deal in and with potatoes and any and all kinds or types of natural food products, and, without restricting the generality of the foregoing, to grow, buy, manufacture, prepare, process, pack, store, refrigerate, sell, distribute or deal in any and all kinds of products, derivatives and by-products thereof and other food and food products, and to manufacture and deal in cans, glassware, packages and containers of any description whatsoever; chemicals, pharmaceuticals and each and every component and raw materials of any and all of the aforesaid articles or commodities.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the registered office of the corporation is c/o Leland Black, P.O. Box 627, City and County of Twin Falls, Idaho.

FIFTH: The total authorized number of shares that the corporation is authorized to issue is thirty (30) shares of capital stock without nominal or par value.

Without action by the stockholders, the shares of stock without par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

SIXTH: The names and post-office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Names</u>	<u>Post-Office Addresses</u>	<u>No. of Shares</u>
Garvin P. Kiernan	50 Broad Street New York 4, N. Y.	10
John E. Quinn	50 Broad Street New York 4, N. Y.	5
Edward Maag, Jr.	50 Broad Street New York 4, N. Y.	5

SEVENTH: The directors shall have the power to repeal and amend the by-laws and adopt new by-laws of the corporation, provided, however, that the directors shall not make or alter any by-law fixing their qualification, classification, term of office or compensation.

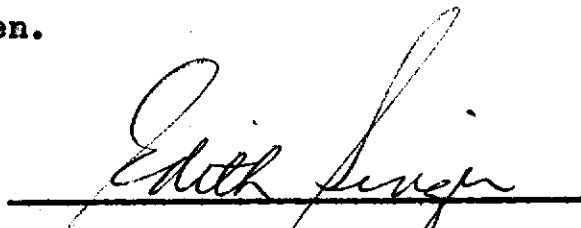
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of June, 1959.

Garvin P. Kiernan (L.S.)  
John E. Quinn (L.S.)  
Edward Maag, Jr. (L.S.)

STATE OF NEW YORK     }  
COUNTY OF NEW YORK   }   SS.:

On the 18th day of June, in the year 1959 before me Edith Singer, a Notary Public in and for said State, personally appeared Garvin P. Kiernan, John E. Quinn and Edward Maag, Jr., to me known to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

A handwritten signature in cursive script, reading "Edith Singer", is written over a horizontal line.

EDITH SINGER  
Notary Public, State of New York  
No. 24-3684965  
Qualified in Kings County  
Cert. filed with New York Co. Clerk  
Commission Expires March 30, 1961