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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF
NATURE'S BEST PRODUCE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, a citizen and resident of the United States of America, over the age of eighteen years, do by these presents, form a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

I HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I

NAME

This Corporation shall be known as "NATURE'S BEST PRODUCE, INC.".

ARTICLE II

DURATION

The term and existence of this Corporation shall be perpetual.

ARTICLE III

OBJECTS AND PURPOSES

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

- (a) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.
- (b) Without limiting the purposes for which this Corporation is formed,

IMMO SECRETARY OF STATE

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ARTICLES OF INCORPORATION OF NATURE'S BEST PRODUCE, INC. - 1

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it shall include the acquisition and operation of potato packing facilities, together with the marketing and sale of produce and all related business activities.

(c) To engage in any commercial, industrial, or agricultural enterprise, calculated or designed to be profitable to this Corporation, and in conformity with the laws of the State of Idaho, or such other place or places and states in which the Corporation may, from time to time, conduct its business.

(d) Purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements, or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of this Corporation, and to enter into, make, perform, and carry out contracts of every sort and kind, with any person, or entity, including the right to become a partner or acquire an interest in a joint venture, and to acquire and take over the good will, property, rights, franchises, and assets of every kind, and liabilities of any person, firm, association or corporation, either wholly or in part, and to pay for the same in cash, stocks, bonds of the corporation or otherwise.

(e) To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or of any foreign country, a corporation, or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which this Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(f) To do all and every thing necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms, or individuals, and to do every other act, or acts, thing, or things, incidental or pertinent to or growing out of, or connected with the foregoing objects or purposes, or any part or parts thereof, provided the same be ~~not~~ inconsistent with the laws under which this Corporation is organized.

(g) The Provisions of these Articles shall be construed as purposes and powers, and each as an independent purpose and power in furtherance of, and not in limitation of, the powers which the Corporation may have under present or future laws of the State of Idaho, and in such states as the Corporation may, from time to time, do business.

(h) To have and to exercise all rights and powers from time to time granted to a corporation by law.

ARTICLE IV

LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this Corporation is 300 East 1600 North, Rupert, Idaho 83350; the post office address is 300 East 1600 North, Rupert, Idaho 83350; the Registered Agent of this Corporation shall be Steven D. Young, 300 East 1600 North, Rupert, Idaho 83350.

ARTICLE V

CORPORATE STOCK

The total number of shares which the Corporation is authorized to issue is 10,000 shares of stock at no par value per share.

<u>TYPE</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Common	10,000	No par value

No sale or transfer of stock may be made without a prior offer in writing to the remaining stockholders in the same proportion as their shareholdings, and at the same price, terms and conditions on which the perspective transfer is predicated.

~~All stock, when fully paid, shall be non-assessable.~~

The Corporation may purchase its own stock.

ARTICLE VI

INCORPORATORS

The names and post office addresses of the incorporators are as follows:

NAME

ADDRESS

Steven D. Young

300 East 1600 North
Rupert ID 83350

ARTICLE VII

BOARD OF DIRECTORS

The initial directors of the Corporation who shall serve until the first election of directors is as follows:

NAME

ADDRESS

Steven D. Young

300 East 1600 North
Rupert ID 83350

Roy M. Young

950 North 600 East
Minidoka ID 83343

The Board of Directors shall consist of one or more members as fixed by, or in the manner provided in, the By-Laws, of the Corporation. The number of directors may be increased or decreased from time to time as provided in the corporate By-Laws.

A majority of the Board of Directors shall constitute a quorum for transacting business, and the act of the majority of said quorum of said Board of Directors shall be the act of the Board.

Directors need not be stockholders of the Corporation.

ARTICLE VIII

DIRECTORS LIABILITY

No director of this Corporation shall be personally liable to the

Corporation or the corporate stockholders for monetary damages resulting from a breach of fiduciary duty as a director of this Corporation, provided that such provision shall not eliminate or limit the liability of a director:

- (a) For any breach of the director's duty of loyalty to the Corporation or its stockholders.
- (b) For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law.
- (c) For any of those liabilities provided under 30-1-48 of the Idaho Code.
- (d) For any transaction from which the director derived an improper personal benefit.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho, then in full force and effect; the power to make, repeal and amend the By-Laws, and adopt new By-Laws, is hereby conferred upon the Directors as well as the shareholders.

ARTICLE X

CONTRACTS

No contact or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, nor the fact that the capital stock of one corporation may be owned, in part, by the other corporation; any director,

individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction and may vote thereon with like force and effect as if he were not interested.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of July, 1998.

Steven D. Young
STEVEN D. YOUNG

STATE OF IDAHO)
) ss.
County of Cassia)

On this 31st day of July in the year 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN D. YOUNG known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Notary Public for Idaho

Residing at Burley

My commission expires on 12-2-98