

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

SCHUTTE POTATO STORAGE, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: April 15, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

SCHUTTE POTATO STORAGE, INC.

The undersigned person in order to form a corporation pursuant to the Business Corporation Act of the State of Idaho, certifies:

ARTICLE I.

The name of this Corporation is: SCHUTTE POTATO STORAGE, INC.

ARTICLE II.

The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III.

The purposes and objects for which this Corporation are formed, and the general powers which this Corporation may exercise are:

- (a) To carry on and conduct a potato storage business.
- (b) To transact any and all lawful business for which a corporation may be incorporated in the State of Idaho.

ARTICLE IV.

Section 1. This Corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock which this Corporation shall be authorized to issue is 100 shares of no par value stock.

Section 2. The common stock of this Corporation shall be non-assessable; and the private property of the shareholders in this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE V.

Section 1. The location and address of the registered office of this Corporation in the State of Idaho shall be Route 1, Eden, Idaho 83325.

Section 2. The registered agent of this Corporation shall be Henry Schutte.

ARTICLE VI.

Section 1. The number of directors constituting the initial Board of Directors shall be one.

Section 2. The name and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry Schutte	Route 1, Eden, Idaho
	83325

ARTICLE VII.

The name and post office address of the incorporator of this Corporation and the number of shares of common stock subscribed by the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Henry Schutte	Route 1 Eden, ID	100

ARTICLE VIII.

Section 1. The activities and affairs of the Corporation shall be managed by a Board of Director. The number of Directors which shall constitute the whole Board shall be as stated in Article VI or as altered from time to time by or in the manner provided in the By-Laws. The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office for such term as the By-Laws may provide or until their successors are respectively elected and qualified. The By-Laws shall specify the Board of Directors necessary to constitute a quorum. The Corporation or Board of Directors may elect such officers as the By-Laws may specify, who shall, subject to the provisions contained herein, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of this Corporation. The officers of the Corporation shall comprise the Executive Committee, which, to the extent provided in the By-Laws, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation. The By-Laws shall specify the number of members of this Corporation necessary to constitute a quorum at any regular or special meeting.

Section 2. A member of the Board of Directors of this Corporation or an officer of this Corporation shall not be

required to be a holder of any of the shares of common stock of this Corporation.

ARTICLE IX.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statutes, and all rights conferred upon members herein are granted subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation this 12th day of April, 1985.

Henry Schutte