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STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
AGRICULTURAL ALLIANCE, INC.

ARTICLE 1

NAME

The name of this cooperative is Agricultural Alliance, Inc.

ARTICLE 2

DURATION

The duration of this cooperative is perpetual.

ARTICLE 3

PURPOSES, POWERS, AND LIMITATIONS

3.1. Purposes: This cooperative is organized pursuant to the provisions of Idaho Code § 22-2601 et. seq. The purposes of this cooperative shall be to engage in any activity in connection with the production, marketing, or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, storing, handling, shipping, or utilization thereof, or the manufacturing or marketing the by-products thereof; or in connection with the purchasing, manufacturing, selling, or supplying to its members of machinery, equipment, or supplies; or in the financing of the above enumerated activities; or in any one or more of the activities specified herein. This cooperative is to be deemed non-profit, in as much as it is not organized to make a profit for itself, as such, or for its members, as such, but only for its members as producers.

3.2. Powers: The cooperative shall have all the powers,

IDAHO SECRETARY OF STATE
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FLETCHER LAW OFFICE
BURLEY, IDAHO

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2 privileges, and rights authorized by the laws of the State of Idaho.

3 3.3. Limitations: The cooperative may do business with
4 nonmembers in an amount not to exceed that done with members. The
5 cooperative shall not market the products of nonmembers in an amount
6 the value which exceeds the value of the products marketed for
7 members. The cooperative shall not purchase supplies and equipment
8 for nonmembers in an amount the value of which exceeds the value of
9 supplies and equipment purchased for members. The cooperative shall
10 not provide services for nonmembers in an amount the value of which
11 exceeds the value of services provided for members.
12

13 ARTICLE 4

14 STOCK

15 The cooperative is authorized to issue one thousand (1,000)
16 shares of common stock having a par value of One Thousand Dollars
17 (\$1,000.00) per share. Members of the cooperative shall be required
18 to own one (1) share of common stock. Stock shall only be issued to
19 and held by agricultural producers, or cooperative associations
20 composed of agricultural producers, that are eligible for membership
21 as provided by the laws of the State of Idaho and have been approved
22 as members of the cooperative by the Board of Directors.
23 "Agricultural producers" are individuals, partnerships, corporations,
24 cooperative associations, or other entities that are engaged in the
25 production of horticultural, viticultural, forestry, dairy,
26 livestock, poultry, bee, and any other farm product, and cooperative
27 associations of such agricultural producers. Tenants on land used
28 for the production of agricultural products or lessors of such land

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3 who receive rent as part of the product of such land shall be
4 considered to be actually engaged in the production of agricultural
5 products. Holders of common stock shall be entitled to vote in the
6 affairs of the cooperative in accordance with the bylaws. Holders of
7 stock shall not transfer their shares without the prior approval of
8 the Board of Directors. Common stock may be redeemed as provided in
9 the bylaws of the cooperative. Common stock shall not be transferred
10 to any person or entity not engaged in the production of agricultural
11 products and such restriction shall be printed upon every Certificate
12 of Stock issued by the cooperative.

13 ARTICLE 5

14 INITIAL BOARD OF DIRECTORS

15 The names and addresses of the persons who shall serve as
16 directors of the cooperative until the first annual meeting of the
17 stockholders or until their successors are elected and qualify are:

18 William K. Mendenhall
19 P.O. Box 307
Burley, Idaho 83318

Craig Larson
335 West 200 South
Burley, Idaho 83318

20 Larry Adams
21 1450 West 1000 South
22 Murtaugh, Idaho 83344

LaMar Sanders
549 West 800 South
Burley, Idaho 83318

23 Michael W. Cranney
24 1300 South 503 West
Oakley, Idaho 83346

25 ARTICLE 6

26 REGISTERED AGENT AND REGISTERED OFFICE

27 The registered office of this cooperative is 2500 South Overland
28 Avenue, Suite #5, Burley, Idaho 83318. The name of the registered

agent at that address is William K. Mendenhall.

ARTICLE 7

DISSOLUTION

In the event of dissolution or liquidation of the cooperative, voluntarily or involuntarily, after all debts and liabilities of the cooperative have been paid, the remaining assets will be distributed as follows:

7.1. First, outstanding capital credits shall be retired without priority on a pro rata basis to the members to whom they are allocated on the books of the cooperative before any payments are made on account of property rights of members.

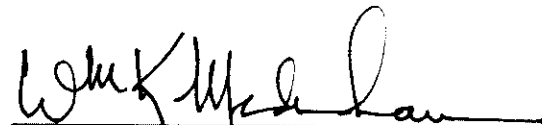
7.2. Any remaining assets of the cooperative shall be distributed among the members in the proportion which the interest of each member bears to the total interest of all members as shown by the records of the cooperative.

ARTICLE 8

INCORPORATOR

The incorporator of the cooperative is William K. Mendenhall and his address is P.O. Box 307, Burley, Idaho 83318.

DATED this 13 day of April, 1999.


William K. Mendenhall