

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

RE'-IDA, INC.

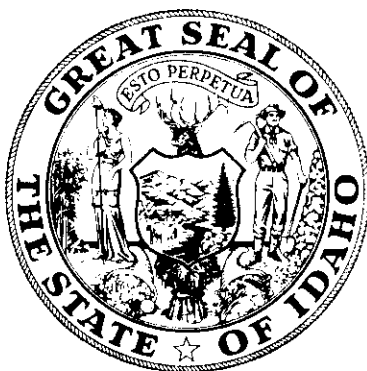
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

RE'-IDA, INC.

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 21, 1982**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

RE'-IDA, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I.

The name of the corporation is RE'-IDA, INC..

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized is to generally conduct agricultural business which shall include, but not be limited to, sowing, growing and marketing certied seed potatoes, and to generally, without limitation, engage in and undertake all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED (500) shares of common stock with no par value.

ARTICLE V.

There shall be no provisions denying pre-emptive rights of shareholders.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are:

1. All decisions of the shareholders or the Board of Directors shall be by a majority of a valid quorum as defined by the bylaws.
2. The Board of Directors shall serve without compensation; however, this shall not prevent members of the Board of Directors from being reimbursed for reasonable and necessary expenses expended on behalf of the corporation which were either approved in advance by the Board of Directors, or ratified by the Board of Directors after the fact; however, this shall not be construed so as to prevent the corporation from hiring a member of the Board of Directors as an employee and compensating him for such services.

#### ARTICLE VII.

The mailing address of the office of the corporation is:

Post Office Box 57  
Arco, Idaho 83213

and, the name of its initial registered agent and his street address is:

( Neil King  
1710 Overland Avenue  
Burley, Idaho 83318, )

and his mailing address is:

Post Office Box 1204  
Burley, Idaho 83318

#### ARTICLE VIII.

The number of directors constituting the initial Board of Directors of the corporation is four (4). The number of directors may be altered by the bylaws or by amendment to the bylaws. The names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Roger Totten

Arco, Idaho  
83213

Warren Shillington

Pole Line Road East  
Twin Falls, Idaho 83301

Thomas A. Rudy

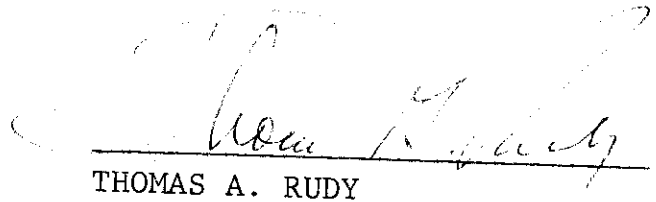
200 Churchill Drive  
Burley, Idaho 83318

Dexter Douglas

Arco, Idaho  
83213

The name and address of the incorporator is: Thomas A.  
Rudy, 200 churchill drive, Burley, Idaho 83318.

DATED this 2nd day of April, 1982.

  
THOMAS A. RUDY