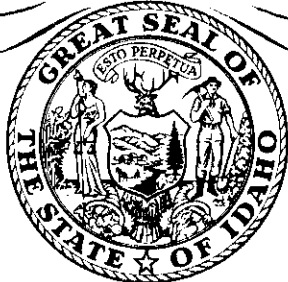


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

POTATO MARKETING ASSOCIATION OF NORTH AMERICA, INC.

was filed in the office of the Secretary of State on the 1st day of December, A.D. One Thousand Nine Hundred Seventy-seven and is duly recorded on ~~Film No.~~ will be microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 22-2608, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation by the name stated in the articles for 50 years from the date hereof, with its registered office in this State located at Blackfoot, Idaho in the County of Binghan, Idaho, and as such are entitled to all the rights and privileges granted to, and subject to the limitations and requirements of a Cooperative Marketing Association, as provided in said Chapter 26 of Title 22, Idaho Code.

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 1st day of December, A. D., 19 77 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

POTATO MARKETING ASSOCIATION OF NORTH AMERICA, INC.

* * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America and of Canada and each over the age of twenty-one years, do by these presents voluntarily associate ourselves together for the purpose of forming a non-profit cooperative association, without capital stock and under the provisions of Chapter 26 of Title 22 of the Idaho Code, and all laws amendatory thereof and supplemental thereto, and do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose, as follows:

ARTICLE I

NAME OF COOPERATIVE ASSOCIATION

The name of this cooperative association shall be, and is, POTATO MARKETING ASSOCIATION OF NORTH AMERICA, INC.

ARTICLE II

PURPOSE

The purposes of the association are as follows:

First: To gather marketing information including acreages, inventories, price, etc. and disseminate that information to the members for their use in marketing potatoes or other crops. To aid each other in bargaining with processors and other buyers with information, terms and contracts and to be mutually available to aid members in any way.

Second: To engage in any activity in connection with the growing, marketing, selling, bargaining for sale, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling or utilization of any potatoes produced or delivered to it by its members; or the manufacturing or marketing of the by-products thereof; or any activity in connection with the purchase, hiring, or use by its members of supplies, machinery or equipment, or in the financing of any such activities; or in any one of the activities specified in this section.

Third: To make and execute marketing contracts between the Association and its members requiring the members to sell for periods of time not over ten (10) years all or any specified part of their products or specified commodities exclusively to or through the Association, or any facilities to be created by the Association and to borrow money for the purpose of operation, including making advances to members.

ARTICLES OF INCORPORATION, page 1

Fourth: To act as the agent or representative of any member or members in any of the above-mentioned activities;

Fifth: The association shall have the power to deal in products owned by non-members but never in an amount greater in value than such as are handled by it for members.

Sixth: To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to or expedient for the interest or benefit of the Association; and contract accordingly; and in addition, exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the Association is organized or to the activities in which it is engaged; and, in addition, any other rights, powers and privileges granted by the laws of this State to ordinary corporations, except such as are inconsistent with the express provisions of this chapter; and to any such thing anywhere;

Seventh: Under the provisions of Chapter 26 of Title 22 of the Idaho Code as enacted or hereinafter amended to generally do any and all things and to exercise any and all powers conferred upon non-profit, cooperative associations.

ARTICLE III

CORPORATE EXISTENCE

The term of existence of this cooperative shall be fifty years.

ARTICLE IV

PRINCIPLE PLACE OF BUSINESS

Section 1. The location of the cooperative's registered office in this State is Blackfoot, Bingham County, Idaho. The cooperative may also maintain offices at such other place or places in the State of Idaho, the United States, and Canada, as the Board of Directors may decide from time to time. The post office address of the registered office shall be Blackfoot, Idaho.

Section 2. The principle place of business shall be at Blackfoot, County of Bingham, Idaho, and in such other counties in the State of Idaho, and in other States of the United States and Canada as the Board of Directors may from time to time decide.

ARTICLE V

MEMBERSHIP

The association shall be organized on a membership basis, without capital stock, and shall at all times be operated on a mutual cooperative non-profit basis, and the voting power, property rights and interests of each member shall be equal. All questions shall be decided by a vote of

a majority of members voting thereon as provided by law, the Articles of Incorporation or the By-laws. Any partnership, corporation or association shall be considered a single member and shall possess no greater voting rights or interest than a single member. New members shall be admitted who conform to the general rule or rules of membership. Management of this cooperative shall be vested in a Board of Directors.

ARTICLE VI

DIRECTORS

The management of this cooperative association shall be vested in a Board of Directors of not less than five and the number shall be as determined in the By-laws. The Directors shall be elected at the annual meeting of the members as provided in the By-laws and in the manner and the method therein provided.

ARTICLE VII

MEMBERSHIP CONDITIONS

Due provision shall be made in the By-laws of the association for the admission of members, the terms, conditions and further limitations of membership, if any, and all matters incidental thereto, including the membership fee to be paid upon admission to membership, if any, and the amount to be paid by a member as a membership fee, dues or assessments, and the manner and means by which the same is to be fixed and determined. The membership may be transferred only with the approval of the majority of the Board of Directors.

ARTICLE VIII

INDIVIDUAL LIABILITY

The members shall not be individually liable for the debts of the association.

ARTICLE IX

AMENDMENTS

The association may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

ARTICLE X

INCORPORATORS

The name and post office address of each of the incorporators is as follows:

W. J. Turners

Box 252 Letha Man.

Box - 2

Hendon A. Canfield

Clifford P. Ed

1463 CANTARIO ST

BURLINGTON ONT

L7S-16C

W. F. Armstrong

Box 32

E. Hirsisko

ROSEMARY HERBERT 727 2ND

Box 708

Edmore, MT 58819

Ray Sackett

Box 220

Michael Mann

MIDDLETON N.S.

Melvin Laska

A. E. Laska Main

RR#2 Florenceville NB

Canada E0J1K0

Rt-6

Jane E. Patterson

allan wood

Caldwell Idaho

RT 3 Box 106

Jerry Wiley

Marydale, Wn.

RR2 Merritt B.C.

Gene Thompson

East Grand Forks

Denise Wittstein

402, 1st Ave

710000, Oregon 97913

L. J. Jorgenson

204 N. S. RIVER R.H.

Richmond B.C.

Province of Ontario)
) ss.
Regional Munic. of York)

On this 12 day of July, 1977, before me, the undersigned, a Notary Public for Idaho, personally appeared W. J. Siemens, Gordon A. Canfield, W. L. Armstrong, J. Hirausku, Ray Sackett, Richard Mann, Melvin Graham, James E. Patterson, Allan Wood, Jerry Herlig, Gene Thompson, Kenneth Weltstein and L. G. Jorgenson, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Lloyd J. Walker
Notary Public for Idaho
Residing at Twin Falls

Robert E. Grigg

Box A.F.
Gleason Ferry, Idaho

Ishmael A. Scott

Box 116 Wendell, Idaho

Lloyd J. Walker

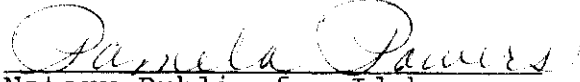
Box 1423 Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls.)

On this 31 day of August, 1977, before me, the undersigned, a Notary Public for Idaho, personally appeared Robert E. Grigg, Ishmael A. Scott and Lloyd J. Walker, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

WALKER & KENNEDY
ATTORNEYS AT LAW
POST OFFICE BOX 23
BANK OF IDAHO BLDG.
TWIN FALLS, IDAHO 83301

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


Notary Public for Idaho
Residing at Twin Falls