

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

IDAHO'S FAMOUS POTATO CENTER, 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 IDAHO'S FAMOUS
POTATO CENTER, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 October 1, 19 87.

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION
OF
IDAHO'S FAMOUS POTATO CENTER, INC.
A Nonprofit Corporation

The undersigned acting as incorporator(s) of a nonprofit corporation under the Idaho Nonprofit Corporations Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be: IDAHO'S FAMOUS POTATO CENTER, INC.

ARTICLE II

NONPROFIT STATUS

This corporation is and shall remain a nonprofit corporation.

ARTICLE III

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

This corporation is organized to promote Idaho potatoes and may do anything which directly or indirectly has that effect. It shall have all powers which are reasonably necessary and/or convenient and/or incidental in carrying out that purpose. In addition, it shall have the following powers:

- (1) The right to acquire, own, hold, mortgage, dispose of, and invest its funds in real and personal property; and,
- (2) Exercise any other right permitted under law.

ARTICLE V

LIMITATIONS

The corporation shall be subject to the following limitations:

- (1) The net earnings of the corporation must not benefit any individual.
- (2) The corporation may not engage in propaganda or otherwise attempt to influence legislation.
- (3) The corporation must not participate or intervene in any political campaign on behalf of any candidate for public office.
- (4) The corporation shall be subject to any other limitations which may be imposed by the Internal Revenue Code to maintain exemption from federal income tax payment.

ARTICLE VI

MEMBERS

Any person who is willing to put forth time and energy to promote Idaho potatoes may become a member of this corporation by payment of dues and submitting to these Articles and the By-Laws hereof. There shall only be one membership per family, which may consist of the parents and dependent children to age 18.

ARTICLE VII

NAME AND ADDRESS OF AGENT

The registered agent is Tran King, whose address is East Railroad Road, P.O. Box 585, Rigby, Idaho, 83442.

ARTICLE VIII

DIRECTORS

- (1) The initial Board of Directors shall consist of five (5) persons:

Tran King	P. O. Box 585, Rigby, Idaho, 83442;
Don McKay	2290 Evans, Idaho Falls, Idaho 83402;
Dale Mickelsen	Route #6, Box 392, Idaho Falls, Idaho, 83402;
Ralph Thompson	Route #4, Box 4140, Rigby, Idaho 83442;
Blair Grover	P. O. Box 36, Rigby, Idaho, 83442.

The Directors will hold office until the first annual election of Directors.

(2) The number of Directors may be increased from time to time by the By-Laws of the Corporation, and/or amendments thereto.

(3) The Directors shall serve for terms of one (1) year, unless provided otherwise in the By-Laws.

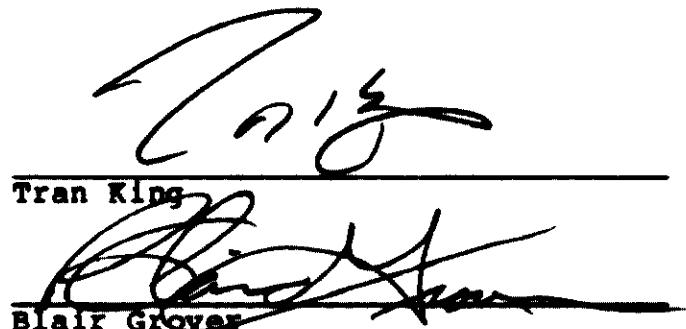
ARTICLE IX

INCORPORATORS

The names and addresses of the incorporators are as follows:

NAME	ADDRESS
Tran King	P.O. Box 585 Rigby, Idaho 83442
Blair Grover	P.O. Box 36 Rigby, Idaho 83442

IN WITNESS WHEREOF, we have hereunto set our hands and seals in duplicate originals this 29 day of September, 1987.



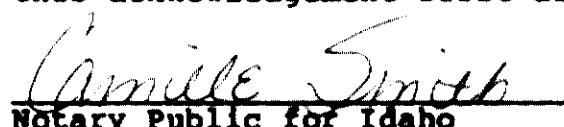
Tran King
Blair Grover

STATE OF IDAHO)
) ss
County of Jefferson)

On this 29 day of August, 1987, before me, the undersigned, a Notary Public in and for said state, personally appeared Tran King and Blair Grover, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, 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 acknowledgement first above written.

(seal)



Amilee Smith
Notary Public for Idaho
Residing at Rigby, Idaho
Commission Expires: 2/1/88