



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

INDEPENDENT POTATO GROWERS ASSOCIATION, 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 _____

INDEPENDENT POTATO GROWERS ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Cooperative Marketing 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 February 20, 1980



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FEB 20 11 55 AM '80
SECRETARY OF STATE
ARTICLES OF INCORPORATION

OF

INDEPENDENT POTATO GROWERS ASSOCIATION,, INC.

We, the undersigned, state that we are all engaged in the production of agricultural products as defined in Section 22-2602 of the Idaho Code, and that we propose to form a non-profit cooperative association under Chapter 26 of Title 22 of the Idaho Code, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I

The name of this association shall be INDEPENDENT POTATO GROWERS ASSOCIATION, INC.

II

The period of existence and duration of the life of this association shall be fifty (50) years from and after the date on which the Idaho Secretary of State issues a certificate of incorporation based on these Articles of Incorporation.

III

The location of the registered office of this association and the place where its principal business will be transacted shall be in Burley, County of Cassia, State of Idaho, and the post office address of the registered office of this association shall be Route 3, Box 356, Burley, Idaho 83318.

IV

The purpose for which the association is formed are to engage in any activity in connection with the production, marketing, selling, harvesting, preserving, drying, processing, canning, packing, storing, handling or utilization of any agriculture

products produced or delivered to it by its members; or the manufacturing or marketing of the byproducts thereof; or in connection with the purchasing, hiring, manufacturing, selling, or use to, by or for its members of supplies, machinery or equipment; or in the financing of any such activities; or in any one or more of the activities specified in this Article. In carrying out these purposes, the association shall have all right, powers and privileges from time to time granted to it by law.

V

This association is organized without shares of stock and the voting power of each member is equal.

VI

The property rights and interests of each member in the association shall be unequal; and shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all the members with the association. But, in determining property rights and interests, all amounts allocated to each patron or evidenced by certificates of any kind shall be excluded, and, upon dissolution, the equity interests of members and patrons shall be determined as provided in the By-Laws. New members admitted to membership shall be entitled to share in the property of the association in accordance with the foregoing general rule.

VII

The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever,

VIII

The initial registered agent and the initial registered office address are: LeLand C. Baker, Route 3, Box 356, Burley, Idaho, 83318.

IX

The initial Board of Directors consists of five (5) members who are also the incorporators. Their names and post office addresses are as follows:

Michael Cranney

Oakley, Idaho

Ronald Baker

Star Route, Burley, Idaho 83318

Leland C. Baker

Rt. 3, Box 356, Burley, Idaho 83318

Rell Baker

803 E. 17th, Burley, Idaho 83318

Dwaine Baker

Box 8, Star Route, Burley, Ida. 83318

IN WITNESS WHEREOF, the undersigned incorporators of
this association have executed these Articles of Incorporation
on February 18, 1980.

Leland C. Baker

Michael W. Cranney

Ronald Baker

Rell Baker

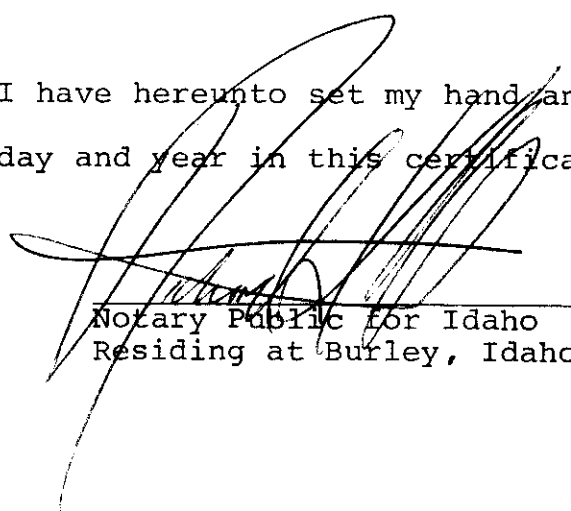
Dwaine Baker

STATE OF IDAHO)
) ss.
County of Cassia)

On this 19th day of February, 1980, before me,
the undersigned, a Notary Public in and for said State, personally
appeared MICHAEL CRANNEY, RONALD BAKER, LELAND C. BAKER,
RELL BAKER, and DWAIN BAKER,

known to me to be the persons whose names are subscribed to the
within 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.



Notary Public for Idaho
Residing at Burley, Idaho