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STATE OF IDAHO
**ARTICLES OF INCORPORATION
OF
POTATO MANAGEMENT COMPANY, INC.**

Pursuant to the Idaho Nonprofit Corporation Act § 30-3-17, the Articles of Incorporation of Potato Management Company, Inc., an Idaho Nonprofit Corporation are as follows:

**ARTICLE I.
NAME**

The name of this corporation is Potato Management Company, Inc. (the "Cooperative")

**ARTICLE II.
DURATION**

The duration of this Cooperative is perpetual.

**ARTICLE III.
PURPOSES AND POWERS**

Section 1. Purposes. The purposes of this Cooperative shall be to manage the supply of unpriced potato inventories and to engage in any other lawful purpose. This Cooperative shall be operated on a cooperative basis for the mutual benefit of its members.

Section 2. Powers. This Cooperative shall have all the powers, privileges and rights conferred on cooperative corporations by the laws of the State of Idaho, including without limitation all powers necessary or convenient to effect any or all of the purposes for which this Cooperative is organized.

Section 3. Limitations. This Cooperative shall not provide services for nonmembers in an amount the value of which exceeds the value of the services provided for members.

IDAHO SECRETARY OF STATE

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ARTICLE IV. CAPITAL STOCK

Section 1. Authorized Capital. This Cooperative is authorized to issue the following shares of capital stock:

(a) Ten Thousand (10,000) shares of Common Stock having a par value of one dollar (\$1.00) per share; and

Section 2. Membership Stock; Common Stock. This Cooperative is organized with membership stock. The Common Stock of this Cooperative shall be the only class of voting stock. Members of this Cooperative shall be required to own one share of Common Stock. Common Stock shall only be issued to and held by agricultural producers, or cooperative associations composed of agricultural producers, that are eligible for membership and have been approved as members of this Cooperative by its Board of Directors. For purposes of the Articles of Incorporation and the Bylaws of this Cooperative, the term "agricultural producers" shall mean and include individuals, partnerships, business corporations, cooperative associations, or other entities that are actually engaged in the production of agricultural products, and cooperative associations of such agricultural producers. Individuals or entities that are tenants on land used for the production of agricultural products or lessors of such land who receive as rent part of the produce of such land shall be considered to be actually engaged in the production of agricultural products. Holders of Common Stock shall be entitled to vote in the affairs of this Cooperative in accordance with the Bylaws. Holders of Common Stock shall not transfer their shares without the prior approval of the Board of Directors. No dividends shall be paid on Common Stock. The Common Stock may be redeemed as provided in the Bylaws of the Cooperative.

ARTICLE V FIRST LIEN

The Cooperative shall have a first lien on all Common Stock and patronage credits or equities, for all indebtedness of the respective holders to the Cooperative. The Cooperative shall also have the right, exercisable at the option of the Board of Directors, to set off such indebtedness against the amount of capital stock, patronage credits or equities, or other interests standing on its books; provided, however, that nothing contained herein shall give the owners of capital stock, patronage credits or equities, or other interests any right to have such a set off made.

ARTICLE VII.
DISSOLUTION

In the event of any dissolution or liquidation of this Cooperative, whether voluntary or involuntary, and after all debts and liabilities of this Cooperative have first been paid according to their respective priorities, the remaining assets will be distributed in the following manner and order of preference:

(a) Holders of all Common Stock shall receive the par value of their shares of stock on a pro rate basis; and

(b) The holders of all capital other than Common Stock, furnished through patronage shall receive the balance without priority on a pro rata basis based on the patronage records of the Cooperative.

ARTICLE VII.
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the principal office and the registered office of this Cooperative is 1450 West Highway 24, Paul, Idaho 83347. The name of the registered agent of this Cooperative, whose business office is identical to such registered office, is Michael Telford.

ARTICLE VIII.
INCORPORATORS

The following are the incorporators of the Cooperative:

Michael Telford	1450 West Highway 24, Paul, ID 83347
Boyd Foster	353 North 4300 East, Rigby, ID 83442
Wayne Jensen	2777 North 26 West, Idaho Falls, ID 83402
Scott Searle	1373 North 950 East, Shelly, ID 83274
Carl Reynolds	6184 Hollilynn Drive, Boise, ID 83709

ARTICLE X.
BOARD OF DIRECTORS

Section 1. Board of Directors. The business and affairs of this Cooperative shall be managed by a Board of Directors consisting of such number of directors as shall be fixed in the manner provided in the Bylaws. The members of the Board of Directors will hold office until their successors have been elected and have taken office.

Section 2. First Board of Directors. The names and post office box or street addresses, either residence or business, of the first Board of Directors of this Cooperative are as follows:

<u>Name</u>	<u>Address</u>
Michael Telford	1450 West Highway 24, Paul, ID 83347
Boyd Foster	353 North 4300 East, Rigby, ID 83442
Wayne Jensen	2777 North 26 West, Idaho Falls, ID 83402
Scott Searle	1373 North 950 East, Shelly, ID 83274
Carl Reynolds	6184 Hollilynn Drive, Boise, ID 83709

The term of office of the first Board of Directors of this cooperative shall be until the first annual meeting of the Cooperative held after the Cooperative commences operations. Thereafter, the term of office of the Board of Directors will be three (3) years, with the first Board of Directors dividing into three groups, designated by lot: 1/3 for a one (1) year term, 1/3 for a two (2) year term, and 1/3 for a three (3) year term.

ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by Idaho law.

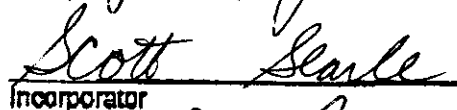
IN WITNESS WHEREOF, the undersigned incorporator of Potato Management Company, Inc., an Idaho Nonprofit Corporation, has executed these Articles of Incorporation as of this _____ day of December, 2000.



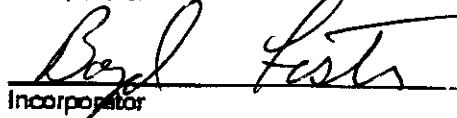
Michael Telford, Incorporator



Wayne Jensen, Incorporator



Scott Seale, Incorporator



Boyd Fester, Incorporator

Incorporator

IN WITNESS WHEREOF, the undersigned Incorporator of Potato Management Company, Inc., an Idaho Nonprofit Corporation, has executed these Articles of Incorporation as of this _____ day of December, 2000.

Michael Telford, Incorporator

Blair Walker, Incorporator

Wayne Jensen, Incorporator

Scott Searle, Incorporator

Carl F. Reynolds

Carl Reynolds, Incorporator
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