

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

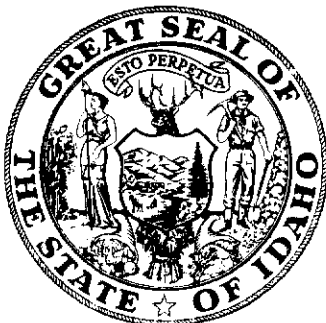
IDAHO ORGANICS COOPERATIVE, INC.

File number C 118185

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 ORGANICS COOPERATIVE, 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: February 5, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWitt*

**ARTICLES OF INCORPORATION
OF
IDAHO ORGANICS COOPERATIVE, INC.**

FEB 5 3 22 PM '97

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Idaho Organics Cooperative, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

ARTICLES - 1

IDAHO SECRETARY OF STATE
DATE 02/05/1997
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ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 1135 Santa Maria Drive, Boise, Idaho 83712, and the name of the initial registered agent at this address is Tammy Middleton.

ARTICLE V
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To market the agricultural products of members, or other producers, and turn back the proceeds of sales, less the necessary marketing expenses, on the basis of either the quantity or the value of the products furnished by them, and to purchase supplies and equipment for the use of members or other persons, and turn over such supplies and equipment to them at actual cost, plus necessary expenses.

B. To operate a farmers' cooperative within the meaning of Section 521 of the Internal Revenue Code of 1986, as amended from time to time.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed

under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI

MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon qualification for membership pursuant to the requirements set forth in the Bylaws of the Corporation and payment of the annual contributions fixed by the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME

ADDRESS

Janie M. Burns

9904 Southside Blvd.
Nampa, Idaho 83686

Paul Sharratt

5556 El Gato Lane
Meridian, Idaho 83642

Tammy Middleton

1135 Santa Maria Drive
Boise, Idaho 83712

William Ward

5115 S. Locust Grove Road
Meridian, Idaho 83642

Mike Heath

1008 East 4100 North
Buhl, Idaho 83316

ARTICLE VIII

MEMBERSHIP CONTRIBUTIONS

Membership contributions may be required from all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership, and some members or classes of membership may be made exempt from such membership contributions. The Board of Directors is authorized to fix the amount of required membership contributions from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE IX
DISTRIBUTION ON DISSOLUTION

When the Cooperation ceases to function, it shall be dissolved. Upon dissolution, the Board shall liquidate all assets of the Corporation and distribute the resulting capital according to the following order of priorities: (i) payment of all debts and liabilities of the Corporation; (ii) repayment of all membership contributions; (iii) payment of any outstanding written notices of allocations; and (iv) all remaining assets of the Corporation shall be distributed among the members in proportion to the aggregate patronage of all such members.

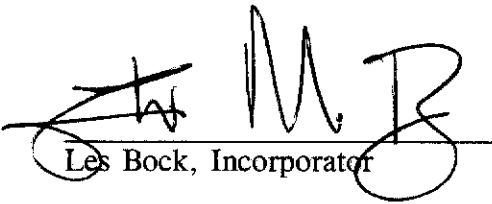
ARTICLE X
INCORPORATOR

The name and street address of the incorporator is Les Bock, Dillion, Bosch, Daw & Bock, Chartered, 242 North 8th Street, Suite 200, Boise, Idaho 83702.

ARTICLE XI
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 5th day of February, 1997.



Les Bock, Incorporator