



**CERTIFICATE OF INCORPORATION
OF**

KONTZ POTATOES, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: March 6, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

KNOW ALL MEN BY THESE PRESENTS:

91 MAR 6 AM 9 05

THAT WE, the undersigned, natural persons of full age, citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be:

KOHTZ POTATOES, INC.

ARTICLE II

The Corporation is formed for the following purposes:

- (a) For the production, cutting, treatment, and sale of seed potatoes; and
- (b) For the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Idaho Code §30-1-1, et seq.

ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The Corporation is authorized to issue one class of shares, in a total amount of 50,000 shares, each share of stock to bear a par value of \$1.00. Shares of stock of this Corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this

0075C/KOHTZ POTATOES, INC.

Corporation, in accordance with the duly adopted By-laws of this Corporation.

The Capital stock of this Corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

ARTICLE V

The initial registered agent and address of the Corporation shall be:

Eugene D. Fredericksen 117 South Adams Street
Jerome, Idaho 83338

ARTICLE VI

The names and addresses of those persons who shall serve as directors of the Corporation until the first annual meeting of shareholders are:

Delbert G. Kohtz	1135 Valley Road South Eden, Idaho
Frances L. Kohtz	1135 Valley Road South Eden, Idaho
Kimberly D. Kohtz	1135 Valley Road South Eden, Idaho
Kevin G. Kohtz	1135 Valley Road South Eden, Idaho

ARTICLE VII

The names and addresses of the incorporators of this Corporation are the same as the directors named above.

ARTICLE VIII

No private property of the stockholders of the Corporation shall be subject to or liable for the payment of corporate debts.

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ARTICLE IX

By-laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these ARTICLES OF INCORPORATION in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned incorporators of KOHTZ POTATOES, INC., have set our hands this 23rd day of Nov, 1990.


DELBERT G. KOHTZ


FRANCES L. KOHTZ


KIMBERLY D. KOHTZ


KEVIN G. KOHTZ

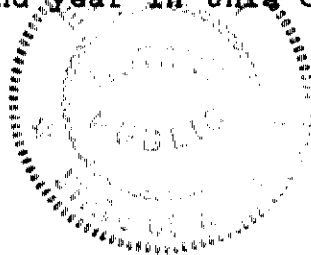
STATE OF IDAHO)
) ss.
County of Jerome)

On this 23 day of Nov, 1990, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DELBERT G. KOHTZ, known to me to be the

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person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

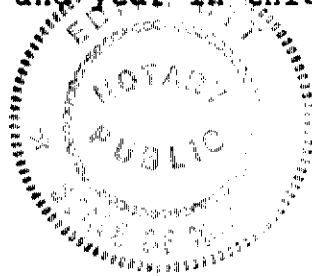


Edith Zitt
NOTARY PUBLIC for Idaho
Residing at Eden, Idaho
Commission expires June 20 1991

STATE OF IDAHO)
County of Jerome) ss.

On this 23rd day of Nov, 1990, before me, the undersigned, a Notary Public in and for said County and State, personally appeared FRANCES L. KOHTZ, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

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

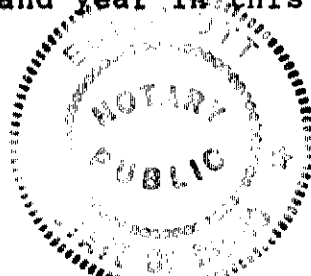


Edith Zitt
NOTARY PUBLIC for Idaho
Residing at Eden, Idaho
Commission expires June 20 1991

STATE OF IDAHO)
County of Jerome) ss.

On this 23 day of Nov, 1990, before me, the undersigned, a Notary Public in and for said County and State, personally appeared KIMBERLY D. KOHTZ, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

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



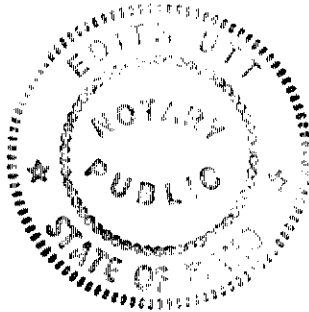
Edith Zitt
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Commission expires June 20 1991

0075C/KOHTZ POTATOES, INC.

STATE OF IDAHO)
) ss.
County of Jerome)

On this 23rd day of Nov, 1990, before me, the undersigned, a Notary Public in and for said County and State, personally appeared KEVIN G. KOHTZ, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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



Edith Utt
NOTARY PUBLIC for Idaho
Residing at Eden, Idaho
Commission expires June 20, 1991