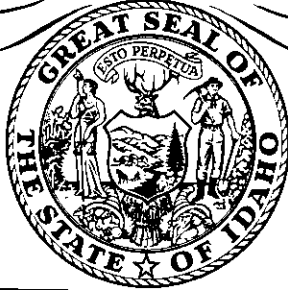


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CALIFORNIA CANNERS AND GROWERS

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twentieth** day of **June** 1963, a properly authenticated copy of its articles of incorporation, and on the **Twentieth** day of **June** 1963, a designation of **J.L., W.D. or T.H. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **20th** day of **June**, A.D. 1963.

Secretary of State.

STATE OF CALIFORNIA



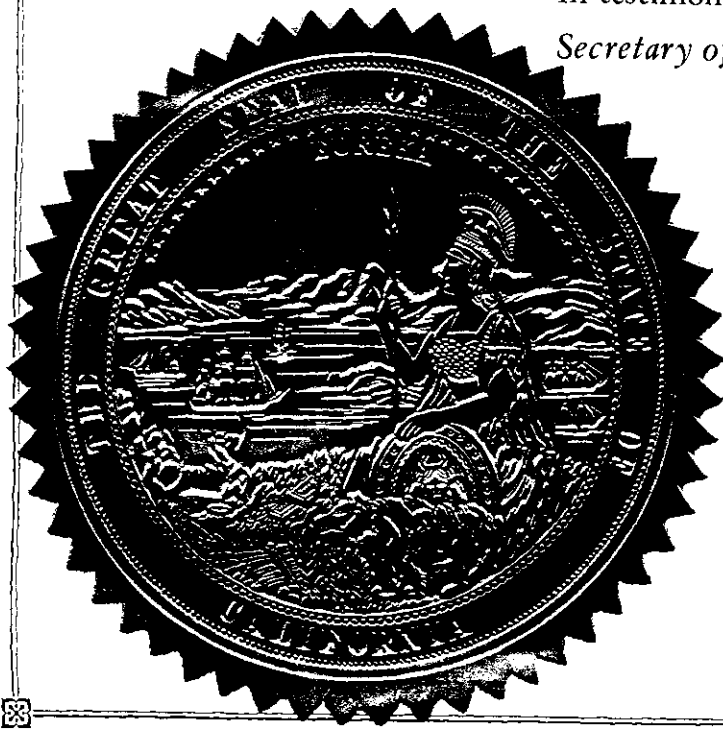
DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California, MAY 10 1963 this _____



Frank M. Jordan
Secretary of State

By *Walter C. Smith*
Assistant Secretary of State

ENDORSED
FILED
In the Office of the Secretary of State
of the State of California
JUL 11 1957

ARTICLES OF INCORPORATION
OF
CALIFORNIA CANNERS AND GROWERS

WITNESSED AND
CERTIFIED BY
STACY H. ASHLEY
Deputy

We, the undersigned, residents of the State of California, engaged in the production of agricultural products as defined in the Agricultural Code of the State of California, for the purpose of forming a nonprofit cooperative association pursuant to the provisions of Chapter 4 of Division 6 of the Agricultural Code of the State of California, do hereby state and certify:

FIRST: That the name of this association is CALIFORNIA CANNERS AND GROWERS.

SECOND: That the purposes for which the association is formed are as follows:

(a) Engage in any activity in connection with the growing, marketing, selling, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling or utilization of any products produced or delivered to it by its members; or the manufacturing or marketing of the by-products thereof; or any activity in connection with the purchase, hiring, or use by 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 section.

(b) Borrow without limitation as to amount of corporate indebtedness or liability and make advances to members.

(c) Act as the agent or representative of any member or members in any of the above-mentioned activities.

(d) Purchase or otherwise acquire, hold, own, and exercise all rights of ownership in, sell, transfer, pledge, or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the warehousing or handling or marketing or packing or manufacturing or processing or preparing for market of any of the products handled by the association.

(e) Establish reserves and invest the funds thereof in bonds or in such other property as may be provided in the by laws.

(f) Buy, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of any of the business of the association or incidental thereto.

(g) Levy assessments in the manner and in the amount as may be provided in its by laws.

(h) Do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to or expedient for the interest or benefit of the association; and contract accordingly; and in addition

exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged; and, in addition, any other rights, powers and privileges granted by the laws of this State to ordinary corporations, except such as are inconsistent with the express provisions of the California Agricultural Code; and do any such thing anywhere.

(i) Use or employ any of its facilities for any purpose, provided the proceeds arising from such use and employment shall go to reduce the cost of operation for its members; and provided, further, that the products handled for or the services, machinery, equipment or supplies or facilities furnished to non-members shall not exceed in value the products handled for or the services, merchandise or facilities supplied to members during the same period.

THIRD: That the county where the principal office for the transaction of business of the association is to be located is the City and County of San Francisco.

FOURTH: That the number of directors of this association shall be twenty-five; and the names and addresses of the persons who are to serve as directors for the first year and until election and qualification of their successors are as follows:

<u>Name</u>	<u>Address</u>
<u>EARL BLASER</u>	Rt. 2, Box 593, Live Oak, Calif.
<u>J. L. SULLIVAN</u>	Box 671, Yuba City, Calif.
<u>DAVID S. ARATA, JR.</u>	11580 Delmas Ave., Cupertino, Calif.
<u>BACHAN S. TEJA</u>	Rt. 2, Box 281, Yuba City, Calif.
<u>HOWARD J. WILSON</u>	145 South American St., Stockton, Calif.
<u>HENRY BAVA</u>	Rt. 1, Box 103, Linden, Calif.
<u>W. K. MICHAUD</u>	Rt. 1, Box 91, Brentwood, Calif.
<u>ARTHUR S. TOMLINSON</u>	Rt. 1, Box 194B, Hughson, Calif.
<u>FOREST FIORINI</u>	Rt. 1, Box 722, Turlock, Calif.
<u>WAYNE D. SALTER</u>	Rt. 1, Box 631, Ceres, Calif.
<u>RODNEY A. VERTREES</u>	Rt. 1, Box 57C, Rio Oso, Calif.
<u>JACK CHINCHEN</u>	Rt. 2, Box 984, San Jose, Calif.
<u>FRANK A. WILCOX</u>	Rt. 1, Box 1019, Santa Clara, Calif.
<u>HENRY L. WILLIAMS</u>	Rt. 1, Box 78, Gridley, Calif.
<u>VINCE S. GARROD</u>	22600 Mt. Eden Rd, Saratoga, Calif.
<u>RICHARD I. MCCARTHY</u>	2636 Vallejo St., San Francisco, Calif.
<u>L. W. VEERKAMP</u>	Rt. 2, Box 189, Placerville, Calif.
<u>JOHN R. WETZEL</u>	805 Buena Tierra Dr., Woodland, Calif.
<u>LLOYD M. EVELAND</u>	P.O. Box 27, Woodland, Calif.
<u>T. C. BOWERS,</u>	Rt. 3, Box 3840, Oroville, Calif.
<u>CAMERON GIRTON</u>	64 Pine St., San Francisco, Calif.
<u>GOLDEN F. FINE</u>	1018 Neal Dow Ave., Chico, Calif.
<u>GERALD D. MARCUS</u>	703 Market St., San Francisco, Calif.
<u>GERALD H. TRAUTMAN</u>	351 California St., San Francisco, Calif.
<u>RALPH B. BUNJE</u>	244 California St., San Francisco, Calif.

FIFTH: That this association shall be organized without capital stock; that the voting power and property rights and interests of each member shall be unequal and shall be determined and fixed pursuant to general rules applicable to all members as follows

(a) Voting power: the number of votes each member shall have shall be unequal and shall be based upon the value of the products processed, marketed or otherwise handled for him by the association, and shall bear the same proportion to the total voting power of the association as the value of such products bears to the total value of all such products processed, marketed or otherwise handled by the association for its members; the number of votes of each member shall be so fixed by the Board of Directors acting pursuant to the articles of incorporation and by laws; but no member shall have fractional votes or less than one vote.

(b) Property rights and interests: the rights and interests of each member to and in the property and assets of the association shall be unequal and shall bear the same proportion to the entire property and assets of the association as the total value of the products processed, marketed or otherwise handled for him by the association bears to the total value of all such products processed, marketed or otherwise handled by the association for its members (whether or not allocated), as determined by the Board of Directors acting pursuant to the articles of incorporation and by laws.

SIXTH: That the association may provide in its by laws the terms and conditions upon which membership and allocation and other certificates may be issued, transferred or assigned and the conditions upon which, and the time when, membership shall cease; the mode, manner and effect of expulsion of a member, and the method, time and manner of withdrawal; the rights of members to vote by proxy or by mail; and any other thing in furtherance of but not in conflict with these articles.

IN WITNESS WHEREOF, we, the undersigned, being all of the directors hereinbefore named, have executed these Articles of Incorporation this 10th day of October, 1957.

<u>EARL BLASER</u>	<u>HENRY L. WILLIAMS</u>
<u>J. L. SULLIVAN</u>	<u>VINCE S. GARROD</u>
<u>DAVID S. ARATA, JR.</u>	<u>RICHARD I. McCARTHY</u>
<u>BACHAN S. TEJA</u>	<u>L. W. VEERKAMP</u>
<u>HOWARD J. WILSON</u>	<u>JOHN R. WETZEL</u>
<u>HENRY J. BAVA</u>	<u>LLOYD M. EVELAND</u>
<u>W. K. MICHAUD</u>	<u>T. C. BOWERS</u>
<u>ARTHUR S. TOMLINSON</u>	<u>CAMERON GIRTON</u>
<u>FOREST FIORINI</u>	<u>GOLDEN F. FINE</u>
<u>WAYNE D. SALTER</u>	<u>GERALD D. MARCUS</u>
<u>RODNEY A. VERTREES</u>	<u>GERALD H. TRAUTMAN</u>
<u>JACK CHINCHEN</u>	<u>RALPH B. BUNJE</u>
<u>FRANK A. WILCOX</u>	

STATE OF CALIFORNIA)
) ss.
City and County of San Francisco)

On this 10th day of October, in
the year 1957, before me, CLAUDIA MERCK,
a Notary Public in and for the City and County of San
Francisco, State of California, residing therein and duly
commissioned and sworn, personally appeared Earl Blaser,
J. L. Sullivan, David S. Arata, Jr., Bachan S. Teja, Howard J.
Wilson, Henry Bava, W. K. Michaud, Arthur S. Tomlinson, Forest
Fiorini, Wayne D. Salter, Rodney A. Vertrees, Jack Chinchin,
Frank A. Wilcox, Henry L. Williams, Vince S. Garrod, Richard I.
McCarthy, L. W. Veerkamp, John R. Wetzel, Lloyd M. Eveland,
T. C. Bowers, Cameron Girton, Golden F. Fine, Gerald D. Marcus,
Gerald H. Trautman, Ralph B. Bunje

known to me to be the persons described in and whose names are subscribed to the within and foregoing instrument, and acknowledged that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal at my office in said county
and state the day and year in this certificate first above
written.

CLAUDIA MERCK
Notary Public
in and for the City and County of
San Francisco, State of California.
My Commission Expires April 19, 1961.

(Notarial Seal)