



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LARSEN POTATO PROCESSING CO., 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: **December 5, 1933**



Pete T. Cenarrusa
SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

REC
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1. The name of the corporation is Larsen Potato Processing Co., Inc.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of potato processing and all other businesses not forbidden by law.
4. It shall have authority to issue 1,000 shares, all in one class, ten dollar par value.
5. The address of its initial registered office is 683 North Capital, Idaho Falls, Idaho, 83402. The name of its initial registered agent at such address is Kevin T. Sullivan.
6. The name and address of the incorporator is:

Blaine Larsen Osgood, Idaho 83402
7. The management and conduct of the business and affairs of the corporation is vested in the shareholders in lieu of the board of directors. The shareholders shall have the same liability for managerial acts or omissions as are imposed by the laws of the State of Idaho on directors. The powers and duties normally conferred or imposed on the board of directors by the laws of the state of Idaho shall be exercised or performed by the shareholders. The shareholders shall elect the corporate officers at the corporation's annual meeting.
8. Except as otherwise provided in the agreement among shareholders, the shareholders shall take all required action by a majority vote of shareholders entitled to vote.
9. All of the shareholders may agree among themselves regarding the voting of their shares or the conduct and management of the business and the affairs of the corporation. The agreement may restrict or interfere with the normal discretion allowed to managing directors of a corporation. The agreement itself shall represent an exercise of those discretionary powers by the shareholders and shall be

binding upon the corporation and those shareholders so long
as the corporation is managed by shareholders.

Dated this 1 day of December, 1988.

Blaine Larsen
Blaine Larsen - Incorporator

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