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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF DOMESTICATION

NYSSA-NAMPA BEET GROWERS ASSOCIATION, an Oregon cooperative corporation,

into

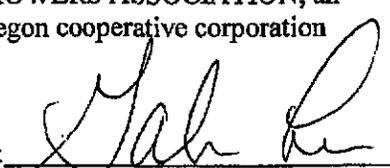
NYSSA-NAMPA SUGARBEET GROWERS ASSOCIATION, an Idaho cooperative marketing association

The following Statement of Domestication is signed on behalf of the domesticating entity in accordance with Idaho Code § 30-18-505:

1. The name of the domesticating entity is NYSSA-NAMPA BEET GROWERS ASSOCIATION, an Oregon cooperative corporation.
2. The name of the domesticated entity is NYSSA-NAMPA SUGARBEET GROWERS ASSOCIATION, an Idaho cooperative marketing association.
3. The plan of domestication was approved in accordance with the provisions of O.R.S. 62.605 through 62.613 of the Oregon Cooperative Corporation Act.
4. The Articles of Incorporation of NYSSA-NAMPA SUGARBEET GROWERS ASSOCIATION, the domesticated entity, are attached hereto as Exhibit A.

Date: February 13, 2012

NYSSA-NAMPA BEET
GROWERS ASSOCIATION, an
Oregon cooperative corporation

By: 

Galen Lee, President

Person to contact about this filing:

Jason E. Prince
Stoel Rives LLP
(208) 389-9000

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Exhibit A

ARTICLES OF INCORPORATION
OF
NYSSA-NAMPA SUGARBEET GROWERS ASSOCIATION

[See attached]

NYSSA-NAMPA SUGARBEET GROWERS ASSOCIATION, INC.

Articles of Incorporation

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned individual, acting as incorporator under the Idaho Cooperative Marketing Act, adopts the following articles of incorporation ("**Articles**"):

**ARTICLE I
NAME AND ADDRESS**

The name of the cooperative marketing association is Nyssa-Nampa Sugarbeet Growers Association ("**Association**"), and the mailing address of the Association is P.O. Box 2723, Nyssa, Oregon 97913.

**ARTICLE II
PURPOSE**

The Association is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("**Code**"). In accordance with the foregoing, the Association will pursue the following purposes:

- (1) To promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets;
- (2) To propose, support or oppose legislation related to the sugarbeet industry;
- (3) To promote and participate in research to improve sugarbeet growing practices;
- (4) To foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate;
- (5) To help coordinate the efficient management of sugarbeet receiving stations and the disposition of tare dirt; and
- (6) To transact any and all lawful business that cooperative marketing associations may conduct under the Idaho Cooperative Marketing Act which are consistent with and in furtherance of the purposes for which this Association is organized.

**ARTICLE III
LIMITATION UPON ACTIVITIES**

The Association is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(5) of the Code. Notwithstanding any other provision of these Articles, no part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a Association exempt from federal income tax under section 501(c)(5) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERS

The Association shall have members who shall have such rights as are provided in the bylaws of the Association that are consistent with the Act and the management authority that these Articles grant the board of directors of the Association. The bylaws of the Association shall establish criteria or procedures for the admission of members and the consideration required for admission as members.

ARTICLE V DISSOLUTION

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(5) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI DIRECTORS

The names and addresses of the initial directors of the Association are:

<u>Name</u>	<u>Address</u>
Galen Lee	P.O Box 2723, Nyssa, Oregon 97913
Mark Wettstein	P.O Box 2723, Nyssa, Oregon 97913
Lary Nielsen	P.O Box 2723, Nyssa, Oregon 97913
Leonard Andrew	P.O Box 2723, Nyssa, Oregon 97913
Dan Church	P.O Box 2723, Nyssa, Oregon 97913
John Frisch	P.O Box 2723, Nyssa, Oregon 97913
Charles Hansen	P.O Box 2723, Nyssa, Oregon 97913
Wade Hart	P.O Box 2723, Nyssa, Oregon 97913
Steve Martineau	P.O Box 2723, Nyssa, Oregon 97913
Steven Netcher	P.O Box 2723, Nyssa, Oregon 97913
Greg Panike	P.O Box 2723, Nyssa, Oregon 97913
Gary Rupp	P.O Box 2723, Nyssa, Oregon 97913

**ARTICLE VII
LIMITATION ON PERSONAL LIABILITY**

No director or officer of the Association shall be personally liable to the Association for monetary damages for conduct as a director or officer, and no director or officer of the Association shall be liable to the Association or other person for any action taken or not taken as a director or officer if the director or officer acts in compliance with the standards of conduct for directors or officers, as applicable, set forth in the Idaho Cooperative Marketing Act; provided, however, that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under Idaho Cooperative Marketing Act. No amendment to the Idaho Cooperative Marketing Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any acts or omissions that occur prior to the effective date of the amendment.

**ARTICLE VIII
INDEMNIFICATION**

Within the restrictions imposed by Article III, the Association shall indemnify to the fullest extent not prohibited by law any current or former director who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Association), by reason of the fact that the person is or was a director, officer, employee or agent of the Association or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Association, or serves or served at the request of the Association as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another Association, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the board of directors or other document or arrangement.

**ARTICLE IX
REGISTERED AGENT**

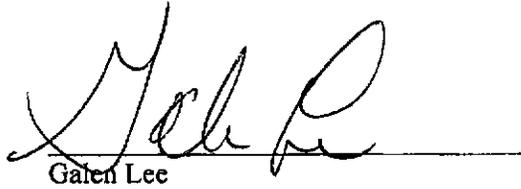
The address of the Association's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Association's initial registered agent at that location is The Amalgamated Sugar Company LLC.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

Galen Lee
Nyssa-Nampa Sugarbeet Growers Association
P.O. Box 2723
Nyssa, Oregon 97913

DATED: February 13 2012.



Galen Lee