



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

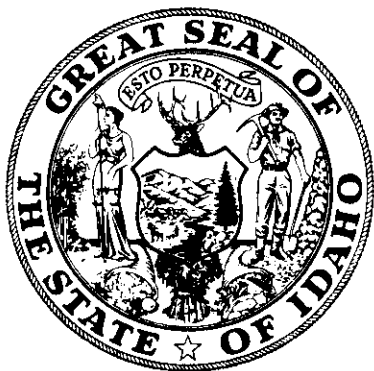
UPPER SNAKE RIVER VALLEY SUGAR BEET GROWERS ASSOCIATION, INC.

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 _____

UPPER SNAKE RIVER VALLEY SUGAR BEET GROWERS ASSOCIATION, INC.,
duly signed pursuant to the provisions of the Idaho Cooperative Marketing 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 5, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

MAR 5 8 38 AM '81
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

UPPER SNAKE RIVER VALLEY SUGAR BEET GROWERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned persons, all of full age and United States citizens residing in Power and Bingham Counties, in the State of Idaho, have herewith negotiated ourselves together for the purpose of forming a body corporate in accordance with the provisions of the Idaho Cooperative Marketing Act, as set out in Chapter 26 of Title 22 of the Idaho Code of the Laws of the State of Idaho.

ARTICLE I

NAME

The name of this Association shall be: UPPER SNAKE RIVER VALLEY SUGAR BEET GROWERS ASSOCIATION, INC.

ARTICLE II

TERM

This association shall have a perpetual existence.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed include, but are not limited to, the purposes and powers set out in Idaho Code 22-2604 and 22-2606, and also include the following:

- (a) The right to engage in any and all business and

activities, of a non-profit voluntary nature, calculated to benefit the sugar beet growers, who are members of the association, and for the welfare and best interests of its members but not for the purpose of direct gain or profit to the association itself.

(b) To levy and collect such assessments upon its members as is necessary to operate the association and carry out its business.

(c) To do any and all things that may be incident or conducive to the foregoing objects, or any of them, and to exercise the usual powers of corporate bodies.

(d) To sue and be sued, complain and defend in any Court of law or equity.

(e) To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the aforesaid objects or purposes, or any part or parts thereof, PROVIDED, that the same is not inconsistent with the laws under which this association is organized.

(f) To elect such officers and appoint such agents as the business of the association shall require and to allow them suitable compensation.

(g) To make by-laws not inconsistent with the constitutional laws of the United States, or of this state, for the management of its properties; the regulation and government of its affairs; and the execution and transfer of its membership certificates.

(h) To wind up and dissolve itself, or to be wound up and dissolved in the manner provided by the statutes of this state.

ARTICLE IV

REGISTERED AGENT

The name of the registered agent for the association shall be Ben Cavaness, of Cavaness, Beebe & Glarborg, at P.O. Box 65 Roosevelt ^{as per} _{the} Cavaness

70, American Falls, Idaho 83211.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the association shall be under the control of a Board of Directors which shall consist of five (5) members to be chosen by the membership at the annual meeting. The individuals who shall serve as directors and manage the affairs of the association until the next annual meeting when their successors shall be duly qualified and elected are:

Kenneth Burgemeister
Rt. #1
American Falls, Idaho 83211

Grant E. Neibaur
Rt. #1
American Falls, Idaho 83211

Sherman L. (Roy) Ruff
Rt. #1
Aberdeen, Idaho 83210

Ronald Foster
Rt. #1
Aberdeen, Idaho 83210

Claude Johnson
Rt. #1
Blackfoot, Idaho 83221

ARTICLE VI

MEMBERSHIP

Section 1. This association shall have no capital stock. Membership in this association shall be evidenced by membership certificates which shall be issued to applicants qualifying for membership, as is further provided in the by-laws of association.

Section 2. Membership in this association shall be limited to individuals who lease land planted to sugar beets or plant and harvest sugar beets within the State of Idaho. All membership applications must be approved and executed by one or more of the Board of Directors of the association. Any applicant desiring membership in the association must approve of the Articles of Incorporation and by-laws of the association.

Section 3. Voting power and property rights or interests of each member of the association shall be equal in all respects.

ARTICLE VII

BY-LAWS

The internal affairs of the association will be governed by a set of by-laws which will be approved by the members of the association at their first annual meeting. These by-laws, once approved, maybe altered, amended, or substituted for at any regular meeting or at any spécial meeting of the members called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting, provided that a quorum as specified in the by-laws of the association or the laws of the State of Idaho is present.

ARTICLE VIII

VOTING

Each member shall be entitled to one vote at any meeting of the membership of the association. Each Director shall also be entitled to one vote at any meeting of the Board of Directors.

IN WITNESS WHEREOF, we, the incorporators, of the Upper Snake River Valley Sugar Beet Growers Association, Inc., do hereby execute and acknowledge these Articles of Incorporation, this 27th day of February, 1981.

UPPER SNAKE RIVER VALLEY SUGAR
BEET GROWERS ASSOCIATION, INC.

By Kenneth Burgemeister

By Grant E. Neibaur

By Ronald B. Foster

By Sherman L. Ruff

By Claude G. Johnson

STATE OF IDAHO)
) ss.
County of Power)

On this 27th day of February, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH BURGEMEISTER, GRANT E. NEIBAUR, RONALD B. FOSTER, SHERMAN L. RUFF, and CLAUDE G. JOHNSON, known to me to be the person whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

(seal)

Bern C. Adams
NOTARY PUBLIC for Idaho
Residing at American Falls,
Idaho