



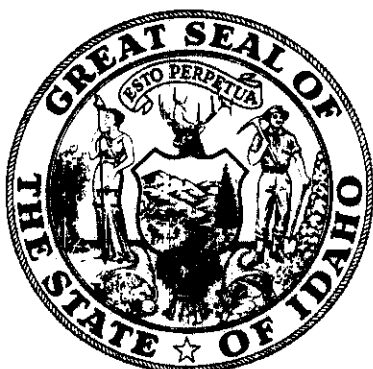
CERTIFICATE OF AUTHORITY
OF

SUN-MAID GROWERS OF CALIFORNIA

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SUN-MAID GROWERS OF CALIFORNIA for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to SUN-MAID GROWERS OF CALIFORNIA to transact business in this State under the name SUN-MAID GROWERS OF CALIFORNIA and attach hereto a duplicate original of the Application for such Certificate.

Dated October 9, 19 79.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

10-9-79

3:24 pm

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SUN-MAID GROWERS OF CALIFORNIA
2. *The name which it shall use in Idaho is SUN-MAID GROWERS OF CALIFORNIA
3. It is incorporated under the laws of California
4. The date of its incorporation is June 7, 1923 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 13525 South Bethel Avenue Kingsburg, California 93631
6. The address of its proposed registered office in Idaho is 300 North 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Marketing of agricultural products on a co-operative basis.

8. The names and respective addresses of its directors and officers are:

Name

Office

Address

SEE ATTACHED LISTS

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares

Class

Par Value Per Share or Statement That Shares
Are Without Par ValueTHIS IS A NON-STOCK CORPORATION

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares

Class

Par Value Per Share or Statement That Shares
Are Without Par Value

N/A

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Sept 28, 19 79.

SUN-MAID GROWERS OF CALIFORNIA

By

J. Robert Lankford

Its Vice President

and

Lee W. Halverstadt

Its Secretary

STATE OF CALIFORNIA)

COUNTY OF FRESNO)

ss:

I, BARRY F. KRIEBEL, a notary public, do hereby certify that on

this 28 day of Sept, 19 79, personally appeared before

me J. Robert Lankford, who being by me first duly sworn, declared that he

is the Vice President of SUN-MAID GROWERS OF CALIFORNIA

that he signed the foregoing document as Vice President of the corporation and that the

documents contained are true.



BARRY F. KRIEBEL

Notary Public, California
Principal Office In
Fresno County

My Com. Expires Nov. 6, 1981

Barry F. Kriebel

Notary Public

pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

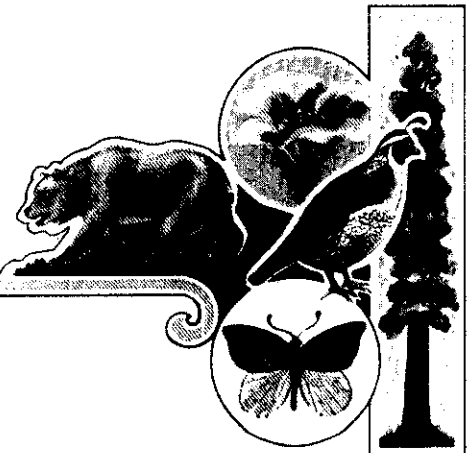
SUN-MAID GROWERS OF CALIFORNIA
1979-1980
CORPORATE OFFICERS
- - - -

TERMS EXPIRE INDEFINITELY - RE-ELECTED ANNUALLY

Chairman of the Board	- George Kaufman	- 6571 Road 28 Madera, CA 93637
Vice Chairman of the Board	- Pete J. Penner	- 42800 Road 48 Reedley, CA 93654
President	- F. R. Light	- 2723 W. Locust Ave. Fresno, CA 93711
Executive Vice President - Sales & Marketing	- Donald J. Soetaert	- 1800 White Oak Dr. Menlo Park, CA 94025
Vice President - Sales, U.S. & Canada	- Ben H. Body	- 42626 Sully St. Fremont, CA 94538
Vice President - Sales, International	- Glenn E. Olmstead	- 4475 Entrada Dr. Pleasanton, CA 94566
Vice President - Industrial Products	- J. Thomas Wallace III	- Mills Orchard Road Hamilton City, CA 95951
Vice President of Operations	- Larry R. Whorton	- 5069 E. White Fresno, CA 93727
Vice President - Finance	- Fred D. Allen, Jr.	- 3287 W. Minarets Ave. Fresno, CA 93711
Vice President - Treasurer	- J. Robert Lankford	- 2490 - 18th St. Kingsburg, CA 93631
Vice President - Secretary	- Lee W. Halverstadt	- 5005 E. Tulare Fresno, CA 93727
Controller	- C. Thomas Mullen	- 1890 Dandini Circle San Jose, CA 95128

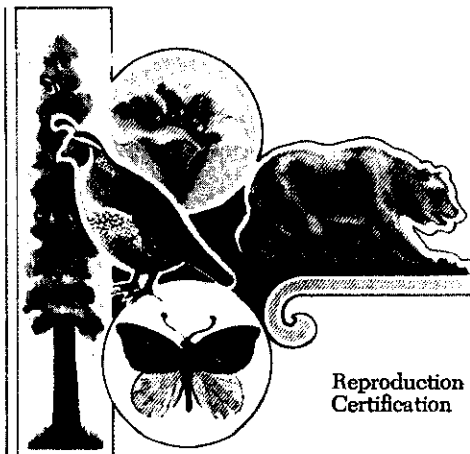
SUN-MAID GROWERS OF CALIFORNIA
1979-1980
BOARD OF DIRECTORS
- - - -

<u>NAME</u>	<u>TERM EXPIRES IN APRIL</u>	<u>ADDRESS</u>
Albert H. Arnst	1980	6652 E. Mountain View Ave., Selma, CA 93662
E. Paul Ellberg	1980	16751 So. Indianola, Kingsburg, CA 93631
David J. Estermann	1981	16737 W. Ashlan, Kerman, CA 93630
Morgan H. Johnson	1981	2200 W. Third Street, Madera, CA 93637
George Kaufman	1982	6571 Road 28, Madera, CA 93637
Henry A. Klam	1981	2854 S. Thompson, Sanger, CA 93657
Alex MacDonald, Jr.	1981	10463 S. Del Rey, Selma, CA 93662
Hugh M. Marshall, Jr.	1982	14750 E. Olive, Sanger, CA 93657
Pete J. Penner	1982	42800 Road 48, Reedley, CA 93654
James R. Perry	1982	13288 S. Brawley, Caruthers, CA 93609
Earl R. Rocca	1980	5378 W. Dakota, Fresno, CA 93705
Donald A. Rosendahl	1980	326 W. Sumner, Fresno, CA 93706
Robert E. Saak	1981	14490 Road 216, Porterville, CA 93257
Joseph A. Van Gundy	1980	4723 S. Peach Ave., Fresno, CA 93725
David M. Wilkins	1982	8210 S. McCall, Selma, CA 93662



State of California

OFFICE OF THE SECRETARY OF STATE



Reproduction
Certification

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
SUN-MAID RAISIN GROWERS OF CALIFORNIA.

.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, a majority of whom are citizens and residents of the State of California, and are engaged in the production of and in the preserving, drying, packing, shipping, manufacturing, preparing for market, or marketing of agricultural, viticultural, or horticultural products or all or some of them, have this day voluntarily associated ourselves together for the purpose of forming, and do hereby form, a non-profit co-operative association, without capital stock, under the laws of the State of California, and

WE DO HEREBY CERTIFY:

1st.

That the name of said association is and shall be

SUN-MAID RAISIN GROWERS OF CALIFORNIA.

1.

2nd.

That the purpose for which this association is formed is:

To promote, foster, and encourage the intelligent and orderly marketing of agricultural, horticultural, and viticultural products through co-operation; and to eliminate speculation and waste and to stabilize the marketing of such products;

To render any service and/or to provide any facility in any manner connected with the foregoing and/or the harvesting, preserving, drying, processing, packing, canning, grading, handling, shipping, or utilization thereof, or the manufacturing, preparing for market, including the manufacturing or making of the by-products thereof, or marketing of agricultural, viticultural, or horticultural products, or all or any of them, particularly including, but not restricted to raisins, and/or to render any service or engage in any activity in connection with the manufacturing, buying, selling or supplying to its members of supplies, machinery, or equipment, or in the financing of one or more of such activities;

To buy, hold, operate, manage, lease, sell, or otherwise dispose of, and exercise all privileges of ownership over, such real and/or personal property, including but not restricted to, trade-marks, copyrights, patents, and/or shares of stock in other corporations as may be necessary or convenient to conduct and/or carry out any one or more or all of the purposes or objects for which this association is formed, or any of its business;

To borrow money, and to make and issue notes, bonds, debentures, obligations, and other evidences of indebtedness of all kinds, whether secured by mortgage, deed of trust, pledge, or otherwise, and to secure the same by mortgage, deed of trust, pledge, or otherwise, and generally, to make and perform agreements and contracts of every kind and nature;

To 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 to contract accordingly; and in addition, to exercise and possess all powers, rights, and privileges necessary or incident to the purposes for which the association is organized or of the activities in which it is engaged, and in addition, any other rights, powers, and privileges granted by the laws of this state to other corporations, except such as are inconsistent with the express provisions of the laws under which this association is organized, and to do any such thing anywhere.

This association is formed by the association of producers of agricultural products, and is to be operated for the mutual benefit of the members thereof, as such producers, and shall conform to, be governed by, and entitled to all of the provisions, restrictions, and benefits of an act of the Congress of the United States entitled "an Act to authorize association of producers of agricultural products," approved February 18, 1922.

3rd.

That the place where the principal business of said association will be transacted is the City of Fresno, County of Fresno, State of California.

4th.

That the term for which said association is to exist is fifty (50) years from and after the date of its incorporation.

5th.

That the number of directors of said association shall be nine (9); that the names and residences of those selected for the first year, and until their successors shall have been elected and shall have accepted office, are as follows:

<u>NAMES OF DIRECTORS.</u>	<u>RESIDENCES OF DIRECTORS.</u>
Wylie M. Giffen,	Fresno, California.
H. H. Welsh,	Fresno, California.
A. G. Wishon,	Fresno, California.
Milo L. Rowell,	Fresno, California.
M. B. Harris,	Fresno, California.
G. E. Watson,	Fresno, California.
L. R. Payne,	Fresno, California.
S. P. Frisselle,	Fresno, California.
J. C. Long,	Tulare, California.

6th.

That the voting power and property rights and interests of each member of the association shall be as follows:

The voting power of each of the members shall be equal, and each member shall have one vote. The property rights and interest of each of the members shall be equal.

The association shall have power to admit new members to the association, who shall be entitled to vote and to share in the property of the association with the old members in accordance with the general rules as stated in this paragraph 6th.

This association is a co-operative society formed for agricultural, mercantile, and/or manufacturing purposes, and its members may vote on all questions affecting this society in manner now or hereafter to be prescribed by law.

7th.

This association shall not issue capital stock, but shall issue membership certificates to each member; its business shall not be carried on for profit for itself, or for its members as such, but for its members as producers; anyone who is a producer of agricultural products, in addition to the original incorporators, may become a member of this association, upon such terms and conditions as to membership, and subject to such rules and regulations as to their, and each of their, contract and other rights and liabilities between it and the member, as the said association shall provide in its by-laws. No one other than a producer of agricultural products may become a member. The association shall issue a certificate of membership to each member, but the said membership, or the said certificate thereof, shall not be assigned by a member to any other person, nor shall the assigns thereof be entitled to membership in the association, or to any property rights or interest therein. Nor shall a purchaser at execution

sale, or any other person who may succeed, by operation of law or otherwise to the property interests of a member, be entitled to membership, or become a member of the Association, by virtue of such transfer. The board of directors may, however, by motion duly adopted by it, consent to such assignment or transfer and to the acceptance of the assignee or transferee as a member of the association, but the association shall have the right, by its by-laws, to provide for or against the transfer of membership and for or against the assignment of membership certificates, and also the terms and conditions upon which any such transfer or assignment shall be allowed.

IN WITNESS WHEREOF, each of the parties hereto
has hereunto subscribed his name and seal, this 27 day
of May, 1923.

(SEAL)

(SEAL)

(SEAL)

(SEAL)

(SEAL)

2. *leaf* (S.M.A.)

12/12/44 (SHEAT)

1974-1975

12/11/50

Franklin D. Roosevelt
J. C. Long

STATE OF CALIFORNIA,)
COUNTY OF FRESNO.) SS

On this 29th day of May, 1923, before
me, E. J. [Signature], a Notary Public in and for said
County and State, residing therein, duly commissioned and
sworn, personally appeared Wylie M. C. [Signature], H. H. [Signature],
A. E. [Signature], M. L. [Signature], M. B. [Signature],
A. E. [Signature], L. P. [Signature], S. P. [Signature],
and J. L. [Signature], known to me to be the persons whose
names are subscribed to, and who executed the within instrument,
and they acknowledged to me severally 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, the day
and year in this certificate first above written.

[Signature]
Notary Public in and for the County
of Fresno, State of California.

104260

*Ref'd
P. Hall*

8

SUN-MAID RAISIN CROWERS
of
CALIFORNIA

ARTICLES OF INCORPORATION

FILED

In the office of the Secretary of State
OF THE STATE OF CALIFORNIA

JUN 7 - 1923

FRANK C. JORDAN
Secretary of State

By *Frank C. Jordan* Deputy

Co. of [unclear] XXII

of [unclear]

13

FARRAND & SLOSSON
ATTORNEYS AT LAW
737 CONSOLIDATED REALTY BLDG.
607 SOUTH HILL STREET
LOS ANGELES, CALIF.

437
464

Per. of existence made perpetual

A73230

104260

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SUN-MAID RAISIN GROWERS OF CALIFORNIA

FILED
In the office of the Secretary of State
of the State of California
DEC 20 1967
FRANK M. JORDAN, Secretary of State
By Walter J. [illegible]
Deputy

CLENN F. WILKINS and LEE W. HALVERSTADT certify:

1. That they are the President and Secretary, respectively, of SUN-MAID RAISIN GROWERS OF CALIFORNIA, a California incorporated non-profit agricultural marketing association, organized under the provisions of the Agricultural Code of the State of California

2. That at a meeting of the Board of Directors of said Association, duly held at Kingsburg, California, on November 15, 1967, the following resolution was adopted:

"RESOLVED: That the Articles of Incorporation of this corporation be amended to read as follows:

A. That Article 3rd. be amended to read as follows:

'That the place where the principal business of said association will be transacted is the County of Fresno, State of California.'

B. That Article 4th. be amended to read as follows:

'That the said association is to have perpetual existence.'

C. That the language of Article 5th. appearing before the first semicolon be amended to read as follows:

'That the number of directors of said association shall be fifteen (15).'

D. That Article 8th. be amended to read as follows:

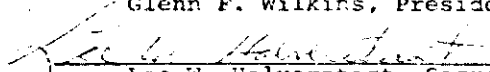
'The voting power of each member of said association shall be unequal; and each member shall have one vote provided he has delivered agricultural products to this association within twelve (12) months prior to the date fixed by the Board of Directors of this association as the record date for the determination of the members entitled to notice and vote or during the last crop year, immediately preceding the vote, in which all deliveries have been completed.'

3. That the members of said Association have adopted said amendment by giving their consent in writing and that the wording of the amended Articles accompanying the members' written consent and referred to therein is the same as set forth in the directors' resolution in paragraph 2. above. A copy of the members' consent, entitled "Ballot" and marked Exhibit "A," is attached hereto and by this reference made a part hereof.

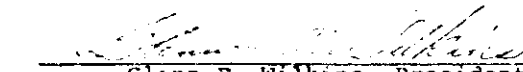
4. That the number of members who gave their written consent to the adoption of said amendment is 1,708 and that the number of members constituting a quorum is 1,565.

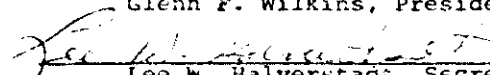
Dated: December 15, 1967.


Glenn F. Wilkins, President


Lee W. Halverstadt, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Kingsburg, California, on December 15, 1967.


Glenn F. Wilkins, President


Lee W. Halverstadt, Secretary

B A L L O T

Amendment of Articles of Incorporation and By-Laws
of
SUN-MAID RAISIN GROWERS OF CALIFORNIA

The undersigned, as a member of SUN-MAID RAISIN GROWERS OF CALIFORNIA, hereby:

1. Acknowledges receipt of a copy of the proposed Amendment to the Articles of Incorporation and a copy of the proposed Amended By-Laws of the Association, both of which were approved by the Board of Directors of the Association on November 15, 1967;
2. Gives written consent to the Amendment of the Articles of Incorporation of the Association, eliminating the "City of Fresno" as the principal place of business of the Association, making the existence of the Association perpetual, increasing the number of Directors to fifteen (15), and creating unequal voting power by which only active members will be permitted to vote; and
3. Gives written assent to the adoption of the proposed Amended By-Laws of the Association.

Dated: _____, 1967.

Signature of Member

EXHIBIT "A"

NA CHANGED TO: SUN-MAID GROWERS OF CALIFORNIA

104260

A184084

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
SUN-MAID RAISIN GROWERS OF CALIFORNIA
A California Corporation

FILED
In the office of the Secretary of State
of the State of California

NOV 30 1977

MARCH LONG III, Secretary of State

Deputy

F. R. LIGHT and LEE W. HALVERSTADT certify:

1. That they are the President and the Secretary, respectively,
of SUN-MAID RAISIN GROWERS OF CALIFORNIA, a California Corporation.

2. That at a regular meeting of the Board of Directors of said
corporation, duly held at Kingsburg, California, on September 21, 1977,

the following resolution was adopted:

RESOLVED, that the name of this corporation,
which is now SUN-MAID RAISIN GROWERS OF
CALIFORNIA, is hereby changed to SUN-MAID
GROWERS OF CALIFORNIA, and that Article 1st
of the Articles of Incorporation of this
corporation be amended to read as follows:

1st

That the name of said association is and
shall be

SUN-MAID GROWERS OF CALIFORNIA

3. That the members have adopted said amendment by written
consent. That the wording of the amended article, as set forth in the
members' written consent, is the same as set forth in the Director's
resolution in Paragraph 2 above.

4. That this corporation is a nonstock corporation having
members with unequal voting power and that the amendment was properly
adopted by a majority of the voting power.

FHR

5. That the number of votes entitled to be represented by written consent is 1,579. That the total number of votes represented by written consent in favor of the amendment is 805.

F. R. Light
F. R. LIGHT, President

Lee W. Halverstadt
LEE W. HALVERSTADT, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Kingsburg, California, on November 16, 1977.

F. R. Light
F. R. LIGHT

Lee W. Halverstadt
LEE W. HALVERSTADT

104260

A200008

SURV

FILED

In the office of the Secretary of State
of the State of California

JUL 31 1979

MARCH FONG ELL, Secretary of State

By B. H. H. H. Deputy

CERTIFICATE OF OWNERSHIP
MERGING
SUN-LAND MARKETING, INC.
INTO

SUN-MAID GROWERS OF CALIFORNIA

The undersigned, F. R. Light and Lee W. Halverstadt, certify that they are the President and the Vice-President-Secretary, respectively of Sun-Maid Growers of California, an agricultural marketing association organized under the provisions of the California Agricultural Code, and certify that:

1. Sun-Maid Growers of California is the parent of Sun-Land Marketing, Inc., an agricultural marketing association organized under the provisions of the California Agricultural Code, its subsidiary (as those terms are used in Section 1110 of the California Corporations Code).
2. Sun-Maid Growers of California is the sole member of Sun-Land Marketing, Inc. and thereby owns and controls 100 percent of the interest in this subsidiary, Sun-Land Marketing, Inc. Sun-Land Marketing, Inc. is a membership organization. No shares of stock are authorized.
3. The following resolution was duly adopted by a majority of the Board of Directors of the parent corporation, Sun-Maid Growers of California:

WHEREAS, Sun-Maid Growers of California is the sole member of and thereby owns and controls 100 percent of the interest in Sun-Land Marketing, Inc., an agricultural marketing association; and

WHEREAS, It is deemed to be in the best interest of Sun-Maid Growers of California to effect a merger of Sun-Land Marketing, Inc. into it;

NOW, THEREFORE, RESOLVED, that Sun-Land Marketing, Inc. be merged into Sun-Maid Growers of California pursuant to Section 1110 of the California Corporations Code; and

RESOLVED FURTHER, That the officers of Sun-Maid Growers of California are hereby directed to do all things and to execute, verify and file all documents necessary to effectuate the merger of Sun-Land Marketing, Inc. into it pursuant to Section 1110 of the California Corporations Code; and

RESOLVED FURTHER, That no amendments are to be made to the Articles of Incorporation of either corporation; and

RESOLVED FURTHER, That Sun-Maid Growers of California hereby assumes all the liabilities and succeeds to all the property of Sun-Land Marketing, Inc..

4. The above resolution was adopted by a majority of the Board of Directors of Sun-Maid Growers of California on July 24, 1979. Said Board of Directors has 15 members, 15 of whom voted for and adopted this resolution.

F. R. Light
F. R. LIGHT, President

Lee W. Halverstadt
LEE W. HALVERSTADT,
Vice President - Secretary

MHA

VERIFICATION

F. R. LIGHT and LEE W. HALVERSTADT hereby verify that:

They are the President and Vice President - Secretary, respectively, of Sun-Maid Growers of California, an agricultural marketing association.


They have read the foregoing Certificate of Ownership and know the contents hereof.

The same is true of their own knowledge.

Executed on July 24, 1979, at Fresno, California.

We declare under penalty of perjury that the foregoing is true and correct.


F. R. LIGHT


LEE W. HALVERSTADT