



Wiley Rein & Fielding LLP

RECEIVED
FEC MAIL
OPERATIONS CENTER

2005 SEP 12 P 4:19

RECEIVED
SECTION
BOSTON
FEDERAL ELECTION COMMISSION

September 12, 2005

2005 SEP 21 A 11:18

1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

Virginia Office
7925 JONES BRANCH DRIVE
SUITE 6200
MCLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wrf.com

VIA HAND DELIVERY

AOR 2005-17

RECEIVED
FEDERAL ELECTION
COMMISSION
OFFICE OF GENERAL
COUNSEL
2005 SEP 12 P 4:22

Federal Election Commission
Office of General Counsel
999 E Street, NW
Washington, DC 20463

Re: Advisory Opinion Request

Dear Commissioners:

On behalf of the American Crystal Sugar Company ("American Crystal") and the Red River Valley Sugarbeet Growers Association, Inc. (the "Association"), we respectfully request an advisory opinion from the Federal Election Commission ("FEC" or "Commission") pursuant to 2 U.S.C. § 437f, regarding the use of the FEC's trade association solicitation rules by the Association and the affiliation of the Association and American Crystal.

In summary, American Crystal and the Association want to confirm that the Commission's regulations permit them to solicit voluntary contributions from the executive and administrative personnel and stockholders (and their families) of the Association's member companies to the federal separate segregated fund of American Crystal, American Crystal Sugar Company Political Action Committee ("American Crystal PAC"). Requestors want to ensure that this solicitation process will comply with the Federal Election Campaign Act of 1971, as amended (the "Act").

FACTS

Background on Requestors

A. The Association

Founded in 1926, the Association has represented the interests of sugarbeet growers in North Dakota and Minnesota for almost 80 years. According to the Association's Articles of Incorporation (attached hereto at Tab A), the purpose of the Association is

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 2

to advance the educational, civic and agricultural interests of sugarbeet growers within the area of its members; to insure that adequate sugarbeet production research is carried on and the data made available to members; to deal with the problems of sugarbeet production and to improve and promote the interests of sugarbeet growers; to assist members in working with regulatory agencies; to promote grower communication; to promote consumer and public relations; to adopt and assist in the development of beneficial public and governmental policies in connection with sugarbeet production.

(Art. IV.)

In order to effectuate its stated purpose, the Association provides a variety of services to its members. Among other things, the Association plays a central role in working with Congress on all aspects of sweetener legislation, including the farm bill and trade issues. It also works closely with the Minnesota and North Dakota state legislatures on matters affecting growers. In addition, the Association works with regulatory agencies on issues of importance to sugarbeet growers, and the Association has worked in the past with entities in foreign countries on issues related to international trade.

The Association consists of 2,859 dues-paying members, all of whom grow sugarbeets in Minnesota or North Dakota. The members include individuals (approx. 29%), partnerships (approx. 60%), corporations (approx 8%), and other types of members (LLCs, estates, trusts, joint tenants, tenants in common). (See Association Bylaws, Art. I, attached hereto at Tab B. See also Bylaws, Art. VIII (dues).) According to its Articles of Incorporation, the Association "shall not afford pecuniary gain, incidentally or otherwise, to any of its individual member or officers, and no individual member, officer or employee . . . shall at any time, receive or be entitled to receive any pecuniary profit from the operation of [the Association], exception for reasonable compensation for services actually rendered to the corporation." (Articles, Art. V.) The Association is governed by a board of directors elected by its members and has its offices in Fargo, North Dakota. (Bylaws, Arts. III, IV & V.)

The Association was formed by sugarbeet growers in the Red River Valley in 1926 when the American Beet Sugar Company, the precursor of American Crystal, constructed its first sugar refinery in the Red River Valley. In 1973, under the leadership of the Association, the members of the Association founded a

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 3

cooperative that then purchased and merged with the pre-existing American Crystal Sugar Company. Today there is a 99.5% overlap between the membership of the Association and the owners of American Crystal.

The Association is exempt from taxation under section 501(c)(5) of the Internal Revenue Code. (Attached hereto at Tab C is the recognition letter from the IRS.)

B. American Crystal

As discussed in FEC Advisory Opinion 1986-7, American Crystal is an agricultural cooperative incorporated under Minnesota Law. It purchases sugarbeets and processes them into sugar and related co-products. At present, it has 2,873 common shareholders. (See American Crystal Articles of Incorporation and Bylaws, attached hereto at Tab D.) Each member of the cooperative holds one share of common stock and, accordingly, has voting power in the affairs of the cooperative, including the election of its board of directors. American Crystal's annual reports can be found at <http://www.crystalsugar.com/>.

With respect to Association activities, American Crystal, among other things, collects Association dues from all of the Association's members by withholding the dues from the beet payments of the members and then forwarding the withheld funds to the Association. These annual dues amounted to approximately \$1.3 million in 2004 and constitute almost 100% of the Association's revenue. In addition, at least once per year, the board of directors of American Crystal holds an informal meeting to which the factory district boards of directors (regional boards) of the Association are invited. (See American Crystal Articles, Art. III, Sec. 14.)

Proposed Solicitation Program

The Association and American Crystal propose to solicit voluntary contributions to American Crystal PAC from the executive and administrative personnel and stockholders (and their families) of member corporations in the Association that have provided the Association with exclusive, written approval for such solicitation for the given calendar year. Solicitations would be made in oral and written form and would be accompanied by all legal notices and disclaimers required by the FEC's regulations.

QUESTIONS PRESENTED

1. Whether the Association is a "trade association" under the Commission's regulations?

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 4

2. **Whether the Association and American Crystal are affiliated for purposes of the FECA?**
3. **Whether American Crystal and the Association may solicit the executive and administrative personnel, stockholders, and families of the Association's member companies that have provided prior approval to American Crystal PAC?**

DISCUSSION

Section 501(c)(5) of the Internal Revenue Code provides tax-exemption for "[l]abor, agricultural, or horticultural organizations." I.R.C. § 501(c)(5). Such organizations must "[h]ave no net earnings inuring to the benefit of any member." Treas. Reg. § 1.501(c)(5)-1. Section 501(c)(6) of the Internal Revenue Code provides tax exemption for "[b]usiness leagues, chambers of commerce, real-estate boards, boards of trade, or professional football leagues . . . , not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual." I.R.C. § 501(c)(6).

Under the Commission's regulations, a "trade association" is defined as follows:

A trade association is generally a membership organization of persons engaging in a similar or related line of commerce, organized to promote and improve business conditions in that line of commerce and not to engage in a regular business of a kind ordinarily carried on for profit, and no part of the net earnings of which inures to the benefit of any member.

11 C.F.R. § 114.8(a). Under FEC regulations, a trade association may solicit contributions for its connected separate segregated fund from the executive and administrative personnel and stockholders (and their families) of member companies in the trade association that have provided the trade association with exclusive, separate, specific, prior written approval for such solicitations.¹ Id. § 114.8(b)-(e).

Per 2 U.S.C. § 441a(a)(5), for purposes of the contribution limitations provided earlier in § 441a(a), "all contributions made by political committees established or

¹ Trade associations also may solicit contributions from its own executive and administrative personnel and their families. 11 C.F.R. § 114.8(i).

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 5

financed or maintained or controlled by any corporation, labor organization, or any other person, including any parent, subsidiary, branch, division, department, or local unit of such corporation, labor organization, or any other person, or by any group of such persons, shall be considered to have been made by a single political committee." (emphasis added). See also 11 C.F.R. § 110.3(a)(1) ("all contributions made or received by more than one affiliated committee . . . shall be considered to be made or received by a single political committee"). Sections 100.5(g)(2) and 110.3(a)(1)(ii) of the Commission's regulations basically repeat the statutory definition of affiliated political committees, with additional parameters not applicable here. Committees are per se affiliated if they are established, financed, maintained, or controlled by, among other things "[a] single corporation and/or its subsidiaries;" and "[t]he same person or group of persons." *Id.* § 110.3(a)(2)(i) & (v).

If any group of entities does not automatically fall within the definitions spelled out in the statute and regulations above, the Commission applies various factors "to determine whether the presence of any factor or factors is evidence of one committee or organization having been established, financed, maintained or controlled by another committee or sponsoring organization." 11 C.F.R. §§ 100.5(g)(4)(ii) & 110.3(a)(3)(ii).²

2

The factors are as follows:

- (A) Whether a sponsoring organization owns a controlling interest in the voting stock or securities of the sponsoring organization of another committee;
- (B) Whether a sponsoring organization or committee has the authority or ability to direct or participate in the governance of another sponsoring organization or committee through provisions of constitutions, bylaws, contracts, or other rules, or through formal or informal practices or procedures;
- (C) Whether a sponsoring organization or committee has the authority or ability to hire, appoint, demote or otherwise control the officers, or other decision-making employees or members of another sponsoring organization or committee;
- (D) Whether a sponsoring organization or committee has a common or overlapping membership with another sponsoring organization or committee which indicates a formal or ongoing relationship between the sponsoring organizations or committees;
- (E) Whether a sponsoring organization or committee has common or overlapping officers or employees with another sponsoring organization or committee which indicates a formal or ongoing relationship between the sponsoring organizations or committees;
- (F) Whether a sponsoring organization or committee has any members, officers or employees who are members, officers or employees of another sponsoring organization or committee which indicates a formal or ongoing relationship between the sponsoring organizations or committees, or which indicates the creation of a successor entity;
- (G) Whether a sponsoring organization or committee provides funds or goods in a significant amount or on an ongoing basis to another sponsoring organization or committee, such as through

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 6

1. The Association Is a Trade Association under the Commission's Rules

After comparing the activities and purpose of the Association with the Commission's definition of "trade association," it is clear that the Association fulfills all of the elements of the Commission's definition and should be treated as a "trade association" for campaign finance purposes. The activities of the Association are exactly those prescribed in the regulations, even if the Association has received its tax exemption from the IRS under section 501(c)(5) of the Internal Revenue Code.

According to the Explanation and Justification sent by the FEC to Congress in the late 1970s, the Commission's definition of "trade association" is based on the definition of "business association" under the IRS rules for section 501(c)(6) tax-exempt organizations. FEC, Explanation and Justification, H. Doc. No. 95-44, 95th Cong., 1st Sess. At 112 (1977). See also FEC Advisory Opinions 1977-44 ("The Explanation and Justification to this section states it is based on the treatment in the tax code of business associations, 26 U.S.C. §§ 501(c)(6). See Treasury Regulation SS 1.501(c)(6)-1 defining a 'business league' (which is exempt from tax under §§ 501(c)(6)) as 'an association of persons having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit.'" and 1985-37 (citing FEC Advisory Opinion 1977-44). As can be seen in FEC Advisory Opinion 1977-44, the FEC definition of "trade association" does not repeat verbatim either the definition of organizations exempt under section 501(c)(6)—("Business leagues, chambers of commerce, real-estate boards, boards of trade, or professional football leagues . . ., not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual.")³—or the IRS regulatory

(Continued . . .)

direct or indirect payments for administrative, fundraising, or other costs, but not including the transfer to a committee of its allocated share of proceeds jointly raised pursuant to 11 CFR 102.17; (H) Whether a sponsoring organization or committee causes or arranges for funds in a significant amount or on an ongoing basis to be provided to another sponsoring organization or committee, but not including the transfer to a committee of its allocated share of proceeds jointly raised pursuant to 11 CFR 102.17;

(I) Whether a sponsoring organization or a committee or its agent had an active or significant role in the formation of another sponsoring organization or committee; and

(J) Whether the sponsoring organizations or committees have similar patterns of contributions or contributors which indicates a formal or ongoing relationship between the sponsoring organizations or committees.

³ In fact, not all organizations qualifying for exemption under section 501(c)(6) may be able to qualify as trade associations under the FEC's definition. See FEC Advisory Opinion 1985-37

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 7

definition of "business association" in Treas. Reg. § 1.501(c)(6)-1 ("A business league is an association of persons having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit."⁴ The text of the FEC's regulation shows that the FEC did not merely subsume an IRS definition into its provisions, but rather crafted its own independent definition as informed by the tax code. The Commission did not put a reference to the Internal Revenue Code or Treasury Regulations into section 114.8, nor did it mandate compliance with any specific tax provision. The Commission's definition of "trade association" does not mandate tax exemption under section 501(c)(6).

As a result, the question of whether an organization is a trade association under FEC regulations depends on whether the organization fulfills the elements of the FEC's definition. The Association does so qualify. First, the Association is a membership organization with 2,859 members, all of which, among other things, pay annual dues and receive the right to vote in the Association's affairs, including the election of the Association's board of directors. Second, all of the members of the Association engage in a similar or related line of commerce. As the Association's

(Continued . . .)

(denying "federation of trade associations" status to the Michigan Chamber of Commerce because, among other things, its members did not pertain to a similar or related line of commerce).

⁴ The current definition for "business association" in the Treasury Regulations also provides as follows:

It is an organization of the same general class as a chamber of commerce or board of trade. Thus, its activities should be directed to the improvement of business conditions of one or more lines of business as distinguished from the performance of particular services for individual persons. An organization whose purpose is to engage in a regular business of a kind ordinarily carried on for profit, even though the business is conducted on a cooperative basis or produces only sufficient income to be self-sustaining, is not a business league. An association engaged in furnishing information to prospective investors, to enable them to make sound investments, is not a business league, since its activities do not further any common business interest, even though all of its income is devoted to the purpose stated. A stock or commodity exchange is not a business league, a chamber of commerce, or a board of trade within the meaning of section 501(c)(6) and is not exempt from tax.

Treas. Reg. § 1.501(c)(6)-1.

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 8

name implies, all of the members are involved in the raising of sugarbeets.⁵ Third, as can be gleaned from the Association's Articles of Incorporation, the Association is organized to "promote and improve the business conditions" in the sugarbeet industry by, among other things, advocating for sugarbeet interests before Congress and in Minnesota and North Dakota and working with regulatory agencies with respect to issues affecting sugarbeet growers.⁶ Finally, because the Articles of Incorporation make clear that the Association is to engage in advocacy for the industry and its members, it is clear that the Association does not engage in a regular business of a kind ordinarily carried out for profit, activity that, in any event, would be inimical to the Association's tax exempt status under section 501(c)(5). (In line with Treasury Regulations applicable to 501(c)(5) organizations and parallel to the statutory exemption requirements applicable to 501(c)(6) organizations, the Articles of Incorporation also state that no part of the net earnings of the Association "inures to the benefit of any member.")

The Association, then, fulfills the letter and spirit of the Commission's trade association regulation through its purpose and activities. Accordingly, the Association is a trade association under section 114.8.

2. The Association and American Crystal Are Affiliated

Based upon the factors put forward by the FEC in its regulations, the Association is affiliated with American Crystal. At least four of the affiliation factors are implicated by the relationship between the two entities.

First, there is a 99.5% overlap in membership of the two organizations. All of the members of the Association own the shares of American Crystal, and 99.5% of the shareholders of American Crystal are members of the Association. As a result of this overlap, the same group of persons ultimately control both organizations. See 11 C.F.R. §§ 100.5(g)(4)(ii)(D) & 110.3(a)(3)(ii)(D).

Moreover, control is further solidified over both organizations by virtue of the fact that all of the directors of the Association are shareholders of American Crystal, and 14 of the 15 directors of American Crystal are members of the Association. See *id.* §§ 100.5(g)(4)(ii)(F) & 110.3(a)(3)(ii)(F).

⁵ The U.S. Supreme Court has ruled that almost all production of foodstuffs, even at subsistence levels, is in interstate commerce. See, e.g., *Wickard v. Filburn*, 317 U.S. 111 (1942).

⁶ These government affairs activities are similar to the activities of 501(c)(6) trade associations as described in, among other places, FEC Advisory Opinions 1995-12 & 1982-2.

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 9

Third, the overlapping membership exists because of the history of the two organizations. The Association's members constituted the group that initiated the effort of the growers to buy the old American Crystal Sugar Company in the early 1970s. As a result, the Association played a major role in the founding of what is now American Crystal because the old company was purchased by a cooperative newly formed by Association members. See id. §§ 100.5(g)(4)(ii)(I) & 110.3(a)(3)(ii)(I).

Finally, American Crystal plays a critical role in the funding of the Association. Basically, American Crystal withholds Association dues payments from 99.5% of the beet payments American Crystal makes to its shareholders (who are also its suppliers), and American Crystal transmits those funds directly to the Association. See id. §§ 100.5(g)(4)(ii)(H) & 110.3(a)(3)(ii)(H). These funds constitute 100% of the Association's revenues.

From the above facts, it is clear that the Association and American Crystal are affiliated. Although they are separate legal entities with different functions, they are controlled by the same group of Minnesota and North Dakota sugarbeet growers, have ongoing financial interactions with each other, and, in the case of the Association, participated in the founding of the other. See FEC Advisory Opinion 1996-26 (finding a corporation and association to be affiliated and allowing the corporation to act as a collecting agent with respect to contributions to the association's PAC).

3. As Affiliates, American Crystal and the Association May Solicit Contributions from the Restricted Class for American Crystal PAC

Because the Association is an affiliate of American Crystal, any federal PAC established by the Association would be affiliated and share contribution limits with American Crystal PAC. 11 C.F.R. § 110.3(a)(1). Moreover, the Association would be able to solicit contributions for its connected PAC from its restricted class, which includes the Association's executive and administrative personnel (and their families) as well as the executive and administrative personnel and stockholders (and their families) of the corporate members of the Association that have provided the Association with exclusive, written approval for solicitations during that calendar year. Id. § 114.8.

Pursuant to Commission precedent, an affiliate of a connected organization is in essentially the same position vis-à-vis the connected PAC as the connected organization itself. See, e.g., FEC Advisory Opinions 2000-15 & 1987-34. As a result of this precedent and given the rules of affiliation and the rights of a connected organization with respect to its own PAC, the Commission has permitted

Wiley Rein & Fielding LLP

Federal Election Commission

September 12, 2005

Page 10

entities to solicit the respective restricted classes of the entities' affiliates. See, e.g., FEC Advisory Opinion 2002-15 (finding affiliation between two trade associations and permitting the solicitation of each trade association's restricted class for the connected PAC of one of the trade associations); FEC Advisory Opinion 1996-49 (permitting the connected PAC of a corporately-owned partnership to solicit the restricted classes of its corporate affiliate and of other affiliates of the corporate affiliate); FEC Advisory Opinion 1996-38 (permitting a trade association affiliated with an unincorporated association of business to solicit the trade association's restricted class for the unincorporated association's connected PAC).

Accordingly, as an affiliate of the Association, American Crystal may solicit the Association's restricted class (as described in 11 C.F.R. § 114.8) for contributions to American Crystal PAC since the Association could solicit this same group for an Association PAC if one existed. In addition, American Crystal may pay all of the costs associated with this solicitation. See, e.g., FEC Advisory Opinion 2000-15.

Our clients respectfully request an advisory opinion confirming the above.

Sincerely,



Jan Witold Baran

A

ARTICLES OF INCORPORATION
OF
RED RIVER VALLEY SUGARBEET
GROWERS ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a non-profit corporation pursuant to the provisions of Chapter 10-24 of the North Dakota Non-Profit Corporation Act, and laws amendatory thereof, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be "RED RIVER VALLEY SUGARBEET GROWERS ASSOCIATION, INC."

ARTICLE II.

The registered office of this corporation shall be located at 1701 West View Drive, West Acres Office Park, Fargo, North Dakota 58102.

ARTICLE III.

The registered agent of this corporation shall be George A. Sinner, 1701 West View Drive, West Acres Office Park, Fargo, North Dakota 58102.

ARTICLE IV.

The purpose of this corporation shall be to advance the educational, civic and agricultural interests of sugarbeet growers within the area of its members; to insure that adequate sugarbeet production research is carried on and the data made available to members; to deal with the problems of sugarbeet production and to improve and promote the interests of sugarbeet growers; to assist members in working with regulatory agencies; to promote grower communication; to promote consumer and public relations; to adopt and assist in the development of beneficial public and governmental policies in connection with sugarbeet production.

ARTICLE V.

The corporation shall not afford pecuniary gain, incidentally or otherwise, to any of its individual members or officers, and no individual member, officer or employee of the corporation, shall at any time, receive or be entitled to receive any pecuniary profit from the operation of this corporation, except reasonable compensation for services actually rendered to the corporation. No part of the assets, income or profit of the corporation shall be distributable to or inure to the benefit of its individual members, Board members, or officers. The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interests of any individual member or Board member, nor shall the corporation engage in any activities, in violation of the North Dakota Non-Profit Corporation Act.

ARTICLE VI.

In the event of dissolution of the corporation, after payment of all liabilities, any remaining assets shall be distributed to organizations organized and operated for the same purposes as this organization.

ARTICLE VII.

The duration of this corporation shall be perpetual.

ARTICLE VIII.

The names and addresses of the incorporators of this corporation are as follows:

H. D. Ross
Route 1
Crookston, Minnesota 56716

Rodney Webster
St. Vincent, Nn. 56755

Frank Warloch
Ninte
North Dakota 58261

Art Grovo
Hillsboro, N.D. 58045

Emil Olson
2503 South 15th
Aoorhead, Minnesota 56560

Curtis Jacobson
Route 1
Ada, Minnesota 56510

John F. Desautel
Grafton, N.D. 58237

James Hutton
Box 105
Monyol, North Dakota 58256

Maurice Aronson
Halstad, Nn. 56548

George A. Sinner
Box 458, 421 9th Ave. N.
Casselton, N.D. 58012

PADDEN,
BICKEL,
JOHANSSON,
WALL & TAYLOR,
Attorneys at Law
Crookston, Minn.

ARTICLE IX.

The business affairs of the corporation shall be managed and administered by a Board of Directors of not less than ten (10), the exact number of which shall be set by the By-Laws of the corporation. The names and addresses of the initial Board of Directors are:

H. D. Ross
Route 1
Crookston, Minnesota 56716

Wayne H. Boucher
Crookston, Minnesota 56716

Rolland Hamre
Beltrami, Minnesota 56517

Curtis Jacobson
Route 1
Ada, Minnesota 56510

Luther Jacobson
Shelly, Minnesota 56581

Milton Williams
Route 1, Box 108
Fisher, Minnesota 56723

Arthur R. Tinkham
Route 2
Fisher, Minnesota 56723

Rodney Webster
St. Vincent, Minnesota 56755

Fred A. Born
St. Thomas, North Dakota 58276

John W. Brown
Drayton, North Dakota 58225

Allan Collette
Grafton, North Dakota 58237

John F. Desautel
Grafton, North Dakota 58237

Arlen Erickson
Kennedy, Minnesota 56733

Les Field
Crookston, Minnesota 56716

Milfred D. Hart
Fembina, North Dakota 58271

Patrick D. Nahar
Cavalier, North Dakota 58220

Roger Noe
Route 3, Box 162
Grafton, North Dakota 58237

Russell Morrison
Bathgate, North Dakota 58216

R. T. Swanson
Route 2
Grafton, North Dakota 58237

Randall Wagner
Neché, North Dakota 58265

Frank Narloch
Minto, North Dakota 58261

Duane G. Anderson
Rural Route 2
East Grand Forks, Minnesota 56721

Ray W. Anderson
Rural Route 3
East Grand Forks, Minnesota 56721

Charles Bateman
Rural Route 1, Box 222
Grand Forks, North Dakota 58201

Leonard Berg
Fisher, Minnesota 56723

Kenneth Bergeron
Argyle, Minnesota 56713

Boyd Galegher
Thompson, North Dakota 58278

James Hutton
Box 105
Manvel, North Dakota 58256

Winton Knutson
Oslo, Minnesota 56744

Ray H. Larson
RFD-1
Angus, Minnesota 56712

Robert McWalter
East Grand Forks, Minnesota 56721

Dale Olson
Alvarado, Minnesota 56710

Wallace L. Stinar
Route 2
Warren, Minnesota 56762

John Sweeney
Rural Route 1
Manvel, North Dakota 58256

PADDEN,
DICKEL,
JOHANSON,
WALL & TAYLOR
Attorneys at Law
Grand Forks, Minn.

Donald Westvold
Hatton, North Dakota 58240

Robert Woods
Forest River, North Dakota 58233

Art Grove
Hillsboro, North Dakota 58045

Maurice Aronson
Halstad, Minnesota 56548

Keith Froeland
Cummings, North Dakota 58223

Donald Hanson, Sr.
Hillsboro, North Dakota 58045

Klyde S. Hoff
Perley, Minnesota 56574

Richard Mueller
Hillsboro, North Dakota 58045

Dwain Ross
Ada, Minnesota 56510

Michael Warner
Halstad, Minnesota 56548

Bill Olson
2503 South 13th
Moorhead, Minnesota 56560

Milton Brakke
Route 2
Moorhead, Minnesota 56560

Harold Holmoko
Felton, Minnesota 56536

Carroll E. Johnson
Box 228
Kindred, North Dakota 58051

Glenn Kwohl
Glyndon, Minnesota 56547

Harv A. Rokken
Route 2
Moorhead, Minnesota 56560

Sig Magnuson
Georgetown, Minnesota 56546

Joseph N. Prosky, Jr.
Rural Route 1
Felton, Minnesota 56536

George A. Sinner
Box 458, 421 3th Ave. N.
Cassilton, North Dakota 58012

William Bine
Rural Route 1
Cassilton, North Dakota 58012

Aubrey Thomas
Route 3
Moorhead, Minnesota 56560

PACON
DODGE
JOHNSON
WELL & TAYLOR
Authorized
Copies, Inc.

The initial Board of Directors shall serve until the first annual meeting of the members or until their successors have been elected and have qualified.

ARTICLE X.

The corporation shall have no capital stock.

ARTICLE XI.

No individual member, board member or officer of this corporation shall have any personal liability for any obligation of the corporation.

ARTICLE XII.

The qualifications for membership in this corporation shall be determined by the By-Laws.

ARTICLE XIII.

The officers of this corporation shall consist of a president, one or more vice-presidents, a secretary and a treasurer. The Board of Directors may elect such additional officers as the Board of Directors may from time to time determine and any officer elected by the Board of Directors shall serve until the next annual meeting of the Board of Directors and thereafter until their successors are elected and have qualified.

IN WITNESS WHEREOF, we the undersigned incorporators have hereunto set our hands this 22 day of

September, 1977.

H. D. Ross

H. D. ROSS

Rodney Webster

Rodney Webster

Frank Narloch

Frank Narloch

Walter E. Grove

Walter E. Grove

Paul Olson

Paul Olson

Curtis Jacobson

Curtis Jacobson

John F. Desautel

John F. Desautel

James Hutton

James Hutton

Maurice Aronson

Maurice Aronson

George A. Sinner

George A. Sinner

ADDEN
PICKET
WAINING
WALTER TAYLOR
KIMBERLY
GOSWAMI

STATE OF MINNESOTA)
) ss.
COUNTY OF FOLK)

On this 2nd day of September, 1977, before me,
a Notary Public for the within County and State, personally
appeared H. D. Ross, Rodney Webster, Frank Narloch, Art
Grove, Emil Olson, Curtis Jacobson, John F. Desautel, James
Hutton, Maurice Aronson and George A. Sinner, to me known to
be the persons described in and who executed the foregoing
instrument and acknowledged that they executed the same
as their free act and deed.



Notary Public
Folk County, Minnesota
My Commission expires: Nov. 12, 1981.

PADDEN,
CROCKEL,
JOHANNSON,
WALL & TAYLOR
Attorneys at Law
Dunsmuir, Minn.

STATE OF MINN. DARTS
Department of State }
Filed for recy. file 13
day of Sept 1977
Secretary of State

Certificate No. 22454

GRAND DIVISION



State of North Dakota

CERTIFICATE OF INCORPORATION

OF THE RED RIVER VALLEY SUGAR BEET GROWERS ASSOCIATION, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate original of Articles of Incorporation for the incorporation of

RED RIVER VALLEY SUGAR BEET GROWERS ASSOCIATION, INC.

has been duly filed and verified pursuant to the provisions of the North Dakota Corporation Act, and are found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

RED RIVER VALLEY SUGAR BEET GROWERS ASSOCIATION, INC.

and attaches hereto a duplicate original of the Articles of Incorporation.

In testimony whereof, I have hereunto set my hand and affixed the Great Seal of the State of the Capitol in the City of Bismarck, this 15th day of

GREAT SEAL

September, A. D. 1922

Ben Hale

Secretary of State

28790
Domestic and Foreign Business Corporations - Fee \$10.00
Domestic and Foreign Nonprofit Corporations - Fee \$10.00

File No. 5526-118

DEC 20 1989

17-346600

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH.

File duplicate originals. (Two copies, both bearing original signatures.)

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is Red River Valley Sugarbeet Growers Association, Inc.
2. The present address of record of the registered office is: _____
 1351 Page Drive SW, Suite 215, Fargo, ND 58103-3536 (new address)
(original address: 1701 West View Drive, West Acres Office Park, Fargo, ND 58102)
3. The address of the new registered office is: _____
1351 Page Drive SW, Suite 215, Fargo, ND 58103-3536
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: George A. Sinner
5. The name of successor registered agent is: Richard W. Fitzsimons
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: December 27, 19 89

Richard W. Fitzsimons, Sr. Director
(Signature and title)

Filing Date 1-5, 19 90

Cheri T. ...
Secretary of State

Receipt # 28790



STATEMENT OF CONSENT TO SERVE AS A REGISTERED AGENT
SECRETARY OF STATE
 SDN 7974 (12-89)


FILE NO. 552677

INSTRUCTIONS
 This Statement of Consent is to be filed by both Foreign and Domestic corporations. Print legibly or type.
 File duplicate originals (two copies both with original signatures).
SEND TO: Secretary of State
State Capitol
Bismarck, ND 58505 Filing Fee \$10.00

IF REGISTERED AGENT IS AN INDIVIDUAL - COMPLETE THIS SECTION

Name of Registered Agent: Richard W. Fitzsimons Date: January 2, 1990

For the Corporation of (Use exact corporate name)
Red River Valley Sunboat Growers Association, Inc.

I accept the appointment to serve in the capacity of registered agent for the above corporation.

 Signature of Registered Agent

IF REGISTERED AGENT IS A CORPORATION - COMPLETE THIS SECTION
 (The Incorporating or authorizing corporation cannot serve as its own agent.)

Person Signing Statement: _____ Title: _____ Date: _____

Name of Corporate Registered Agent (Use exact corporate name)

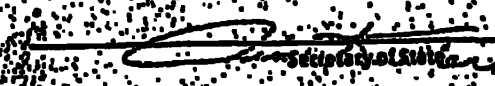
To Represent the Corporation of (Use exact corporate name)

On behalf of the corporation named above as Corporate Registered Agent,
 I accept this appointment to serve in the capacity of registered agent.

 Signed for corporation acting as agent

SECRETARY OF STATE USE ONLY

Filing Date: 1-5-90


 Secretary of State

RECEIPT NO. 28590

RECEIVED
 JAN 11 1990
 STATE OF NORTH DAKOTA



**DOMESTIC AND FOREIGN
NON-PROFIT CORPORATION
ANNUAL REPORT
SECRETARY OF STATE
675-59879 (11-97)**

**RECEIVED
JAN 23 1998
SEC. OF STATE**

FOR OFFICE USE ONLY	
ID #	4,341,000
FILE #	5,526 NP
WO #	597059
Filed	3-12-98 by KS

**RED RIVER VALLEY SUGARBET GROWERS ASSOCIATION
INC.
1401 32ND ST SW
FARGO ND 58103-3430**

1. FILING FEE: \$10.00

REPORT DUE FEBRUARY 1, 1998
By law a report is considered to be timely filed if it is postmarked on or before February 1, 1998.

See instruction #1 for EXTENSION options

2. State of Origin

ND

NUMBERS ON FORM CORRESPOND TO NUMBERS ON ENCLOSED INSTRUCTION SHEET

A nonprofit corporation is a legal entity created under North Dakota state law. This annual report is required by law and verifies the continued existence of the corporation. If the nonprofit corporation no longer exists, the corporation may voluntarily dissolve or be involuntarily dissolved under the provisions of state law if the annual report is not filed (see instructions). Annual report provisions are found in the North Dakota Century Code, Section 10-22-122.

<p>3. Name and address of registered agent. Is the name of the registered agent and address correct? <input type="checkbox"/> Yes <input type="checkbox"/> No If no, complete numbers 13 through 18 on the reverse side of this report form.</p> <p>GEORGE A. SINNER 1701 WEST VIEW DR. WEST ACRES OFFICE PARK FARGO ND 58102</p>	4. Telephone #
	701-239-4151
	5. Toll-free telephone #
	6. Federal ID #

7. Complete address (Street/RR, PO Box, City, State, Zip+4) of corporation's principal executive office. Address cannot only be a post office box.
1401 32nd St. S.W., Fargo, ND 58103-3430

<p>8. Purpose of the corporation To promote the sugarbeet industry by working with state legislatures regarding matters affecting growers and Congress on sweetener legislation; supports research, public relation programs and provides information on employment, environment, transportation & other regulations.</p>	<p>9. Federal Tax Code by which tax exemption is recognized, if any</p>
--	--

OFFICERS AND DIRECTORS OF THE CORPORATION

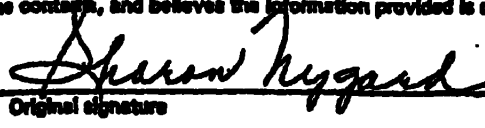
OFFICE	NAME		COMPLETE MAILING ADDRESS			
			Street/RR	PO Box	City	State Zip+4
PRESIDENT	Nicholas Sinner	<input checked="" type="checkbox"/>	60 Meadowlark Lane,		Fargo,	ND 58102
VICE PRESIDENT	Craig Halfmann	<input checked="" type="checkbox"/>	RR2, Box 215,		Stephen,	MN 56757
SECRETARY	Tom Wagner	<input checked="" type="checkbox"/>	RR1, Box 44,		Fisher,	MN 56729
TREASURER	Paul Mathiason	<input checked="" type="checkbox"/>	275 Circle Hills Drive,		Grand Forks,	ND 58201
DIRECTOR	(SEE ATTACHED LIST)					
DIRECTOR						
DIRECTOR						

Must list at least a president, one or more vice presidents, secretary, and treasurer. Officer serves in more than one position, and Officer also serves as Director.

11. Name of person to contact if questions about this report
Sharon Nygard, Administrative Assistant

Daytime telephone #
701-239-6151

12. "The undersigned has read the foregoing annual report, knows the contents, and believes the information provided is correct."


 Original signature / 1/22/98
 Date

1448

REGISTERED AGENT/OFFICE CHANGE

Complete numbers 13 through 16 only if changing the name of the registered agent and/or address of the registered agent listed in number 3.

Registered agent provisions are found in the North Dakota Century Code, Sections 10-33-12 and 10-33-13.

13. Name of the new registered agent (or new name of current registered agent)

MARK F. WEISER

14. New address of the registered agent (New address must be agent's physical address, post office box if applicable, city and state, zip code plus 4-digit extension. The agent's address cannot only be a post office box.)

1401 32nd St. S.W., Fargo, ND 58103

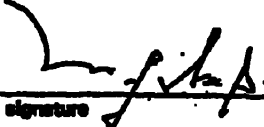
15. The appointment of a new registered agent can only be authorized by resolution of the corporation's board of directors. However, the current registered agent named in number 3 is authorized to change its address or its name (see instructions).

Indicate below how the changes in numbers 13 and/or 14 were authorized.

- (a) By resolution of the corporation's board of directors, OR
- (b) By the current registered agent with notification to the corporation's board of directors.

16. If number 15(a) is checked, this statement may be signed by the same individual authorized to sign number 12 on the front. If number 15(b) is checked, this statement may be signed by the current registered agent named in number 3.

"As required by state law, I certify that the address of the registered office and the address of the registered agent's business office, as listed in number 14 above, is identical. I also certify the box checked in number 15 is authorized as noted. I also certify that I am authorized to sign this registered agent/office change and I know the information is correct."


 Original signature _____ Date 1/22/98

CONSENT OF NEWLY APPOINTED REGISTERED AGENT

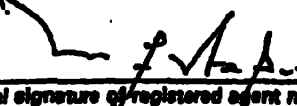
Complete this section only if a new registered agent has been appointed in number 13.

17. The new registered agent is (check one)

- A North Dakota resident.
- A corporation
- A limited liability company

18. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation or limited liability company is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation or limited liability company.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this nonprofit corporation until a change, or resignation, is submitted to the Secretary of State under the provisions of North Dakota law."


 Original signature of registered agent named in number 13 _____ Date 1/22/98

Send an original copy and filing fee to: **Secretary of State
State of North Dakota
600 East Boulevard Avenue
Bismarck ND 58505-0600**

For assistance contact the Business Division at 701-328-4145.

RED RIVER VALLEY SUGARBEET GROWERS ASSOCIATION.

OFFICERS-EXECUTIVE COMMITTEE

<u>PRESIDENT</u>	Nicholas Sinner (Christine) 60 Meadowlark Lane, Fargo, ND 58102	Ph:(701) 235-8874
<u>VICE PRES.</u>	Craig P. Halfmann (Marlys) RR2, Box 215, Stephen, MN 56757	Ph:(218) 478-3021
<u>SECRETARY</u>	Wagner, Thomas (Roberta) RR1, Box 44, Fisher, MN 56723	Ph:(218) 281-5854
<u>TREASURER</u>	Mathiason, Paul O. (Diane). 275 Circle Hills Dr., Grand Forks, ND 58201	Ph:(701) 746-5508

MEMBERS-EXECUTIVE COMMITTEE

Nord, Jay W. (Cindy)	RR1, Box S2AA, Wolverton, MN 56594	Ph:(218) 898-2062
Olek, Vernard (Rose)	RR1, Box 62, Felton, MN 56536	Ph:(218) 494-3440
Peterson, Dean (Elly)	RR3, Box 5, Warren, MN 56762	Ph:(218) 745-4077
Peterson, Ronald L. (Peggy)	RR1, Box 84, Buxton, ND 58218	Ph:(701) 856-3311
Rutherford, Paul (Wanda)	RR1, Box 17, Euclid, MN 56722	Ph:(218) 773-2073
Widner, Neil C. (Leslie)	Box 305, Stephen, MN 56757	Ph:(218) 478-3616
Williams, Steve (Jan)	Box 203, Thompson Ave., Fisher, MN 56723	Ph:(218) 281-7042
<u>LEGAL COUNSEL</u> -Morris Dickel (Marilyn) 5901 Laurel Ave. #228, Golden Valley, MN 55416		Ph:(612) 591-0989
<u>MINNESOTA LIAISON</u> -Wayne Wagner (Kathy) RR1, Box 39, Crookston, MN 56716		Ph:(218) 281-6914
<u>ND LIAISON</u> -William A. Hejl (Gwen) 15580 28th St. SE, Ardenia, ND 58004		Ph:(701) 347-4922
<u>RESEARCH</u> -Kenneth Schellack (Fay) RR2, Box 65, Glyndon, MN 56547		Ph:(218) 498-2103



**DOMESTIC AND FOREIGN
NONPROFIT CORPORATION
ANNUAL REPORT
SECRETARY OF STATE.
SPN 80679 (11-03)**

2004

FOR OFFICE USE ONLY

ID#:	4,341,000
WOF:	113725
File:	1-04

1. The name of the corporation and the name and address of the registered agent.

RED RIVER VALLEY SUGARBET GROWERS ASSOCIATION, INC.

~~MAR T WEBER~~
1401 32ND STREET SW
FARGO ND 58103

MAR 1 2004

SEC. OF STATE


2. FILING FEE:
\$10 if postmarked on or before
February 2, 2004
\$15 if postmarked after February
2, 2004

See instruction #1 for EXTENSION options

3. State of Origin:	ND
---------------------	----

NUMBERS ON FORM CORRESPOND TO NUMBERS ON ENCLOSED INSTRUCTION SHEET

A nonprofit corporation is a legal entity created under North Dakota state law. This annual report is required by law and verifies the continued existence of the corporation. If the nonprofit corporation no longer exists, the corporation may voluntarily dissolve or be involuntarily dissolved under the provisions of state law if the annual report is not filed (see instructions). Annual report provisions are found in the North Dakota Century Code, Section 10-33-18.

4. The name and address of the registered agent appear below the corporate name in number 1. Is the name of the registered agent and address correct? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If no, complete numbers 13 through 16 on page 2 of this form.																																																																
6. Purpose of the Corporation: PROMOTE SUGARBET INDUSTRY IN NORTH DAKOTA & NATIONALLY	8. Federal Tax Code by which tax exemption is recognized, if any:																																																															
7. The address of the principal executive office as previously reported. Is the address correct? <input type="checkbox"/> Yes <input type="checkbox"/> No If no, cross out incorrect address and provide correct address in this area. Address cannot only be a post office box. Must include a physical address and box number if applicable. 1401 32ND ST SW FARGO ND 58103-3430	a. Federal ID number: b. Telephone number: (701) 239-4151																																																															
10. OFFICERS AND DIRECTORS OF THE CORPORATION <small>Must list at least a president and secretary and any other officers. If officers serve in more than one position, see instructions.</small> <table border="1"> <thead> <tr> <th>OFFICE</th> <th>NAME</th> <th>Street/RR</th> <th>PO Box</th> <th>City</th> <th>State</th> <th>Zip+4</th> </tr> </thead> <tbody> <tr> <td>PRESIDENT</td> <td>Steve Williams</td> <td><input checked="" type="checkbox"/></td> <td></td> <td>515 Thompson Avenue, Fisher, MN</td> <td>MN</td> <td>56723</td> </tr> <tr> <td>VICE PRESIDENT</td> <td>Robert Graen</td> <td><input checked="" type="checkbox"/></td> <td></td> <td>P.O. Box 183, St. Thomas, ND</td> <td>ND</td> <td>58276</td> </tr> <tr> <td>SEC/TREA</td> <td></td> <td><input type="checkbox"/></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>SECRETARY</td> <td>Kelly Erickson</td> <td><input checked="" type="checkbox"/></td> <td></td> <td>Box 877, Hallock, MN</td> <td>MN</td> <td>56728</td> </tr> <tr> <td>TREASURER</td> <td>John Brainerd</td> <td><input checked="" type="checkbox"/></td> <td></td> <td>704 6th St. West, Ada, MN</td> <td>MN</td> <td>56510</td> </tr> <tr> <td>DIRECTOR</td> <td>Jay Nord</td> <td></td> <td></td> <td>1833 130th St., Wolverton, MN</td> <td>MN</td> <td>56594</td> </tr> <tr> <td>DIRECTOR</td> <td>Dean Peterson</td> <td></td> <td></td> <td>19597 US Hwy. 75 NW, Warren, MN</td> <td>MN</td> <td>56762</td> </tr> <tr> <td>DIRECTOR</td> <td>Wayne Tang</td> <td></td> <td></td> <td>12080 120th St. North, Falton, MN</td> <td>MN</td> <td>56536</td> </tr> </tbody> </table>		OFFICE	NAME	Street/RR	PO Box	City	State	Zip+4	PRESIDENT	Steve Williams	<input checked="" type="checkbox"/>		515 Thompson Avenue, Fisher, MN	MN	56723	VICE PRESIDENT	Robert Graen	<input checked="" type="checkbox"/>		P.O. Box 183, St. Thomas, ND	ND	58276	SEC/TREA		<input type="checkbox"/>					SECRETARY	Kelly Erickson	<input checked="" type="checkbox"/>		Box 877, Hallock, MN	MN	56728	TREASURER	John Brainerd	<input checked="" type="checkbox"/>		704 6th St. West, Ada, MN	MN	56510	DIRECTOR	Jay Nord			1833 130th St., Wolverton, MN	MN	56594	DIRECTOR	Dean Peterson			19597 US Hwy. 75 NW, Warren, MN	MN	56762	DIRECTOR	Wayne Tang			12080 120th St. North, Falton, MN	MN	56536
OFFICE	NAME	Street/RR	PO Box	City	State	Zip+4																																																										
PRESIDENT	Steve Williams	<input checked="" type="checkbox"/>		515 Thompson Avenue, Fisher, MN	MN	56723																																																										
VICE PRESIDENT	Robert Graen	<input checked="" type="checkbox"/>		P.O. Box 183, St. Thomas, ND	ND	58276																																																										
SEC/TREA		<input type="checkbox"/>																																																														
SECRETARY	Kelly Erickson	<input checked="" type="checkbox"/>		Box 877, Hallock, MN	MN	56728																																																										
TREASURER	John Brainerd	<input checked="" type="checkbox"/>		704 6th St. West, Ada, MN	MN	56510																																																										
DIRECTOR	Jay Nord			1833 130th St., Wolverton, MN	MN	56594																																																										
DIRECTOR	Dean Peterson			19597 US Hwy. 75 NW, Warren, MN	MN	56762																																																										
DIRECTOR	Wayne Tang			12080 120th St. North, Falton, MN	MN	56536																																																										
11. Name of person to contact about this report: Sharon Nygard, Administrative Asst. E-Mail Address: rrvsgal@srpcomm.net Daytime telephone # and extension, if any: 701-239-4151																																																																
12. "The undersigned has read the foregoing annual report, knows the contents, and believes the information provided is correct." <div style="text-align: center;">  Signature </div> <div style="text-align: right;"> 2/19/04 Date </div>																																																																

0.004

REGISTERED AGENT/OFFICE CHANGE

Complete numbers 13 through 16 only if changing the name of the registered agent and/or address of the registered agent listed in number 1.

Registered agent provisions are found in the North Dakota Century Code, Sections 10-33-12 and 10-33-13.

13. Name of the new registered agent (or new name of current registered agent)
Nicholas Sinner

14. New address of the registered agent (New address must be agent's physical address, post office box if applicable, city and state, zip code plus 4-digit extension. The agent's address cannot only be a post office box.)
1401 32nd St SW Fargo ND 58103

15. If new information is provided in either numbers 13 or 14, one of the following boxes must be checked to verify how the changes were authorized.

Check box (a) if the corporation appointed a new registered agent and listed that name in number 13 above. Please remember that the appointment of a new registered agent can only be authorized by a resolution of the nonprofit corporation's board of directors.

Check either box (a) or (b) if the address of the registered agent named in number 1 of the front side of this form has changed. Check box (a) or (b) if the person named in number 1 is still the same person but now has a different name because of a change in marital status, etc. Please remember that the current registered agent is authorized to change the agent's address or name by either a resolution of the board or with notification to the board of directors. (see instructions)

(a) By resolution of the corporation's board of directors (required by law when registered agent is changed)
 (b) By the current registered agent with notification to the corporation's board of directors.

16. If number 15(a) is checked, the certification below may be signed by the same individual authorized to sign number 12 on the front. If number 15(b) is checked, the certification may be signed by the current registered agent named in number 1.

"As required by state law, I certify that the address of the registered office and the address of the registered agent's business office, as listed in number 14 above, is identical. I also certify the box checked in number 15 is authorized as noted. I also certify that I am authorized to sign this registered agent/office change and I know the information is correct."

Sharon Rygaard | 2/19/04
 Signature Date

CONSENT OF NEWLY APPOINTED REGISTERED AGENT

Complete this section only if a new registered agent has been appointed in number 13.

17. The new registered agent is: (check one)
 A North Dakota resident
 A corporation
 A limited liability company

18. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation or limited liability company is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation or limited liability company.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this nonprofit corporation until a change, or resignation, is submitted to the Secretary of State under the provisions of North Dakota law."

Nicholas Sinner | 2/19/04
 Signature of registered agent named in number 13 Date

Send the document and filing fee to:

Annual Report Processing Center
 Secretary of State
 State of North Dakota
 PO Box 5513
 Bismarck ND 58506-5513

For assistance contact the Business Division at 701-328-4284

Toll-Free at 800-352-0867 (8-4284)

Web Site: www.state.nd.us/sec

0.004

Doug Chandler
Diane Ista
Mark Nelson
Wayne Wagner
Williams A. Hejl
Ken Schellack
Don Andringa
Paul Mathiason

45490 US Hwy. 75 SW, Nielsville, MN 56568
2192 Highway 200, Ada, MN 56510
3601 22nd Ave. South, Grand Forks, ND 58201
25477 US Hwy. 75 SW, Crookston, MN 56716
15560 28th St. SE, Amentia, ND 58004
13077 70th Ave. South, Glyndon, MN 56547
422 4th Ave. NE, Crookston, MN 56716
275 Circle Hills Drive, Grand Forks, ND 58201



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 10 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

Alvin A. Jaeger

DATED: 4-19-05

Alvin A. Jaeger
SECRETARY OF STATE

By: *LJA*

B

COPY

**BY-LAWS OF THE RED RIVER VALLEY SUGARBEET
GROWERS ASSOCIATION, INC.
(Including Amendments through December 3, 1993 Annual Meeting)**

ARTICLE I

QUALIFICATIONS OF MEMBERS

Section 1. The membership of this corporation shall be limited to individuals, co-partnerships or corporations growing sugarbeets within the State of Minnesota or North Dakota. A tenant or lessee of lands used for the production of sugarbeets is eligible for membership as are the owner-lessors of lands so used under a share crop rental contract. The number of members shall be unlimited.

Section 2. Members of this corporation shall be organized into factory district organizations and each member hereof shall be a member of his specific factory district organization. Such factory district organization shall elect their directors to this corporation as hereinafter provided. In the event a member shall haul or ship sugarbeets to more than one sugar refining factory, he shall be entitled to select the factory district organization to which he wishes to belong, but no grower shall be entitled to belong to more than one factory district organization.

ARTICLE II

CLASSIFICATION OF MEMBERS

There shall be only one class of membership in this corporation.

ARTICLE III

Each member shall be entitled to cast one vote at all meetings of members; no votes shall be cast by proxy.

A corporation member shall be represented by such person as is nominated or appointed by it. Such appointments by corporate members shall be certified in writing to the secretary of this corporation in advance of the meeting at which the corporate member casts its ballot.

ARTICLE IV
MEETINGS OF MEMBERS

Section 1. One regular meeting of the members of this corporation shall be held each year at such time and place within or without the State of North Dakota as is determined by the directors.

Section 2. Special meetings of the members of this corporation may be called at any time by the President or by the Board of Directors or by not less than fifty (50) of the members, in which event all of the names of such members shall appear in the notice of call of such meeting. If such members desire a meeting, they shall make a written request to the President, Vice President or Secretary of the corporation to call a special meeting and advise him of the purpose of such meeting; such officer shall give notice of the meeting which shall be held between ten (10) and sixty (60) days after receiving the request. If the officer fails to give notice of the meeting within seven (7) days after the request is made, the persons who requested the meeting may fix the time and place of the meeting and give notice in the manner provided herein for the giving of notice of special meetings to the members.

Section 3. The notice of a meeting of members shall be a written notice and shall state the time and place and in case of a special meeting, the purpose of the meeting. It shall be delivered to each member personally, or by mail at the address last shown on the corporate records or known to the persons calling the meeting; it shall be delivered or mailed not less than five (5) nor more than thirty (30) days before the meeting.

Section 4. A quorum for meetings of the members is five percent (5%) of the total voting membership.

Section 5. When a meeting of members is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.

Section 6. If a quorum shall not be present at any meeting of the members, the members present in person shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting adjourned, until the requisite number of members to constitute a quorum is present, at which time any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 7. At the discretion of the Board of Directors, members of the corporation shall be entitled to vote by mail on any issue provided the notice of the meeting shall so notify the members that the question will be voted upon by mail. In such case, the Directors shall prepare and send to each member an appropriate ballot with voting instructions which shall accompany the notice of meeting. When voting by mail is proposed on a particular issue by the Board of Directors, the members so voting shall be counted toward a quorum as though they had personally attended the meeting. The entire vote on a single issue may be made by mail ballot if so stated in the notice and such a vote shall have all of the effects of a vote taken at a regular special meeting of members provided that at least 20% of the membership so votes. Each notice of meeting shall be sent with two envelopes and a ballot. One of the envelopes shall be addressed to the corporation at its office, and another envelope shall be marked "Ballot." The instructions accompanying the notice of the meeting shall instruct the member to vote on the issue, place his ballot in the envelope marked "Ballot," seal the same, and place it in the second envelope addressed to the corporate office. None of the ballot envelopes shall be opened until the meeting upon which the issue will be voted upon has been called to order and the issue considered at the meeting and all ballot envelopes shall remain sealed until that time.

ARTICLE V

DIRECTORS AND MEETINGS OF DIRECTORS

Section 1. Board of Directors. The Board of Directors shall be made up of the

members of the Boards of Directors of the respective factory district organizations; but each factory district organization shall only be entitled to ten votes on the Board of Directors regardless of how many individual members of its board shall serve on the Board of Directors of the Red River Valley Sugarbeet Growers Association. Factory district organizations shall be approved by the Board of Directors at its annual meeting and each factory district organization which has been approved shall be entitled to designate two (2) of its members and one (1) alternate, all of whom must be a member of the Board of Directors of this corporation, together with the officers of this association, to act as an executive committee, which shall, to the extent determined by the board, have the authority of the board in the management of the business of the corporation. Individuals designated as members or alternates to the executive committee must be a member of the Board of Directors of the Association. The executive committee shall, at all times, be subject to the control and direction of the board and shall act only in the interval between meetings of the board. A majority of the executive committee shall constitute a quorum at the meeting of such committee. Members of the executive committee shall be elected for a one (1) year term and no member of the executive committee shall be eligible to serve for more than ten (10) consecutive one (1) year terms. In the event that factory district has articles or by-laws which are contrary to this provision and permit service as a member of the executive committee for a longer period of time, nevertheless, eligibility to serve on the executive committee of the Red River Valley Sugarbeet Growers Association, Inc. shall be governed by the By-Laws of the Red River Valley Sugarbeet Growers Association, Inc. No member of the Board of Directors of American Crystal Sugar Company cooperative or any other sugar refining company shall be eligible to serve on either the executive committee or the Board of Directors of this corporation during his term of office as a director of a sugar refining company. No one shall be eligible to serve more than twelve (12) consecutive years as a member of the Board of Directors. The frequency of election and term of office of a

director shall be determined by each factory district organization, but the total length of service of any director shall not be more than twelve (12) consecutive years.

Section 2. The Board of Directors shall have one regular annual meeting, which shall be held within ten (10) days before or after the regular annual meeting of the members. At such meeting, the directors shall elect the President of the corporation. The executive committee shall elect all other officers. Special meetings of the directors may be called at any time by the President or by three (3) or more of the directors. The Board of Directors may fix the time and place for other regular meetings of the directors. A written notice of all meetings, other than the regular annual meeting and of regular meetings fixed by the directors, shall be given to each director personally or by mail not less than five (5) days prior to the date fixed for the meeting. In all cases, the date of mailing shall be deemed to be the date at which mailed notice is given.

Section 3. In the event a vacancy occurs on the Board of Directors, the factory district board on which such vacancy occurs shall have the right to fill said vacancy by majority vote of that particular factory district Board of Directors.

Section 4. A quorum for meetings of the directors shall be a majority of the members of the board. If a quorum shall not be present at a meeting, the members present, though less than a quorum, shall have the power to adjourn a meeting from time to time without notice other than announcement at the meeting adjourned, until a quorum is present, at which time any business may be transacted if such business might properly have been transacted at the meeting as originally noticed.

Section 5. Directors may be paid for their services to the corporation as authorized by the members; they shall receive expenses incurred while attending meetings, to be paid out of funds of the corporation.

Section 6. Authority of Directors. The directors are authorized to:

- (a) Call special meetings of the board in their discretion. Such meeting shall be called by the directors or by the President or any officer when and

within fifteen (15) days after written request therefor, signed by ten percent (10%) of the members of the corporation, if filed with the Secretary.

- (b) Elect and at their pleasure to remove all agents and employees of the corporation, including any executive secretary thereof and to fix their compensation, prescribe their duties and enter into employment contracts of any kind not specifically prohibited by the members.
- (c) Conduct, manage and control the business and affairs of the corporation and make rules and regulations for the guidance of the officers, agents and employees of the corporation.
- (d) Incur indebtedness and to direct and authorize the President, Vice President, Treasurer and Secretary or any or all of them to execute on behalf of the corporation, any contracts, notes, mortgages or legal documents or evidences of indebtedness.
- (e) Do all other things permitted by law and not prohibited by these By-Laws.

Section 7. Duties of Directors: It shall be the duty of the Board of Directors:

- (a) To keep a complete record of all its acts and of the proceedings of its meetings and to present a full statement at the regular annual meeting of the members, showing in detail the condition of the affairs of the association. A similar statement shall be presented at any other meeting of the members when such is required by ten percent (10%) of the membership.
- (b) To supervise all officers, agents and employees, and to see that their duties are properly performed.
- (c) To install such a system of bookkeeping and auditing, that each member may know and be advised from time to time concerning the receipts and disbursements of the association; to cause the books of the association to

be audited in accordance with good accounting practice.

- (d) To represent the members in negotiating matters of contract, price, cultural methods, crop delivery and other matters relating to the production and sale of sugarbeets, the promotion of new techniques in respect thereto, and of sugar consumption, and to represent the membership in negotiating and approving all agreements relating to these and other matters with processors, promotional and technical agencies and governmental departments, agencies, representatives and officials.
- (e) To do all other things required of them by law.

ARTICLE VI

OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected for periods of one year and until their successors have been elected and qualified with the provision, however, that no officer may serve more than four (4) consecutive one-year terms in any one office. Election for officers shall only be valid if nominations are first made by secret ballot prior to the vote upon such office. The voting shall also be by secret ballot. The Board of Directors shall elect the President of the corporation but the executive committee shall elect all other officers of the corporation from the members of the executive committee. The President need not be a member of the executive committee or of the Board of Directors, but must be a member of the association when elected as President. All other officers shall be elected from the members of the executive committee.

The Board of Directors may appoint an Executive Secretary and one or more assistance secretaries to serve at the pleasure of the board. These appointive officers shall not be subject to the limitations relative to terms of office and elections as set forth in the preceding paragraph relative to elective officers.

ARTICLE VII
DUTIES OF OFFICERS

PRESIDENT: The President shall preside at all meetings of the members and of the directors; shall sign all contracts and other instruments in writing authorized by the directors or required by law; shall call meetings of the members or of the directors whenever required so to do by these By-Laws and shall do and perform all other acts required of him to be done by the Board of Directors.

VICE PRESIDENT: The Vice President shall perform the duties of the President in the absence or incapacity of the President and perform and do all other acts required of him to be done by the Board of Directors.

SECRETARY: The Secretary shall keep all minutes of all regular and special meetings of members and directors; give all notice of meetings; keep the seal of the corporation all records, contracts and instruments of the corporation unless specifically required by these By-Laws or by the directors to be kept by another officer, agent or employee; to do all other things incidental to duties of Secretary or required of him to be done by the Board of Directors.

TREASURER: The Treasurer shall keep the money of the corporation and shall sign all documents required to be signed by law or by these By-Laws or by the directors; shall prepare and make financial reports as called upon by the directors or by the President at meetings of the members or of the directors; and shall do all other things incidental to the office of Treasurer or as prescribed by the Board of Directors. The Treasurer shall be bonded to the corporation in such sum as the directors determine, the premium for such bond to be paid by the corporation.

EXECUTIVE SECRETARY: The Executive Secretary shall generally supervise the business operations of the corporation to such extent as is prescribed by the directors and under their direction.

ARTICLE VIII
DUES OF MEMBERS

The annual dues to be paid by and collected from or on behalf of each member shall be in such amount as is determined by the Board of Directors, but no member shall be required to pay due in excess of seventeen and one-half cents a ton for each ton of sugarbeets produced by the member during the year for which the dues are assessed of which no more than twelve cents shall be used for the general operations of the corporation and up to one-half cent of additional dues shall be collected and returned to the various factory district organizations for use by them to finance their general operations if requested by them and if a check off is requested to cover such factory district dues and no more than five cents for research projects sponsored by the corporation. The full amount of such dues shall be collected by the corporation from all its members and any member refusing to pay such dues shall thereupon cease to be a member of the corporation, and if a director or officer, shall cease so to be. Groups of growers located within a county shall have the option of organizing themselves into county organizations. If such growers choose to do so, then said county organizations shall have the right to assess an additional sum of one-half cent a ton, which dues shall be collected by the corporation and turned over to said county organization in those counties that have organized on a county basis. Counties which choose not to organize on a county basis shall not be assessed the said one-half cent per ton dues.

ARTICLE IX
AMENDMENTS OF BY-LAWS

The By-Laws may be amended at any regular or special meeting of the members called for that purpose providing that notice of the meeting stating the purpose thereof shall be given to each member authorized to vote on the proposed amendment to the By-Laws. The amendment shall be effective upon obtaining two-thirds vote of the members either personally present or voting by mail as provided in Article IV, Section 7.

Upon petition of not less than 50 members of the association, the Board of Directors shall call a special meeting for the purpose of voting on a proposed amendment to the By-Laws.

ARTICLE X

CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal" and "North Dakota."

ARTICLE XI

Roberts' Rules of Order shall be used and followed by the presiding officer conducting all meetings of the members or directors.

ARTICLE XII

The membership list of this corporation shall not be used other than by the corporation.

ARTICLE XIII

The fiscal year of the corporation shall be November 1 through October 31.

ARTICLE XIV

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this corporation, the assets of the corporation shall be distributed in the following manner:

- (1) To the payment of the costs and expenses incident to the dissolution of liquidation proceedings.
- (2) To the payment of all liabilities and obligations of the corporation.
- (3) Property and assets held by this corporation upon condition or subject to an executory or special limitation, if the condition of limitation occurs by reason of the dissolution of the corporation, shall revert, be returned, transferred or conveyed in accordance with the condition of limitation.

- (4) Property and assets held for or devoted to a specific designated purpose or use shall be transferred or conveyed to an organization designated by the Board of Directors of this corporation, which will, as nearly as can, accomplish the general purpose for which said assets were held.**
- (5) Any remaining property and assets of this corporation shall be distributed to that organization, designated by the Board of Directors of this corporation, which will, as nearly as can, accomplish the general purpose of this corporation.**

The foregoing By-Laws, as amended, were duly adopted by the members of the corporation at the annual meeting of the members of the corporation held at Fargo, North Dakota on the 3rd day of December, 1993.

Jim Ross, Secretary

10

Internal Revenue Service

Date: August 9, 2005

**RED RIVER VALLEY SUGARBEET GROWERS
ASSOCIATION INC
1401 32ND ST SW
FARGO ND 58103-3428 998**

**Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201**

**Person to Contact:
Yvette Davis 31-07751
Customer Service Representative
Toll Free Telephone Number:
6:30 a.m. to 6:30 p.m. ET
877-829-5500
Fax Number:
513-263-3756**

Dear Sir or Madam:

This is in response to your request of August 9, 2005, regarding affirmation of the tax exempt status.

Our records indicate that a determination letter issued in March 1979 granted this organization exemption from federal income tax under section 501(c)(5) of the Internal Revenue Code. That letter is still in effect.

Because this organization is not one described in section 170(c) of the Code, donors may not deduct contributions made to it.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,

Marilyn Baker

**Marilyn Baker, Manager, TE/GE
Customer Account Services**

D

**Amended and Restated
Articles of Incorporation
of
American Crystal Sugar Company**

**ARTICLE I
NAME, PURPOSE AND NATURE OF BUSINESS**

Section 1. The name of this cooperative corporation shall be American Crystal Sugar Company.

Section 2. The purpose of this corporation shall be to receive, handle, manufacture, process and market the agricultural products of its shareholders and other persons; to purchase, handle, and distribute agricultural supplies and equipment to its shareholders and other persons; and to perform any and all related services for its shareholders and other persons. To this end, all of this corporation's activities shall be conducted upon the cooperative plan and it shall have all of the power now or hereafter granted to such cooperative corporations by Minnesota statutes.

Section 3. The general nature of the business of this corporation shall be to engage in any activity in connection with the marketing, selling, preserving, drying, manufacturing, processing, storing, handling, shipping or utilization of sugarbeets and other agricultural products produced or delivered to it by its shareholders and other persons and with the manufacturing and marketing of the by-products thereof, to provide facilities and services therefore, and to engage in any activities in connection with the purchasing, manufacturing, selling, warehousing, handling, shipping, distributing, and otherwise dealing in and procuring for its shareholders or other persons, any and all kinds of supplies and equipment and to perform any and all services to or for its shareholders or other persons as may be required by them in their respective operations, and in the financing of such activities.

Section 4. The principal place of transacting the business of this corporation shall be in the City of Moorhead, County of Clay and State of Minnesota. The current registered office is: 101 North Third Street, Moorhead, Minnesota 56560.

Section 5. This corporation shall not market the products of non-shareholders in an amount, the value of which exceeds the value of the products marketed for shareholders. It shall not purchase supplies and equipment for non-shareholders in an amount, the value of which exceeds the value of supplies and equipment purchased for shareholders.

**ARTICLE II
PERIOD**

The period of duration of this corporation shall be perpetual.

ARTICLE III CAPITAL STOCK

Section 1. The maximum amount of authorized capital stock of this corporation shall be \$46,102,000, divided into \$40,000 par value common stock and \$46,062,000 par value preferred stock. The common stock shall be divided into 4,000 shares of the par value of \$10 each. The preferred stock shall be divided into 600,000 shares of the par value of \$76.77 each. No dividend shall be paid on either the common stock or preferred stock.

Section 2. Only the holders of common stock shall have voting power in this corporation. An individual person shall not be permitted to cast more than one vote on any matter submitted for a vote of the common shareholders, whether acting on behalf of such individual, as a voting representative of a common shareholder which is not a natural person, or a combination of both.

Section 3. The ownership of the common stock in this corporation shall be restricted to "operators" who reside in the territories served by this corporation. The bylaws shall define the term "operator" and may further restrict common stock ownership to operators who purchase securities of this corporation in an amount and of a type prescribed by the board of directors.

Section 4. The preferred stock shall be preferred as to assets upon dissolution. In the event of dissolution, the holders of preferred stock shall be entitled to be paid the par value of their shares prior to any payments to the holders of common stock.

Section 5. The holders of common stock shall not be entitled, as shareholders, to any share in the savings of this corporation and the net income in excess of additions to reserves shall be distributed to common shareholders on the basis of patronage. Patronage refunds may be distributed in cash or credits as more particularly provided in the bylaws. Patronage dividends distributed in credits shall be redeemable only as directed by the board of directors. The records of this corporation may show the interest of shareholders in the reserves. In the event of dissolution such dividends shall be paid after the redemption of the preferred stock but prior to redemption of the common stock.

Section 6. Shares of the capital stock of this corporation shall be transferable only with the approval of the board of directors.

ARTICLE IV DIRECTORS

Section 1. The governance of this corporation shall be vested in a board of not less than five (5) directors; the exact number to be stated in the Bylaws. All members of the board of directors shall be either common shareholders of this corporation, or in the case of a common shareholder who is other than a natural person, a duly appointed or elected representative of such common shareholder who meets the qualifications for directors set forth in the Bylaws.

Section 2. Members of the board of directors shall be elected at the factory district meetings of the common shareholders of this corporation for such terms and in such manner as prescribed in the bylaws. The bylaws shall provide that directors be elected from the various geographical areas served by this corporation, which areas shall be the factory districts.

Section 3. No director of this corporation shall be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability:

- (a) For a breach of the director's duty of loyalty to this corporation or its shareholders;
- (b) For actions or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- (c) For a transaction from which the director derived an improper personal benefit; or
- (d) For an act or omission occurring prior to the date when the provisions of this section became effective.

It is the intention of the shareholders of this corporation to eliminate or limit the personal liability of the directors of this corporation to the greatest extent permitted under Minnesota law. If amendments to the Minnesota Statutes are passed after this section becomes effective which authorize cooperatives to act to further eliminate or limit the personal liability of directors, then the liabilities of the directors of this corporation shall be eliminated or limited to the greatest extent permitted by the Minnesota Statutes, as so amended. Any repeal or modification of this Section by the shareholders of this corporation shall not adversely affect any right of or any protection available to a director of this corporation with respect to acts which occurred prior to the time of such repeal or modification.

ARTICLE V INCORPORATORS

The names and addresses of the incorporators of this cooperative association are as follows:

Wilburn Brekken	Crookston, Minnesota 56716
Lloyd Morwood	Forest River, North Dakota 58223
Herb Anderson	Hillsboro, North Dakota 58045
Walter Nyquist	Route 2
	Moorhead, Minnesota 56560
A.C. Bloomquist	516 South 7th Street
	Moorhead, Minnesota 56560
Tom Sinner	Route 1
	Casselton, North Dakota 58012
Alfred Jensen	Stephen, Minnesota 56757
Patrick Benedict	Sabin, Minnesota 56580
Morris Dahl	Drayton, North Dakota 58225
Ralph Larson	Route 2
	E. Grand Forks, Minnesota 56721
Arnet Weinlaeder	Drayton, North Dakota 58225
Armin Ross	Fisher, Minnesota 56723
Harold Thorson	Route 1
	E. Grand Forks, Minnesota 56721

Amended August 27, 1975
Amended June 16, 1976
Amended December 7, 1989
Amended August 31, 1994
Amended and Restated April 22, 1998

**Amended and Restated
Bylaws
of
American Crystal Sugar Company**

**ARTICLE I
SHAREHOLDERS**

Section 1. Qualifications to Become a Common Shareholder. Any person, firm, partnership, or corporation who is a bona fide sugarbeet farm operator in the territory in which this corporation is engaged in business and who agrees to purchase securities of this corporation and to abide by its Articles of Incorporation and Bylaws, may, upon approval of the board of directors, become a common shareholder of this corporation. The term Operator shall mean the person, firm, partnership or corporation who is the legal owner of the sugarbeet crop, who has a majority financial interest in the crop, and who has general control of the sugarbeet operations on the farm where the sugarbeet crop is grown.

Section 2. Purchase of Securities. To become a common shareholder of this corporation an eligible person, firm, partnership or corporation must purchase one share of common stock of this corporation and further purchase the preferred stock of this corporation in an amount prescribed by this corporation's board of directors, which amount will be prescribed in proportion to the acreage of sugarbeets which the common shareholder from time to time places under contract with this corporation.

Section 3. Sale and Transfer of Shares. Whenever any shareholder desires to sell his common and preferred stock, he shall first offer it to this corporation for purchase by this corporation at the par value thereof. In the event such stock is not purchased by this corporation after receipt of a written notice from the shareholder offering the said stock for sale, then the shareholder may sell said stock to any person, firm, partnership or corporation who will fall within the definition of "operator" as set forth in these bylaws. Said sale and transfer of stock shall be approved by the board of directors if:

- (a) The location of the land upon which the transferee proposes to grow the beets, in the judgment of the board of directors, does not disrupt the beet delivery system and does not increase the beet delivery costs to this corporation,
- (b) The transfer does not, in the judgment of the board of directors, create an uneconomic beet growing unit, and
- (c) The transfer is not, in the judgment of the board of directors, detrimental to the best interests of this corporation.

A mortgage, pledge, or hypothecation of shares shall not be considered a sale or transfer and such mortgage, pledge or hypothecation including the subsequent foreclosure thereof or transfer to the secured party in lieu of foreclosure, shall be deemed complete, if otherwise complete, without the necessity of approval of the board of directors. Transfer of ownership of shares to the secured party through foreclosure or transfer in lieu of foreclosure shall not render the secured party an operator as to the acres of sugarbeets under a contract supported by those preferred shares. Such secured party is a shareholder for the purposes of this Section 3 of Article I.

Section 4. Ineligibility of a Common Shareholder. Whenever the board of directors, by resolution, finds that a common shareholder has become ineligible to be such, the board may refund to such common shareholder or his legal representative, the par value of the common stock held by such shareholder and, upon such payment, said common shareholder shall cease to have voting rights in this corporation. Such resolution may only be adopted by the board of directors at a meeting, 20 days written notice of which was served upon the common shareholder alleged to be ineligible by United States Certified Mail. Said notice shall state with particularity the grounds upon which the common shareholder is alleged to be ineligible and such common shareholder shall be entitled to be heard thereon. A common shareholder may be found to be ineligible by reason of:

- (a) Failure to meet the operator definition of Article I, Section 1, or
- (b) Failure to abide by the Articles and Bylaws of this corporation, or
- (c) Failure to abide by the terms of the marketing agreement, or
- (d) Failure to abide by this corporation's agriculture regulations and policies.

Upon redemption of the common stock as provided in this Section 4 of Article I, the right to deliver sugarbeets to this corporation shall terminate.

Section 5. Redemption of Preferred Stock Unit Retains, and Other Equity Interest. No shareholder shall have any right whatsoever to require the redemption of his preferred stock, unit retains, or other equity interests in this corporation, and such redemption or retirement of preferred stock, unit retains, or other equity interests shall be as authorized, from time to time, by the board of directors.

Section 6. First Lien. This corporation shall have a first lien on all shares of its capital stock, and on all equity, patronage capital, unit retains, and other equity interests standing on its books, for all indebtedness of the respective shareholders or owners thereof to this corporation. This corporation shall also have the right, exercisable at the option of the board of directors to set off such indebtedness against the amount of such capital stock, patronage capital, unit retains and other equity interest standing on its books; provided, however, that nothing contained herein shall give the holder of such interests any right to have such set-off made. This corporation may subordinate this lien to other indebtedness secured by such capital stock, equity, patronage capital, unit retains, and other equity interests.

ARTICLE II SHAREHOLDER MEETINGS

Section 1. Annual Meeting. The annual meeting of the common shareholders of this corporation shall be held on a date to be determined by the board of directors in December of each year at such place within or without the State of Minnesota as the board of directors may designate in the notice of the meeting. Written notice of meetings of the common shareholders shall be given to each common shareholder by mail at his last known post office address as the same appears upon the books and records of this corporation, which notice properly addressed, shall be placed in the United States Mail not less than fifteen (15) days prior to the date of the meeting.

Section 2. Special Meetings. Special meetings of the common shareholders may be called by a majority vote of the directors of this corporation or upon the written petition of at least twenty (20) percent of the common shareholders, in which case it shall be the duty of the president to cause due notice of the meeting to be given. Notice of a special meeting of common shareholders shall state the time, place and purpose of the special meeting and shall be issued within ten (10) days from and after the date of presentation of such a petition, and the special meeting shall be held within thirty (30) days from and after the date of the presentation of such a petition. Mailed notice of a special meeting shall be given in the same manner as prescribed for a notice of a regular meeting of common shareholders.

Section 3. Mail Voting. Any common shareholder who is absent from any meeting of the common shareholders may vote by mail on the ballot hereinafter prescribed, upon any motion, resolution or amendment which the board of directors may in its discretion submit to the common shareholders for vote by them. Such ballot shall be in the form prescribed by the board of directors and shall contain the exact text of the proposed motion, resolution or amendment to be acted upon at such meeting and the date of the meeting; and shall also contain spaces opposite the text of such motion, resolution or amendment in which such common shareholder may indicate his affirmative or negative vote thereon. Such common shareholder shall express his choice by making an "x" in the appropriate space upon such ballot. Such ballot shall be signed by the common shareholder and when received by the secretary of this corporation, shall be accepted and counted as the vote of such absent common shareholder at such meeting.

Section 4: Quorum. At any regular, special or factory district meeting of the common shareholders, the quorum necessary to the transaction of business shall be ten percent of the total number of common shareholders entitled to vote at such meeting, present in person or by mailed votes. Should the number of common shareholders entitled to vote at such meeting exceed the number of 500, then in that event, 50 common shareholders present in person or by mail votes shall constitute a quorum. The fact of a quorum shall be established by a registration of the common shareholders of this corporation present at such meeting, which registration shall be verified by the secretary of this corporation or the presiding officer of a factory district meeting, as the case may be, and shall be reported in the minutes of the meeting.

Section 5. Proxy or Cumulative Voting. No proxy or cumulative voting shall be allowed at any meeting of the common shareholders of this corporation.

ARTICLE III DIRECTORS

Section 1. Factory Districts. The election of directors of this corporation shall be by factory districts. There shall be five factory districts which shall be geographically described as designated on the master factory district map on file in the company's main office. Additional factory districts may be established by amendment to these Bylaws.

Section 2. Number of Directors. The board of directors of this corporation shall consist of three directors from each of the factory districts.

Section 3. Election of Directors. The board of directors shall call factory district meetings of the common shareholders belonging to that factory district to be held at least seven days prior to the annual common shareholders' meeting. The factory district meetings shall be presided over by the incumbent director whose term of office is the last to expire, except that the board of directors shall designate the person to preside over a factory district meeting when such an incumbent director is not available. The notice of said factory district meetings shall be given by mail in the same fashion as notice of common shareholders' meetings specified in Article II, Section 1, of these bylaws. Directors shall be elected by ballot at said factory district meetings. Nominations for director may be made by petition signed by at least ten members and submitted to the secretary at least five days prior to the date of the district meeting. The secretary shall prepare ballots, containing such nominations, for distribution at the district meetings. Nominations may also be made from the floor at the factory district meetings and space shall be provided on the ballots for nominations from the floor. Upon request common shareholder lists by factory district shall be made available to those persons nominated for election as a director thirty (30) days prior to the factory district meeting.

Section 4. Determination of Districts. A common shareholder shall belong to and vote in the factory district where the shareholder resides. A common shareholder who is other than a natural person shall belong to, and its representative shall vote in, the factory district where such common shareholder has its principal place of business. In appropriate cases, the board of directors may, upon request of a common shareholder, assign such common shareholder a different factory district. The determination of the board of directors as to a shareholder's factory district shall be in all respects, conclusive.

Section 5. Qualifications of Directors. Directors representing a factory district shall be elected from among the common shareholders or representatives of such shareholders who are other than natural persons, belonging to that district. If eligible for election under this section when elected, a director shall remain eligible to serve out the term for which elected, notwithstanding a change in his factory district. No common shareholder who contracts for the delivery of sugarbeets to any processor other than this corporation shall be eligible to serve on the board of directors of this corporation. A common shareholder who is other than a natural person may designate an individual representative of such common shareholder to be eligible for election as a director of this corporation; provided, that such individual representative must be actively operating the farm upon which the sugarbeets of the common shareholder are grown. No person shall serve more than four (4) consecutive three (3) year terms as a director.

Section 6. Terms of Directors. Directors shall be elected for terms of three years, and one director shall be elected each year from each factory district.

Section 7. Commencement of Term. Directors who are elected at the factory district meetings shall take office immediately at the close of the next annual meeting and shall hold office until their successors are duly elected and qualified.

Section 8. Election of Officers. Promptly following each annual common shareholder's meeting, the board of directors shall convene and organize. It shall elect from its membership, a chairman and one or more vice chairmen. The board shall also elect a president, one or more vice presidents, a secretary, a treasurer and such additional officers deemed necessary, none of whom need be directors or shareholders of this corporation. Any officer elected by the board of directors may be removed by the board for cause.

Section 9. Quorum. A quorum for meeting of the board of directors shall be a majority of the directors. A majority vote of the directors present (a quorum being present) shall decide all questions except where a greater vote is expressly required by law or these bylaws.

Section 10. Vacancies. The common shareholders of a factory district shall have the power at any regular or special common shareholders' meeting (whether a factory district meeting or otherwise) to remove for cause, a director representing that factory district and to fill the vacancy caused by such removal from among the common shareholders of that factory district or representatives of such shareholders who are other than natural persons. A vacancy on the board occurring in any other manner may be filled from among the common shareholders of the proper factory district or representatives of such shareholders who are other than natural persons, by appointment by a majority vote of the directors then in office. The person so appointed shall serve until the next annual or special meeting of the common shareholders of that factory district when a successor shall be elected to serve out the unexpired regular term of said directorship.

Section 11. Meeting. The board of directors shall meet at such time and upon such notice as the board may prescribe. Any business may be transacted at any meeting of the board of directors without the specification of such business in the notice of the meeting.

Section 12. Compensation. Directors may be compensated for their services as directors, rendered to this corporation, as authorized by the board of directors. They shall receive expenses incurred in the performance of their duties to this corporation.

Section 13. Authority of Directors. The directors are authorized to:

- (a) Employ and at their pleasure, remove, all agents and employees of this corporation and to fix their compensation, prescribe their duties and enter into employment contracts of any kind not specifically prohibited by the members.
- (b) Conduct, manage and control the business affairs of this corporation and make rules and regulations for the guidance of the officers, agents and employees of this corporation.
- (c) Incur indebtedness and to direct and authorize the president, vice president, treasurer and secretary or any or all of them to execute on behalf of this corporation, any contracts, notes, mortgages, evidences of indebtedness, or other legal documents.
- (d) The board shall provide for the adequate insurance of the property of this corporation or property which may be in the possession of this corporation, or stored by it, and not otherwise adequately insured. In addition, the board shall provide adequate insurance covering liability for accidents to all employees and the public.
- (e) Have installed and maintained an adequate system of accounts and records. At least once a year the board shall obtain the services of a competent and disinterested public auditor or accountant who shall audit the books and accounts of this corporation and render a report in writing thereon, which report shall be submitted to the common shareholders of this corporation at their annual meeting. This report shall include at least a balance sheet, an operating statement and a source and application of funds statement for the fiscal period under review.

(f) Do all other things permitted by law and not prohibited by these bylaws.

Section 14. Informal Meetings. The chairman of the board of directors shall call two informal meetings of the board of directors each year to which shall be invited the factory district boards of directors of the Red River Valley Sugarbeet Growers Association.

ARTICLE IV OFFICERS' DUTIES

Section 1. Chairman of the Board. The chairman of the board of directors shall have supervision of the general policy of this corporation as such policy is from time to time determined by the board of directors. He shall preside at all meetings of shareholders and of the board of directors. He shall call meetings of the board of directors as he deems necessary or desirable and when required to do so by law, the Articles of Incorporation or these Bylaws.

Section 2. Vice Chairmen of the Board. The vice chairmen of the board of directors shall, when necessary because of the chairman's death, absence or inability to act, exercise all the powers and perform all the duties of the chairman of the board. Should the board of directors elect more than one vice chairman of the board, they shall be designated by the numerical order in which they succeed to the duties of the chairman of the board.

Section 3. President. The president shall be the chief executive officer of this corporation in all its operations subject to the control of the board. He shall do and perform all acts incident to the position of president authorized or required by the board, law, Articles of Incorporation or these Bylaws.

Section 4. The Vice Presidents. The vice president shall have such powers and perform such duties as the board of directors may prescribe for those offices and as the president may delegate to those positions.

Section 5. Secretary. The secretary shall keep or cause to be kept complete minutes of each meeting of the members and of the board of directors and of any committees of the board. He shall be the custodian of the corporate records and of the seal thereof, shall supervise the preparation and service of all notice of meetings as required by law or by these Bylaws, shall submit such secretarial reports at the annual and other meetings of the shareholders and directors as required by the board of directors, shall execute those documents directed to be executed by the board of directors and shall perform such other duties as the board of directors may prescribe for that office and as the president may delegate to the position.

Section 6. Treasurer. The treasurer shall have custody and control of all of the funds and securities of this corporation, shall have authority to deposit monies of this corporation in depositories selected by it, shall keep or cause to be kept full and accurate accounts of the receipts and disbursements of this corporation, shall execute those documents directed to be executed by the board of directors and shall perform such other duties with respect to finances as the board of directors may prescribe for that office and as the president may delegate to that position through the chief financial officer of this corporation.

ARTICLE V PATRONAGE

Section 1. Net Income. That portion of the net income of this corporation resulting from business done with or for members shall be distributed annually on the basis of dollar volume of patronage, in cash or in the form of credits in patronage credit accounts set up on the books of this corporation. Distribution of patronage shall be made as soon as practicable after the close of each fiscal year and written notice thereof shall be sent to each shareholder showing the total amount of distribution made to such shareholder and the manner of such distribution, setting forth the amount distributed in cash and in credits.

Section 2. Qualified Patronage Distribution and Consent Bylaw. When, in the discretion of the board of directors, all or a portion of the net income distributed to members pursuant to Section 1 hereof, should be qualified for exclusion from the taxable income of this corporation pursuant to 26 U.S.C. 1382 (Internal Revenue Code), it shall so declare by resolution, specifying the portion to be so qualified and thereafter, there shall be paid to this corporation's shareholders entitled thereto, in cash prior to eight and one-half months after the close of this corporation's fiscal year, at least 20 percent (20%) of that portion of the patronage dividend distribution so designated by the board of directors for qualification. In such event, each shareholder of this corporation shall, by the act of continuing as a shareholder, and by that act alone, consent that the amount of any distributions with respect to the patronage of this corporation qualified pursuant to this Section, which are made in written notices of allocation (as defined in 26 U.S.C. 1388) and which are received by such shareholder from this corporation, will be taken into account by such shareholder at the stated dollar amount in the manner provided in 26 U.S.C. 1385 for regular tax and alternative minimum tax purposes in the taxable year in which such written notices of allocation are received. In addition, each shareholder of this corporation shall, by the act of continuing as a shareholder, and by that act alone, consent that the amount of any Alternative Minimum Tax-only (AMT-only) qualified patronage credits issued pursuant to Section 6 of this Article which are made in written notices of allocation (as defined in 26 U.S.C. 1388) and which are received by such shareholder from this corporation will be taken into account by such shareholder at the stated dollar amount in the manner provided in 26 U.S.C. 1385 in calculating his federal alternative minimum taxable income for the taxable year in which written notice of allocation is received. The purpose of this consent Bylaw is to make patronage distributions described in this Section qualified written notices of allocation within the meaning of the United States Internal Revenue Code.

Section 3. Nonqualified Patronage Distribution. When, in the discretion of the board of directors, all or a portion of the net income of this corporation distributed to members pursuant to Section 1 hereof, should not be qualified for exclusion from this corporation's taxable income pursuant to 26 U.S.C. 1382, the board of directors shall so declare by resolution, specifying the portion to which qualification shall not apply and upon the adoption of such resolution, the provisions of Section 2 of this Article shall not apply to such portion of the patronage distribution. Such determination may be made separately for regular income tax purposes and for alternative minimum tax purposes.

Section 4. Retirement of Patronage. Whenever in the discretion of the board of directors, the capital represented by patronage is found to be in excess of the amount needed for the operation of the business, such excess may be distributed in cash; and when paid in cash, it shall be the general policy to pay the oldest outstanding patronage first, except that the board of directors may determine to pay either the oldest outstanding qualified patronage or the oldest outstanding nonqualified patronage or a portion of each to facilitate corporate purposes. At the discretion of the board of directors, a shareholder's patronage may be paid in cash in other than the regular order when such patronage is carried on the books of this corporation in respect of a deceased person or when earlier payments of individual amounts will facilitate this corporation's records, aims, purposes and good will. Patronage shall be redeemed only when such redemption is not in violation of any agreements entered into by this corporation.

Section 5. Transfer of Patronage. Patronage capital shall not be transferred except with the approval and consent of the board of directors.

Section 6. Issuance and Cancellation of AMT-only Patronage Credits. The amount by which the taxable income of this corporation resulting from business done with or for members as determined for federal alternative minimum income tax purposes exceeds such taxable income as determined for federal regular income tax purposes, shall be distributed annually on the basis of dollar volume of patronage in the form of AMT-only patronage credits. Written notice thereof shall be sent to each shareholder showing the total amount of such AMT-only patronage credits. The board of directors shall have discretion comparable to that granted in Sections 2 and 3 of this Article to designate all or a portion of AMT-only patronage credits as AMT-only qualified patronage credits or AMT-only nonqualified patronage credits; provided, that AMT-only qualified patronage credits may be issued only if the cash portion of the distribution made pursuant to Section 1 of this Article is increased by 20% of the amount of any AMT-only qualified patronage credits and is paid in the manner and within time provided in Section 2 of this Article. AMT-only patronage credits shall be separate and distinct from patronage credits issued pursuant to Section 1 of this Article. AMT-only patronage credits shall not be redeemable by this corporation and shall automatically be cancelled with no further action required on the part of this corporation when and to the extent that the taxable income of this corporation resulting from business done with or for members as determined for federal regular income tax purposes exceeds such taxable income as determined for federal alternative minimum income tax purposes (excluding income, if any, attributable to cancellation of AMT-only patronage credits and AMT-only unit retains) for a fiscal year. AMT-only patronage credits shall not be subject to Section 4 of this Article, Article XI, nor to any other reference herein to patronage credits and, notwithstanding Section 5 of this Article, shall be deemed transferred proportionately with any transfer of stock pursuant to Section 3 of Article I.

ARTICLE VI UNIT RETAINS

Section 1. Unit Retains. This corporation, by action of its board of directors, may require investment in its capital in addition to the investments from retained patronage. These investments shall be direct capital investments from a retain on a per ton basis of sugarbeets purchased from its common shareholders, not to exceed 10 percent (10%) of the weighted average gross per ton payment for beets delivered to this corporation (calculated by dividing the total dollar amount required for beet payments by the number of net tons delivered). The unit

retains, if required, shall be made on all sugarbeets delivered, in the same amount per ton. Each shareholder, by continuing to be such, agrees that he will invest in the capital of this corporation as prescribed in this Article. Such investments shall be accounted for separately in a unit retain account set up on the books of this corporation.

Section 2. Qualified Unit Retains and Consent Bylaw. Each shareholder of this corporation by the act of continuing as a shareholder and by that act alone agrees that the amount of any unit retain charged such shareholder as provided in Section 1 of this Article and qualified by appropriate action of this corporation pursuant to 26 U.S.C. 1388 will be taken into account by such shareholder at its stated dollar amount in the manner provided in 26 U.S.C. 1385 for regular tax and alternative minimum tax purposes and will be reported by such shareholder in his income tax returns for the taxable year in which qualified written notice of such retain is received. In addition, each shareholder of this corporation shall, by the act of continuing as a shareholder, and by that act alone, consent that the amount of any AMT-only qualified unit retain issued pursuant to Section 6 of this Article and qualified by appropriate action of this corporation pursuant to 26 U.S.C. 1388 will be taken into account by such shareholder at its stated dollar amount in the manner provided in 26 U.S.C. 1385 in calculating such shareholder's alternative minimum taxable income and will be reported by such shareholder in his income tax returns for the taxable year in which a qualified written notice of such retain is received. The purpose of this consent Bylaw is to make such a unit retain described in this Section 2 a "qualified per unit retain" within the meaning of the United States Internal Revenue Code.

Section 3. Nonqualified Unit Retains. When, in the discretion of the board of directors, all or a portion of any unit retain charged as provided in this Article should not be qualified for exclusion from this corporation's taxable income pursuant to 26 U.S.C. 1382, the board of directors shall so declare by resolution, specifying the portion to which qualification shall not apply and upon the adoption of such resolution, the provisions of Section 2 of this Article shall not apply to such portion of the unit retain. Such determination may be made separately for regular income tax purposes and for alternative minimum tax purposes.

Section 4. Retirement of Unit Retains. Whenever in the discretion of the board of directors the capital represented by the unit retain is found to be in excess of the amount needed for the operation of the business, then it shall distribute such excess in cash, and when paid in cash it shall be the general policy to pay the oldest outstanding unit retains first except that the board of directors may determine to pay either the oldest outstanding qualified unit retains or the oldest outstanding nonqualified unit retains or a portion of each to facilitate corporate purposes. At the discretion of the board of directors, unit retains may be paid in cash in other than the regular order when such retains are carried on the books of this corporation in respect of a deceased person, or when earlier payment of other individual amounts will facilitate this corporation's records, aims, purposes and good will. Unit retains shall be redeemed only when such redemption is not in violation of any agreements entered into by this corporation.

Section 5. Transfer of Unit Retains. Unit retains shall not be transferred except with the approval and consent of the board of directors.

Section 6. Issuance and Cancellation of AMT-only Unit Retains. If the taxable income of this corporation resulting from business done with or for members as determined for federal alternative minimum income tax purposes (before patronage distributions) exceeds such taxable

income as determined for federal regular income tax purposes for a fiscal year, in its discretion, the board of directors may declare an AMT-only unit retain in the amount of some or all of such excess which shall be allocated among the shareholders on the basis of all sugarbeets delivered, in the same amount per ton. Written notice thereof shall be sent to each shareholder showing the total amount of AMT-only unit retain. The board of directors shall have discretion comparable to that granted in Sections 2 and 3 of this Article to designate all or a portion of the AMT-only unit retains as AMT-only qualified unit retains or AMT-only nonqualified unit retains. AMT-only unit retains shall be separate and distinct from unit retains issued pursuant to Section 1 of this Article. AMT-only unit retains shall not be redeemable by this corporation and shall automatically be cancelled with no further action required on the part of this corporation when and to the extent that the taxable income of this corporation resulting from business done with or for members as determined for federal regular income tax purposes exceeds such taxable income as determined for federal alternative minimum income tax purposes (excluding income, if any, attributable to cancellation of AMT-only unit retains) for a fiscal year. AMT-only per unit retains shall not be subject to Section 4 of this Article, Article XI, nor to any other reference herein to unit retains and, notwithstanding Section 5 of this Article, shall be deemed transferred proportionately with any transfer of stock pursuant to Section 3 of Article I.

ARTICLE VII LOSSES

That portion of any net loss of this corporation resulting from business done with or for members shall be distributed to shareholders on the basis of dollar volume patronage for the year of the loss or shall be charged to unallocated surplus as the board of directors may determine. Should the board of directors determine to distribute the loss to shareholders on the basis of dollar volume of patronage such loss shall be charged to shareholders' accounts as the board of directors may determine to be fair and equitable.

ARTICLE VIII NON-PATRONAGE

All amounts received by this corporation from non-patronage sources, in excess of costs and expenses related to such non-patronage sources, or net income derived from business done by persons who are not common shareholders, net of taxes thereon, shall become property of this corporation.

ARTICLE IX FISCAL YEAR

The fiscal year of this corporation shall commence on the first day of September in each year and shall end on the last day of the following August of each year.

ARTICLE X INDEMNIFICATION OF CORPORATE AGENTS

This corporation shall, to the full extent permitted or required by Minnesota Statute Section 300.082 and Acts amendatory thereof or supplementary thereto, and in the manner set forth therein, indemnify any director, officer, employee or agent of this corporation against his expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually

and reasonably incurred by such shareholder in connection with any proceedings involving such director, officer, employee or agent of this corporation by reason of his being or having been such director, officer, employee or agent.

ARTICLE XI DISSOLUTION

Upon dissolution, after (1) all debts and liabilities of this corporation shall have been paid, (2) the par value of the preferred shareholders' shares returned, (3) all capital furnished through patronage and unit retains shall have been retired without priority as to year on a pro rata basis, (4) all paid-in surplus theretofore allocated to particular shareholders or former shareholders has been returned and (5) the par value of common shareholders' shares returned, the liquidated value of the remaining property and assets of this corporation shall be distributed among the preferred shareholders in proportion to the preferred stock held by each. In the event that the liquidated value of the remaining property and assets of this corporation after satisfying all debts and liabilities shall be insufficient to satisfy items (2) through (5) above, such items shall be satisfied in the order stated before making a distribution of the next item.

ARTICLE XII AMENDMENTS

These bylaws may be amended at any regular or special meeting at which a quorum is registered as being present or represented by mail vote, by a majority of the shareholders so present or represented by mail vote, where the notice of such meeting contains a summary statement of the proposed amendment.

Adopted April 26, 1973
Amended December 10, 1974
Amended August 27, 1975
Amended June 16, 1976
Amended December 8, 1976
Amended December 5, 1979
Amended April 26, 1995 (To be effective September 1, 1995)
Amended and Restated April 22, 1998

Previously DCM (nr:903503.04
#2872203\1