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ADR 2012-23

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 FEDERAL ELECTION
 COMMISSION

2012 MAY -8 PM 4: 29

OFFICE OF GENERAL
 COUNSEL

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2012 MAY -8 PM 3: 47

FEC MAIL CENTER
 Jan Witold Baran
 202.719.7330
 jbaran@wileyrein.com

May 8, 2012

VIA HAND DELIVERY

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

Re: Advisory Opinion Request

Dear Commissioners:

This office represents the Snake River Sugar Company ("Snake River"), the Nyssa-Nampa Sugarbeet Growers Association, Inc., the Elwyhee Sugarbeet Growers Association, Inc., the Upper Snake River Valley Sugarbeet Growers Association, Inc., the Minidoka County Sugarbeet Growers Association, Inc., the Cassia County Sugarbeet Growers Association, Inc., the Twin Falls County Sugarbeet Growers Association, Inc., and the Northside Sugarbeet Growers Association, Inc. (individually, an "Association" and collectively, the "Associations"). Our clients respectfully request an advisory opinion from the Federal Election Commission ("Commission" or "FEC") pursuant to 2 U.S.C. § 437f, regarding the application of the FEC's regulations and the Federal Election Campaign Act of 1971, as amended ("FECA") to solicitations by the Associations and the relationship between the Associations and Snake River.

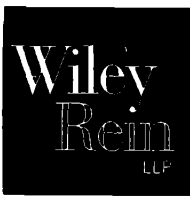
In sum, we wish to confirm that, since the Associations and Snake River are affiliated, the Associations may solicit contributions for Snake River's separate segregated fund, Snake River Sugar Company Political Action Committee ("Snake River PAC"), from the stockholders, executive and administrative personnel, and the families thereof, of the incorporated members of the Associations that have granted exclusive, separate, and specific written approval to the Associations for such solicitations for the given calendar year.

FACTS

A. Background on the Requestors

1. The Associations

Sugarbeet growers in the Idaho and Oregon state regions are organized into the following seven sugarbeet Growers Associations, based on geographic regions:



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1. Nyssa-Nampa Sugarbeet Growers Association, Inc.
2. Elwyhee Sugarbeet Growers Association, Inc.
3. Upper Snake River Valley Sugarbeet Growers Association, Inc.
4. Minidoka County Sugarbeet Growers Association, Inc.
5. Cassia County Sugarbeet Growers Association, Inc.
6. Twin Falls County Sugarbeet Growers Association, Inc.
7. Northside Sugarbeet Growers Association, Inc.

Each Association is incorporated in good standing under Idaho law and is established as a not-for-profit corporation for tax purposes under section 501(c)(5) or 501(c)(6) of the Internal Revenue Code. The Associations are established as "grower-member" associations where the growing of sugarbeets and membership in Snake River are requirements to qualify for regular membership status. Each Association is governed by a board of directors, and the members of each Association elect the members of the board.

Each Association is organized to promote the interests of its members in the sugarbeet industry, including promoting the successful and profitable production of sugarbeets; proposing, supporting or opposing legislation relating to the sugarbeet industry; promoting and participating in research to improve growing practices; communicating and cooperating with other entities to better the conditions under which all sugarbeet growers operate; and coordinating the efficient management of sugarbeet receiving stations and the disposition of tare dirt (dirt removed from sugarbeets). Copies of each Association's Articles of Incorporation and By-laws are attached hereto at Tab A.

All sugarbeets grown by members of these Associations are purchased by Snake River and then sold to The Amalgamated Sugar Company LLC ("Amalgamated") for processing into sugar and related products and sale in the market. Snake River owns 95% of the voting interest in Amalgamated, and the remainder is owned by ASC Holdings Inc., which, in turn, is owned by Valhi, Inc. None of the Associations currently maintain a federal separate segregated fund or political action committee.

The boards of directors of the Associations are chosen by membership vote, and the boards choose the presidents. Each member is allocated a single vote on all decisions brought before the Association. No individual member has more than

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one vote in decisions on Association matters, and elections are decided by majority vote.

All of the Associations' revenues come from dues withheld from growers by Snake River and remitted to the Associations.

Among other activities, the Associations pay funds to the Snake River Sugarbeet Research and Seed Committee ("Research and Seed Committee"), currently an unincorporated association (but soon to become an LLC, the members of which will be the Associations, Snake River, and Amalgamated), which funds research on new varieties of sugarbeets and which selects the varieties of sugarbeets that the members of Snake River must grow for a given season.

In addition to serving as a vital communication pipeline for Snake River to get information to its members, the Associations also serve a critical role during the sugarbeet harvest. Each Association participates in the management of the receiving stations in its area where the farmers bring their sugarbeets to deliver to Snake River.

2. Snake River Sugar Company and The Amalgamated Sugar Company LLC

Between 1994 and 1996, the Associations organized the growers of the Idaho, Oregon, and Washington sugarbeet growing region in efforts to tackle the issue of a weak market and struggling processing plants. In 1994, these growers, organized by the Associations, formed Snake River, an Oregon agricultural cooperative. All but three of the original Snake River directors were officers or directors of one of the Associations. (Currently two Association officers and directors serve on the Snake River Board of Directors, Blaine Hulet and Galen Lee.) Through the efforts of the Associations and their members, Snake River became operational in 1996, and, in 1997, assumed operating control over Amalgamated.

Amalgamated was formed in 1897. Amalgamated operated as an investor owned corporation from that time until 1997, when Amalgamated was purchased by Snake River. See [http://www.amalgamatedsugar.com/\(S\(qtazyv553ttgtj5500p4fra5\)\)/Articles/coopsummary.pdf](http://www.amalgamatedsugar.com/(S(qtazyv553ttgtj5500p4fra5))/Articles/coopsummary.pdf) for a summary of the complex ownership, management, and financing of Amalgamated and its operations.

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The primary purpose of Snake River is to handle, manufacture, process and market the sugarbeets of Snake River's members. Snake River sells the sugarbeets produced by its members to Amalgamated, which in turn processes the sugarbeets, sells the sugar and related products, and then returns the net proceeds back to Snake River for distribution to Snake River's members.

Membership in Snake River is limited to agricultural producers that are actually engaged in the production of sugarbeets. Attached hereto at Tab B are the Third Amended and Restated Articles of Incorporation and the Third Amended Bylaws of Snake River. Snake River currently has 805 members. The full regular membership of the Associations constitutes approximately 99.6% of the members of Snake River; the remaining 0.4% consists of three growers operating in southern Washington who are not members of any Association. Although the three Washington growers are not members of any Association, they do participate in the Nyssa-Nampa Sugarbeet Growers Association, and they provide funding to the American Sugarbeet Growers Association and the Research and Seed Committee by paying assessments to the Nyssa-Nampa Sugarbeet Growers Association.

The Board of Directors of Snake River is elected by the members of Snake River. The Board of Directors of each Association is elected by the members of that Association. Each of the members of the Associations is also a member of Snake River. Thus, with the exception of the three members in Washington, the members of Snake River are the members of the Associations, and those members elect the directors of both Snake River and the Associations.

Snake River collects the membership dues for each of the Associations, and remits those funds to the respective Associations. Membership dues represent 100% of the Associations' revenues.

Snake River is the connected organization of Snake River PAC. This PAC is affiliated with the separate segregated fund of Amalgamated, The Amalgamated Sugar Company LLC Political Action Committee ("Amalgamated PAC").

B. Proposed Solicitation Program

The Associations propose to solicit voluntary contributions to Snake River PAC from the executive and administrative personnel and stockholders (and their families) of member corporations that have provided the Associations with exclusive, written prior approval for such solicitation for the given calendar year.

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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 Associations are "trade associations" under the Commission's regulations?*
2. *Whether the Associations and Snake River are affiliated for purposes of FECA and Commission regulations?*
3. *Whether the Associations may solicit the executive and administrative personnel, stockholders, and families of its member companies that have provided prior approval for such solicitations of contributions to Snake River PAC?*

DISCUSSION

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).

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

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Pursuant to 2 U.S.C. § 441a(a)(5), for purposes of the contribution limitations outlined in § 441a(a), “all contributions made by political committees established or 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)(i) (“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 mirror the statutory definition of affiliated political committees. Committees are per se affiliated if they are established, financed, maintained, or controlled by, among other things “[a] single corporation and/or its subsidiaries;” or “[t]he same person or group of persons.” *Id.* § 110.3(a)(2)(i) & (v).

If any group of entities does not qualify as affiliated based on the factors spelled out in the statute and regulations above, the Commission applies various additional 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.”² *Id.* §§ 100.5(g)(4)(ii) & 110.3(a)(3)(ii).

² These factors include, but are not limited to:

- (A) Whether a sponsoring organization owns a controlling interest in the voting stock or securities of the sponsoring organization or 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 decisionmaking 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;

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A. The Associations Are Trade Associations under the Commission's Rules

Each of the Associations meets the Commission's definition of a trade association provided above. First, all of the Associations have been established as membership organizations. Each member must comply with certain standards to meet eligibility requirements as set forth in the By-laws of the Associations. Members are required to pay dues to their respective Associations to maintain membership as well as to participate actively in the cultivation and sale of sugarbeets.

Moreover, the Members of the Associations are engaged in a similar or related line of commerce. Membership in the Associations consists of individuals, partnerships, LLCs, corporations, and other types of organizations who plant, raise, and sell sugarbeets. The Associations are organized to promote and improve business conditions in the sugarbeet industry. Each Association was established to represent the interests of sugarbeet growers in a specific region of Idaho or Oregon. The purpose of each Association is to promote the profitable production of sugarbeets, propose, support, or oppose legislation related to the sugarbeet industry, and improve the conditions under which all sugarbeet growers operate.

(Continued . . .)

(F) Whether a sponsoring organization or committee has any members, officers or employees who were 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 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.

11 C.F.R. § 110.3(a)(3)(ii).

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None of the Associations engage in a regular business of a kind ordinarily carried on for profit. Each Association is established as a not-for-profit organization under Section 501(c)(6) or 501(c)(5) of the Internal Revenue Code for taxation purposes. In addition, the Articles of Incorporation and By-laws of the Associations indicate an intent to operate in a not-for-profit manner. Further, no part of the net earnings of any of the Associations inures to the benefit of any member.

Based on the Associations' By-laws, Articles of Incorporation and normal operating activities, it is clear that the Associations fulfill the requirements set forth by the Commission to qualify as trade associations. The Associations are in the same legal posture as the Red River Valley Sugarbeet Growers Association, Inc. ("Red River"), which the Commission determined was a trade association in Advisory Opinion 2005-17 (Nov. 4, 2005).

B. The Associations and Snake River are Affiliated

Although the Associations do not own Snake River, it is clear from the definition of affiliation and the factors of affiliation in Commission regulations that the Associations and Snake River are affiliated. The relationship between Snake River and the Associations is very similar to that of Red River and American Crystal Sugar Company ("American Crystal") in Advisory Opinion 2005-17.

The Commission defines affiliation as follows:

Under the Act and Commission regulations, committees, including separate segregated funds ("SSFs"), that are established, financed, maintained or controlled by the same corporation, person, or group of persons, including any parent, subsidiary, branch, division, department, or local unit thereof, are affiliated. 2 U.S.C. 441a(a)(5); 11 CFR 100.5(g)(2) and 110.3(a)(1)(ii). Committees' sponsoring organizations are also considered to be affiliated with each other when such organizations are established, financed, maintained or controlled by the same corporation, person, or group of persons. See 11 CFR 100.5(g)(4) and 110.3(a)(3).

Advisory Opinion 2005-17 at 5.

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As was noted above, the same group of persons controls Snake River and the Associations. Snake River and the Associations are controlled by their members. There is a 99.6% overlap in the membership of Snake River and the Associations. All members of the Associations own shares in Snake River, and 99.6% of the shareholders of Snake River are members of the Associations. Further, all directors of the Associations are shareholders of Snake River, and 24 of the 25 directors of Snake River are members of one of the Associations.

In addition, the Associations have direct participation in the governance of Snake River because of the overlap between officers and directors. Currently the officers and directors of two Associations serve on the board of directors of Snake River. The presidents of all of the Associations attend and participate in the meetings of the Snake River Board of Directors, although they have no official vote at such meetings.

Similar to Amerleam Crystal and Red River, Snake River plays a critical role in funding the Associations. One hundred percent of the sugarbeets grown by members of the Associations are purchased by Snake River. Snake River withholds members' Association dues from payment for those sugarbeets and remits the funds directly to the Associations. These funds represent 100% of the Associations' revenues.

Conversely, the Associations participate formally and financially in the operation of Snake River, arranging funds and in-kind services for the benefit of Snake River. First, the Associations make annual payments to, and fully participate in, the Research and Seed Committee. In addition to running the variety trials and conducting the research necessary to further sugarbeet production in Idaho, Oregon, and Washington, the Committee selects the varieties to be used by Snake River growers and sets the rules for their use. Snake River growers must conform to these rules in order to make deliveries to Snake River. *See, e.g.,* [http://www.amalgamatedsugar.com/\(S\(qtazyv553ttgtj5500p4fra5\)\)/Articles/ApprovedSeedVarieties2011.pdf](http://www.amalgamatedsugar.com/(S(qtazyv553ttgtj5500p4fra5))/Articles/ApprovedSeedVarieties2011.pdf). Each of the Associations appoints two people to this Committee, Snake River appoints one individual, and Amalgamated appoints four people.

Second, the Associations, at their own expense, participate in the operations of Snake River by participating in the management of the receiving stations. Each Association (i) appoints a station director for each receiving station; (ii)

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coordinates the schedule for the delivery of sugarbeets to that station; (iii) works with Amalgamated to address any special issues related to that station as they arise. The Associations facilitate deliveries of sugarbeets to Snake River by removing the tare dirt from these stations.³

Finally, the Associations participated in the founding of Snake River. The Associations served as the cohesive force that brought the growers together for the common purpose of establishing Snake River. Furthermore, all but three of the initial twenty-four directors of Snake River were officers of the Associations.

Applying the precedent set forth in Advisory Opinion 2005-17, the Associations are affiliated with Snake River. Moreover, in examining the overall relationship between Snake River and each individual Association, the evidence demonstrates the type of formal ongoing relationship required under the Commission's regulations.

C. Proposed Solicitation of the Associations' Incorporated members for contributions to the Amalgamated Sugar Company PAC

Given that the Associations are affiliated with Snake River, any federal PAC established by the Associations also would be affiliated with the Snake River PAC. The Commission, in Advisory Opinion 2005-17, stated as follows:

Under the affiliation provisions of the Act and regulations, contributions made to or by affiliated SSFs are considered to have been made to or by a single committee, and thus such committees share contribution limits...Commission regulations thus permit such affiliated SSFs to make unlimited transfers of Federally permissible funds to each other ...Therefore, if the Association were to establish its own SSF receiving Federally permissible

³ Tare dirt is soil attached to the harvested sugarbeets. When the sugarbeets are delivered to the receiving stations, this soil is removed as the beets are unloaded from growers' trucks and piled by "pilers." The soil is weighed, subtracted from the gross weight of the sugarbeets delivered, and then hauled away from the receiving stations. During the 2010 – 2011 sugarbeet processing campaign, for example, the Associations hauled 182,000 tons of tare dirt from the receiving stations.

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contributions from persons solicitable under the rules at 11 CFR 114.8, that SSF could transfer such funds in an unlimited amount to American Crystal PAC. This transfer could be made even if such funds were derived from contributions by persons that could not be solicited for contributions to American Crystal PAC under the solicitation restrictions for SSFs of non-trade association membership organizations ... The Commission concludes that, in view of these provisions of the Act and regulations, the Association need not take the extra step of establishing its own SSF. After an incorporated member of the Association has granted separate and specific written approval to the Association under 11 CFR 114.8(c) and (d), either American Crystal or the Association, or both, may solicit contributions to American Crystal PAC from that member's stockholders and executive and administrative personnel, and their families. Either of the two corporations may pay for and perform that connected organization function for American Crystal PAC.

Advisory Opinion 2005-17 at 7.

Because the Associations qualify as trade associations, they may solicit contributions to a connected separate segregated fund from the executive and administrative personnel and stockholders (and their families) of incorporated members pursuant to 11 C.F.R. § 114.8(c) if the members provide separate and specific approval to the trade association for the making of such solicitations during a calendar year. Moreover, because the Associations and Snake River are affiliated, any PAC established by the Associations would be affiliated with Snake River PAC, permitting unlimited transfers of funds between the PACs. Hence, the conclusion applied to American Crystal and Red River in Advisory Opinion 2005-17 would apply to Snake River and the Associations, which is that the Associations need not take the extra step of establishing their own individual political action committees and instead may solicit and collect donations to Snake River PAC under Commission regulations and FECA.



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We respectfully request an advisory opinion confirming the above.

Sincerely,

A handwritten signature in black ink, appearing to read "Jan Witold Baran".

Jan Witold Baran
D. Mark Renaud

TAB A

NYSSA-NAMPA SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Articles of Incorporation

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

ARTICLE I NAME AND ADDRESS

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

ARTICLE II PURPOSE

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

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

ARTICLE III LIMITATION UPON ACTIVITIES

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

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

ARTICLE IV MEMBERS

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

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

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

**ARTICLE VII
DIRECTORS**

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

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

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

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

**ARTICLE IX
INDEMNIFICATION**

Within the restrictions imposed by Article III, the Corporation shall indemnify to the fullest extent not prohibited by law any current or former director who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or

served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the board of directors or other document or arrangement.

**ARTICLE X
REGISTERED AGENT**

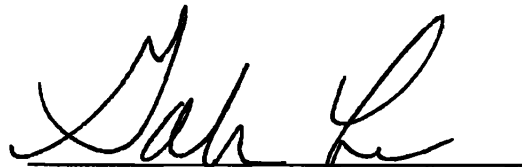
The address of the Corporation's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation's initial registered agent at that location is The Amalgamated Sugar Company LLC.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

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

DATED: December 5, 2011.


Galen Lee

NYSSA-NAMPA SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Bylaws

1. PURPOSE. Nyssa-Nampa Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation ("**Corporation**"), is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("**Code**"). In accordance with the foregoing, the Corporation will pursue the following purposes: (a) promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets, management of sugarbeet receiving stations, and disposition of sugarbeet tare dirt; (b) promote, support or oppose legislation related to the sugarbeet industry; (c) promote and participate in research to improve sugarbeet growing practices; (d) foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and (e) transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("**Act**"), which are consistent with and in furtherance of the purposes for which this Corporation is organized.

2. OFFICES.

2.1 Principal Office. The mailing address of the Corporation is P.O. Box 2723, Nyssa, Oregon, 97913. The Corporation may have such other mailing addresses and offices as the Board may designate or as the business of the Corporation may require from time to time.

2.2 Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Idaho, shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709, and may be changed from time to time by the Board.

3. MEMBERS.

3.1. Membership Eligibility. Any person or entity that is both (a) actively engaged in the cultivation of sugarbeets on lands situated within the geographical area known as the Nyssa-Nampa growing district in the State of Idaho and State of Oregon ("**Growing District**"), and (b) a member of the Snake River Sugar Company shall be eligible for membership in the Corporation ("**Members**"). By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may designate additional persons or entities, or categories or classes of persons or entities, as Members. Memberships are nontransferrable.

3.2 Membership Dues, Fees, Assessments, and Other Conditions of Membership. Membership dues, fees (e.g., tare dirt fees), assessments, and other conditions of membership, as well as procedures for the suspension or termination of a membership by the Corporation, may be established from time to time by resolution of the Board recorded in the minutes of the proceedings of the Board. Payment of membership dues, fees (e.g., tare dirt fees), and assessments, or causing payment of membership dues, fees (e.g., tare dirt fees), and

assessments, shall be mandatory for purposes of maintaining membership.

3.3 Annual Meeting. The annual meeting of the Members shall be held on such date and at such time as the Board shall fix each year for the purpose of transacting such business as may come before the meeting.

3.4 Special Meetings. The President or the Board may call special meetings of the Members for any purpose or purposes. The President shall call a special meeting of the Members upon the written request of Members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.5 Notice of Meetings. The Corporation shall notify its Members of the place, date and time of each annual and special meeting of Members in any manner determined by the Board to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than thirty (30) days before the meeting. Notice of an annual meeting shall include a description of any matter or matters identified in Idaho Code Section 30-3-50 which are to be presented for approval by the Members at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Member in any meeting shall constitute a waiver of notice of such meeting, except where a Member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Record Date. Unless otherwise determined by the Board, the record date to determine the Members entitled to notice of a Members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

3.8 Officers of the Members' Meetings. The presiding officer at Members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a Members' meeting.

3.9 Quorum and Voting Requirements. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of

the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the Articles, these Bylaws, or applicable law require the vote of a greater number of Members.

3.10 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same effect as a unanimous vote of Members taken at a meeting.

4. BOARD OF DIRECTORS.

4.1 Powers and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, a board of directors (individually a "Director" and collectively the "Board"). The Board shall consist of not fewer than three (3) Directors. Subject to this requirement and any other requirements of the Act, the number of Directors may be fixed or changed periodically by resolution of the Board.

4.2 Election and Tenure of Office. Each Director shall serve a term of three (3) years, and Directors may be elected for successive terms. The names and addresses of the Members of the first Board have been stated in the Articles. Such persons shall hold office until the first annual meeting of the Members, and until their successors have been elected and qualified. At the first annual meeting of the Members, the Members shall elect Directors, and the Members shall elect Directors in a like manner every three (3) years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may modify this Section 4.2 to require election of Directors by the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District, rather than by the individual Members, such that the sugarbeet growers who contract with each sugarbeet receiving station within the Chewing District elect one or more Directors to represent that sugarbeet receiving station on the Board.

4.3 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors, unless the Board, by resolution, provides for an alternative method of filling a vacancy occurring in the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.4 Removal of Directors. At a meeting of the Board called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Board. Any Director may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Board.

4.5 Notice of Directors' Meetings. Except as otherwise provided in this section, regular or special meetings of the Board may be called by or at the request of the President or any Director, as the case may be, upon written or verbal notice thereof given to all other Directors, as the case may be, at least five (5) days before the meeting. The Board may provide, by resolution, the time and place for the holding of additional regular meetings without other

notice than such resolution. Except as specifically provided in these Bylaws or applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

4.6 Telephonic Directors' Meetings. Directors may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors.

4.7 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.8 Officers of Board Meetings. The presiding officer at Board meetings shall be the President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Directors present at the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of any Board meeting.

4.9 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent that the Articles, these Bylaws, or applicable law require the vote of a greater number of Directors.

4.10 Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote taken at a meeting.

4.11 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board which

authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or

- (b) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.
- (c) The transaction does not subject the Corporation or any other person to liability for any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such contract or transaction.

4.12 Executive Committee. The Board may have an executive committee consisting of such Directors and Officers as may be nominated and approved by the Board ("*Executive Committee*"). The provisions of these bylaws governing meetings, action without meetings, notice, quorum, and voting requirements of the Board shall apply to the Executive Committee and its members except as otherwise expressly set forth in these Bylaws. The Executive Committee may act for the Board as it determines necessary or appropriate between meetings of the Board, providing that the Executive Committee may not (a) contravene an action of the Board; (b) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (c) adopt, amend or repeal the Articles or these Bylaws; or (d) take any other action not permitted by the Act.

4.13 Other Committees. The Board may create one or more committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of the Board, but may make recommendations to the Board.

5. OFFICERS.

5.1 Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers who are elected or appointed by the Board ("*Officer(s)*"). Each Officer shall be elected by the Board. The same individual may simultaneously hold more than one office.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. In general, the President shall perform such other duties usually performed by a President of a Corporation and such other duties as are from time to time assigned to the President by the Board. The President may sign any agreements, documents, or other instruments on behalf of the Corporation unless such authority has been expressly reserved to a different officer.

5.5 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

5.6 Secretary. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board and authenticate or cause to be authenticated records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6. MISCELLANEOUS.

6.1 Books and Records. At its registered office, principal place of business or other location designated by the Board, the Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its Members and Board; and (c) a record of the names and addresses of all Members.


6.2 Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the vote of a majority of the Members present at a duly called meeting or by a majority vote of the Members voting by mail ballot in the event the Board has caused mail ballots to be utilized, provided that a description of the proposed amendment or repeal was included in the notice of the meeting sent to each Member in accordance with Section 3.5 above.

6.3 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

CERTIFICATE OF ADOPTION

The undersigned President and Secretary of Nyssa-Nampa Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation, do hereby certify that the foregoing Bylaws of Nyssa-Nampa Sugarbeet Growers Association, Inc. were adopted by the Members in accordance with the Idaho Nonprofit Corporation Act on the 5th day of December, 2011.

NYSSA-NAMPA SUGARBEET GROWERS ASSOCIATION, INC.

By: 
President

By: 
Secretary

ELWYHEE SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Articles of Incorporation

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

ARTICLE I NAME AND ADDRESS

The name of the corporation is Elwyhee Sugarbeet Growers Association, Inc. ("*Corporation*"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

ARTICLE II PURPOSE

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

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

ARTICLE III LIMITATION UPON ACTIVITIES

The Corporation is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(5) of the Code. Notwithstanding any other provision of these Articles, no

part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(5) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERS

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

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

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

**ARTICLE VII
DIRECTORS**

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

<u>Name</u>	<u>Address</u>
Blaine Hulet	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Bart Fowers	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Travis Hulet	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Dave Bergh	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Jack Post	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Rusty Trail	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Scott Bennett	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

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

**ARTICLE IX
INDEMNIFICATION**

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

directors or other document or arrangement.

**ARTICLE X
REGISTERED AGENT**

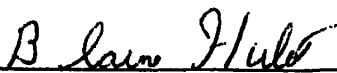
The address of the Corporation's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation's initial registered agent at that location is The Amalgamated Sugar Company LLC.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Blaine Hulet
Elwyhee Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

DATED: December 6, 2011.



Blaine Hulet

ELWYHEE SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Bylaws

1. PURPOSE. Elwyhee Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation ("**Corporation**"), is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("**Code**"). In accordance with the foregoing, the Corporation will pursue the following purposes: (a) promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets, management of sugarbeet receiving stations, and disposition of sugarbeet tare dirt; (b) propose, support or oppose legislation related to the sugarbeet industry; (c) promote and participate in research to improve sugarbeet growing practices; (d) foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and (e) transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("**Act**"), which are consistent with and in furtherance of the purposes for which this Corporation is organized.

2. OFFICES.

2.1 Principal Office. The principal office of the Corporation shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

2.2 Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Idaho, shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709, and may be changed from time to time by the Board.

3. MEMBERS.

3.1 Membership Eligibility. Any person or entity that is both (a) actively engaged in the cultivation of sugarbeets on lands situated within the geographical area known as the Elwyhee growing district in the State of Idaho ("**Growing District**"), and (b) a member of the Snake River Sugar Company shall be eligible for membership in the Corporation ("**Members**"). By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may designate additional persons or entities, or categories or classes of persons or entities, as Members. Memberships are nontransferrable.

3.2 Membership Dues, Fees, Assessments, and Other Conditions of Membership. Membership dues, fees (e.g., tare dirt fees), assessments, and other conditions of membership, as well as procedures for the suspension or termination of a membership by the Corporation, may be established from time to time by resolution of the Board recorded in the minutes of the proceedings of the Board. Payment of membership dues, fees (e.g., tare dirt fees), and

assessments, or causing payment of membership dues, fees (e.g., tare dirt fees), and assessments, shall be mandatory for purposes of maintaining membership.

3.3 Annual Meeting. The annual meeting of the Members shall be held on such date and at such time as the Board shall fix each year for the purpose of transacting such business as may come before the meeting.

3.4 Special Meetings. The President or the Board may call special meetings of the Members for any purpose or purposes. The President shall call a special meeting of the Members upon the written request of Members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.5 Notice of Meetings. The Corporation shall notify its Members of the place, date and time of each annual and special meeting of Members in any manner determined by the Board to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than thirty (30) days before the meeting. Notice of an annual meeting shall include a description of any matter or matters identified in Idaho Code Section 30-3-50 which are to be presented for approval by the Members at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Member in any meeting shall constitute a waiver of notice of such meeting, except where a Member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Record Date. Unless otherwise determined by the Board, the record date to determine the Members entitled to notice of a Members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

3.8 Officers of the Members' Meetings. The presiding officer at Members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a Members' meeting.

3.9 Quorum and Voting Requirements. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of

enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the Articles, these Bylaws, or applicable law require the vote of a greater number of Members.

3.10 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same effect as a unanimous vote of Members taken at a meeting.

4. BOARD OF DIRECTORS.

4.1 Powers and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, a board of directors (individually a "*Director*" and collectively the "*Board*"). The Board shall consist of not fewer than three (3) Directors. Subject to this requirement and any other requirements of the Act, the number of Directors may be fixed or changed periodically by resolution of the Board.

4.2 Election and Tenure of Office. Each Director shall serve a term of three (3) years, and Directors may be elected for successive terms. The names and addresses of the Members of the first Board have been stated in the Articles. Such persons shall hold office until the first annual meeting of the Members, and until their successors have been elected and qualified. At the first annual meeting of the Members, the Members shall elect Directors, and the Members shall elect Directors in a like manner every three (3) years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may modify this Section 4.2 to require election of Directors by the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District, rather than by the individual Members, such that the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District elect one or more Directors to represent that sugarbeet receiving station on the Board.

4.3 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors, unless the Board, by resolution, provides for an alternative method of filling a vacancy occurring in the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.4 Removal of Directors. At a meeting of the Board called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Board. Any Director may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Board.

4.5 Notice of Directors' Meetings. Except as otherwise provided in this section, regular or special meetings of the Board may be called by or at the request of the President or any Director, as the case may be, upon written or verbal notice thereof given to all other Directors, as the case may be, at least five (5) days before the meeting. The Board may provide, by

resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Except as specifically provided in these Bylaws or applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

4.6 Telephonic Directors' Meetings. Directors may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors.

4.7 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.8 Officers of Board Meetings. The presiding officer at Board meetings shall be the President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Directors present at the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of any Board meeting.

4.9 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent that the Articles, these Bylaws, or applicable law require the vote of a greater number of Directors.

4.10 Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote taken at a meeting.

4.11 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by its vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or
- (b) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.
- (c) The transaction does not subject the Corporation or any other person to liability for any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such contract or transaction.

4.12 Executive Committee. The Board may have an executive committee consisting of such Directors and Officers as may be nominated and approved by the Board ("*Executive Committee*"). The provisions of these bylaws governing meetings, action without meetings, notice, quorum, and voting requirements of the Board shall apply to the Executive Committee and its members except as otherwise expressly set forth in these Bylaws. The Executive Committee may act for the Board as it determines necessary or appropriate between meetings of the Board, providing that the Executive Committee may not (a) contravene an action of the Board; (b) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (c) adopt, amend or repeal the Articles or these Bylaws; or (d) take any other action not permitted by the Act.

4.13 Other Committees. The Board may create one or more committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of the Board, but may make recommendations to the Board.

5. OFFICERS.

5.1 Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers who are elected or appointed by the Board ("*Officer(s)*"). Each Officer shall be elected by the Board. The same individual may simultaneously hold more than one office.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. In general, the President shall perform such other duties usually performed by a President of a Corporation and such other duties as are from time to time assigned to the President by the Board. The President may sign any agreements, documents, or other instruments on behalf of the Corporation unless such authority has been expressly reserved to a different officer.

5.5 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

5.6 Secretary. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board and authenticate or cause to be authenticated records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6. MISCELLANEOUS.

6.1 Books and Records. At its registered office, principal place of business or other location designated by the Board, the Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its Members and Board; and (c) a record of the names and addresses of all Members.

6.2 Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the vote of a majority of the Members present at a duly called meeting or by a majority vote of the Members voting by mail ballot in the event the Board has caused mail ballots to be utilized, provided that a description of the proposed amendment or repeal was included in the notice of the meeting sent to each Member in accordance with Section 3.5 above.

6.3 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

CERTIFICATE OF ADOPTION

The undersigned President and Secretary of Elwyhee Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation, do hereby certify that the foregoing Bylaws of Elwyhee Sugarbeet Growers Association, Inc. were adopted by the Members in accordance with the Idaho Nonprofit Corporation Act on the 5th day of December, 2011.

ELWYHEE SUGARBEET GROWERS ASSOCIATION, INC.

By: *B. Luan Hunt*
President

By: *T. Lewis B. Hunt*
Secretary

**UPPER SNAKE RIVER VALLEY SUGARBEET GROWERS
ASSOCIATION, INC.**

**Idaho Nonprofit Corporation
Articles of Incorporation**

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

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is Upper Snake River Valley Sugarbeet Growers Association, Inc. ("*Corporation*"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

**ARTICLE II
PURPOSE**

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

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

**ARTICLE III
LIMITATION UPON ACTIVITIES**

The Corporation is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(5) of the Code. Notwithstanding any other provision of these Articles, no part

of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(5) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERS

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

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

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

**ARTICLE VII
DIRECTORS**

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

<u>Name</u>	<u>Address</u>
LaMar Isaak	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Bruce Winder	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Doug Ruff	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Doug Evans	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Kevin Johns	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Aaron Povey	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

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

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
REGISTERED AGENT**

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

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

**LaMar Isaak
Upper Snake River Valley Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709**

DATED: December 31, 2011.



LaMar Isaak

UPPER SNAKE RIVER VALLEY SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Bylaws

1. PURPOSE. Upper Snake River Valley Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation ("**Corporation**"), is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("**Code**"). In accordance with the foregoing, the Corporation will pursue the following purposes: (a) promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets, management of sugarbeet receiving stations, and disposition of sugarbeet tare dirt; (b) propose, support or oppose legislation related to the sugarbeet industry; (c) promote and participate in research to improve sugarbeet growing practices; (d) foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and (e) transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("**Act**"), which are consistent with and in furtherance of the purposes for which this Corporation is organized.

2. OFFICES.

2.1 Principal Office. The principal office of the Corporation shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

2.2 Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Idaho, shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709, and may be changed from time to time by the Board.

3. MEMBERS.

3.1. Membership Eligibility. Any person or entity that is both (a) actively engaged in the cultivation of sugarbeets on lands situated within the geographical area known as the Upper Snake River Valley growing district in the State of Idaho ("**Growing District**"), and (b) a member of the Snake River Sugar Company shall be eligible for membership in the Corporation ("**Members**"). By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may designate additional persons or entities, or categories or classes of persons or entities, as Members. Memberships are nontransferrable.

3.2 Membership Dues, Fees, Assessments, and Other Conditions of Membership. Membership dues, fees (e.g., tare dirt fees), assessments, and other conditions of membership, as well as procedures for the suspension or termination of a membership by the Corporation, may be established from time to time by resolution of the Board recorded in the minutes of the proceedings of the Board. Payment of membership dues, fees (e.g., tare dirt fees), and

assessments, or causing payment of membership dues, fees (e.g., tare dirt fees), and assessments, shall be mandatory for purposes of maintaining membership.

3.3 Annual Meeting. The annual meeting of the Members shall be held on such date and at such time as the Board shall fix each year for the purpose of transacting such business as may come before the meeting.

3.4 Special Meetings. The President or the Board may call special meetings of the Members for any purpose or purposes. The President shall call a special meeting of the Members upon the written request of Members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.5 Notice of Meetings. The Corporation shall notify its Members of the place, date and time of each annual and special meeting of Members in any manner determined by the Board to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than thirty (30) days before the meeting. Notice of an annual meeting shall include a description of any matter or matters identified in Idaho Code Section 30-3-50 which are to be presented for approval by the Members at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Member in any meeting shall constitute a waiver of notice of such meeting, except where a Member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Record Date. Unless otherwise determined by the Board, the record date to determine the Members entitled to notice of a Members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

3.8 Officers of the Members' Meetings. The presiding officer at Members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a Members' meeting.

3.9 Quorum and Voting Requirements. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of

enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the Articles, these Bylaws, or applicable law require the vote of a greater number of Members.

3.10 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same effect as a unanimous vote of Members taken at a meeting.

4. BOARD OF DIRECTORS.

4.1 Powers and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, a board of directors (individually a "*Director*" and collectively the "*Board*"). The Board shall consist of not fewer than three (3) Directors. Subject to this requirement and any other requirements of the Act, the number of Directors may be fixed or changed periodically by resolution of the Board.

4.2 Election and Tenure of Office. Each Director shall serve a term of three (3) years, and Directors may be elected for successive terms. The names and addresses of the Members of the first Board have been stated in the Articles. Such persons shall hold office until the first annual meeting of the Members, and until their successors have been elected and qualified. At the first annual meeting of the Members, the Members shall elect Directors, and the Members shall elect Directors in a like manner every three (3) years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may modify this Section 4.2 to require election of Directors by the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District, rather than by the individual Members, such that the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District elect one or more Directors to represent that sugarbeet receiving station on the Board.

4.3 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors, unless the Board, by resolution, provides for an alternative method of filling a vacancy occurring in the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.4 Removal of Directors. At a meeting of the Board called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Board. Any Director may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Board.

4.5 Notice of Directors' Meetings. Except as otherwise provided in this section, regular or special meetings of the Board may be called by or at the request of the President or any Director, as the case may be, upon written or verbal notice thereof given to all other Directors, as the case may be, at least five (5) days before the meeting. The Board may provide, by

resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Except as specifically provided in these Bylaws or applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

4.6 Telephonic Directors' Meetings. Directors may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors.

4.7 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.8 Officers of Board Meetings. The presiding officer at Board meetings shall be the President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Directors present at the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of any Board meeting.

4.9 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent that the Articles, these Bylaws, or applicable law require the vote of a greater number of Directors.

4.10 Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote taken at a meeting.

4.11 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or
- (b) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.
- (c) The transaction does not subject the Corporation or any other person to liability for any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such contract or transaction.

4.12 Executive Committee. The Board may have an executive committee consisting of such Directors and Officers as may be nominated and approved by the Board ("*Executive Committee*"). The provisions of these bylaws governing meetings, action without meetings, notice, quorum, and voting requirements of the Board shall apply to the Executive Committee and its members except as otherwise expressly set forth in these Bylaws. The Executive Committee may act for the Board as it determines necessary or appropriate between meetings of the Board, providing that the Executive Committee may not (a) contravene an action of the Board; (b) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (c) adopt, amend or repeal the Articles or these Bylaws; or (d) take any other action not permitted by the Act.

4.13 Other Committees. The Board may create one or more committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of the Board, but may make recommendations to the Board.

5. OFFICERS.

5.1 Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers who are elected or appointed by the Board ("*Officer(s)*"). Each Officer shall be elected by the Board. The same individual may simultaneously hold more than one office.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. In general, the President shall perform such other duties usually performed by a President of a Corporation and such other duties as are from time to time assigned to the President by the Board. The President may sign any agreements, documents, or other instruments on behalf of the Corporation unless such authority has been expressly reserved to a different officer.

5.5 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

5.6 Secretary. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board and authenticate or cause to be authenticated records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6. MISCELLANEOUS.

6.1 Books and Records. At its registered office, principal place of business or other location designated by the Board, the Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its Members and Board; and (c) a record of the names and addresses of all Members.

6.2 Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the vote of a majority of the Members present at a duly called meeting or by a majority vote of the Members voting by mail ballot in the event the Board has caused mail ballots to be utilized, provided that a description of the proposed amendment or repeal was included in the notice of the meeting sent to each Member in accordance with Section 3.5 above.

6.3 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

CERTIFICATE OF ADOPTION

The undersigned President and Secretary of Upper Snake River Valley Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation, do hereby certify that the foregoing Bylaws of Upper Snake River Valley Sugarbeet Growers Association, Inc. were adopted by the Members in accordance with the Idaho Nonprofit Corporation Act on the 6th day of December, 2011.

UPPER SNAKE RIVER VALLEY SUGARBEET GROWERS ASSOCIATION, INC.

By: Lamar Isack
President

By: Don L. Bell
Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MINIDOKA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

Pursuant to Section 30-3-93 of the Idaho Nonprofit Corporation Act (the "*Act*"), Minidoka County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation (the "*Corporation*"), certifies as follows:

1. **Name.** The name of the Corporation was Minidoka County Beet Growers Association, Inc., but it has been changed to Minidoka County Sugarbeet Growers Association, Inc.

2. **Amendment and Restatement of Articles.** The Corporation's Amended and Restated Nonprofit Corporation Articles of Incorporation ("*Amended and Restated Articles*") are attached hereto and incorporated herein by reference. The Amended and Restated Articles consolidate all amendments to the Corporation's original Articles of Incorporation ("*Original Articles*") into a single document. The Amended and Restated Articles supersede the Original Articles and all prior amendments thereto.

3. **Date of Adoption.** The Amended and Restated Articles were adopted effective as of December 6 , 2011.

4. **Approval.** The Amended and Restated Articles were duly approved by the board of directors and members of the Corporation in the manner required by the Act and by the Original Articles and any prior amendments thereto. The total number of members entitled to vote was 91, the total number of members that voted for each amendment was 91 , and the total number of members that voted against each amendment was 0.

**MINIDOKA COUNTY SUGARBEET
GROWERS ASSOCIATION, INC.**

December __6__, 2011

By:  _____
Its President

MINIDOKA SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Amended and Restated Articles of Incorporation

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

ARTICLE I NAME AND ADDRESS

The name of the corporation is Minidoka Sugarbeet Growers Association, Inc. ("**Corporation**"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

ARTICLE II PURPOSE

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

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

ARTICLE III LIMITATION UPON ACTIVITIES

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

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

ARTICLE IV MEMBERS

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

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

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

**ARTICLE VII
DIRECTORS**

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

<u>Name</u>	<u>Address</u>
Cloy Jones	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Paul Robertson	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Orlo Maughan	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Brent Griffin	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Brad Rogers	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Kody Nielsen	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Ryan Serr	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Aaron Ball	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

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

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
REGISTERED AGENT**


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

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Cloy Jones
Minidoka County Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

DATED: December 6, 2011.


Cloy Jones

MINIDOKA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Amended and Restated Bylaws

1. PURPOSE. Minidoka County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation ("*Corporation*"), is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("*Code*"). In accordance with the foregoing, the Corporation will pursue the following purposes: (a) promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets, management of sugarbeet receiving stations, and disposition of sugarbeet tare dirt; (b) propose, support or oppose legislation related to the sugarbeet industry; (c) promote and participate in research to improve sugarbeet growing practices; (d) foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and (e) transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("*Act*"), which are consistent with and in furtherance of the purposes for which this Corporation is organized.

2. OFFICES.

2.1 Principal Office. The principal office of the Corporation shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

2.2 Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Idaho, shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709, and may be changed from time to time by the Board.

3. MEMBERS.

3.1 Membership Eligibility. Any person or entity that is both (a) actively engaged in the cultivation of sugarbeets on lands situated within the geographical area known as the Minidoka County growing district in the State of Idaho ("*Growing District*"), and (b) a member of the Snake River Sugar Company shall be eligible for membership in the Corporation ("*Members*"). By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may designate additional persons or entities, or categories or classes of persons or entities, as Members. Memberships are nontransferrable.

3.2 Membership Dues, Fees, Assessments, and Other Conditions of Membership. Membership dues, fees (e.g., tare dirt fees), assessments, and other conditions of membership, as well as procedures for the suspension or termination of a membership by the Corporation, may be established from time to time by resolution of the Board recorded in the minutes of the proceedings of the Board. Payment of membership dues, fees (e.g., tare dirt fees), and assessments, or causing payment of membership dues, fees (e.g., tare dirt fees), and

assessments, shall be mandatory for purposes of maintaining membership.

3.3 Annual Meeting. The annual meeting of the Members shall be held on such date and at such time as the Board shall fix each year for the purpose of transacting such business as may come before the meeting.

3.4 Special Meetings. The President or the Board may call special meetings of the Members for any purpose or purposes. The President shall call a special meeting of the Members upon the written request of Members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.5 Notice of Meetings. The Corporation shall notify its Members of the place, date and time of each annual and special meeting of Members in any manner determined by the Board to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than thirty (30) days before the meeting. Notice of an annual meeting shall include a description of any matter or matters identified in Idaho Code Section 30-3-50 which are to be presented for approval by the Members at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Member in any meeting shall constitute a waiver of notice of such meeting, except where a Member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Record Date. Unless otherwise determined by the Board, the record date to determine the Members entitled to notice of a Members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

3.8 Officers of the Members' Meetings. The presiding officer at Members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a Members' meeting.

3.9 Quorum and Voting Requirements. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of

the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the Articles, these Bylaws, or applicable law require the vote of a greater number of Members.

3.10 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same effect as a unanimous vote of Members taken at a meeting.

4. BOARD OF DIRECTORS.

4.1 Powers and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, a board of directors (individually a "*Director*" and collectively the "*Board*"). The Board shall consist of not fewer than three (3) Directors. Subject to this requirement and any other requirements of the Act, the number of Directors may be fixed or changed periodically by resolution of the Board.

4.2 Election and Tenure of Office. Each Director shall serve a term of three (3) years, and Directors may be elected for successive terms. The names and addresses of the Members of the first Board have been stated in the Articles. Such persons shall hold office until the first annual meeting of the Members, and until their successors have been elected and qualified. At the first annual meeting of the Members, the Members shall elect Directors, and the Members shall elect Directors in a like manner every three (3) years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may modify this Section 4.2 to require election of Directors by the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District, rather than by the individual Members, such that the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District elect one or more Directors to represent that sugarbeet receiving station on the Board.

4.3 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors, unless the Board, by resolution, provides for an alternative method of filling a vacancy occurring in the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.4 Removal of Directors. At a meeting of the Board called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Board. Any Director may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Board.

4.5 Notice of Directors' Meetings. Except as otherwise provided in this section, regular or special meetings of the Board may be called by or at the request of the President or any Director, as the case may be, upon written or verbal notice thereof given to all other Directors, as the case may be, at least five (5) days before the meeting. The Board may provide, by resolution, the time and place for the holding of additional regular meetings without other

notice than such resolution. Except as specifically provided in these Bylaws or applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

4.6 Telephonic Directors' Meetings. Directors may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors.

4.7 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.8 Officers of Board Meetings. The presiding officer at Board meetings shall be the President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Directors present at the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of any Board meeting.

4.9 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent that the Articles, these Bylaws, or applicable law require the vote of a greater number of Directors.

4.10 Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote taken at a meeting.

4.11 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board which

authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or

- (b) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.
- (c) The transaction does not subject the Corporation or any other person to liability for any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such contract or transaction.

4.12 Executive Committee. The Board may have an executive committee consisting of such Directors and Officers as may be nominated and approved by the Board ("*Executive Committee*"). The provisions of these Bylaws governing meetings, action without meetings, notice, quorum, and voting requirements of the Board shall apply to the Executive Committee and its members except as otherwise expressly set forth in these Bylaws. The Executive Committee may act for the Board as it determines necessary or appropriate between meetings of the Board, providing that the Executive Committee may not (a) contravene an action of the Board; (b) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (c) adopt, amend or repeal the Articles or these Bylaws; or (d) take any other action not permitted by the Act.

4.13 Other Committees. The Board may create one or more committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of the Board, but may make recommendations to the Board.

5. OFFICERS.

5.1 Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers who are elected or appointed by the Board ("*Officer(s)*"). Each Officer shall be elected by the Board. The same individual may simultaneously hold more than one office.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. In general, the President shall perform such other duties usually performed by a President of a Corporation and such other duties as are from time to time assigned to the President by the Board. The President may sign any agreements, documents, or other instruments on behalf of the Corporation unless such authority has been expressly reserved to a different officer.

5.5 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

5.6 Secretary. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board and authenticate or cause to be authenticated records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6. MISCELLANEOUS.

6.1 Books and Records. At its registered office, principal place of business or other location designated by the Board, the Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its Members and Board; and (c) a record of the names and addresses of all Members.

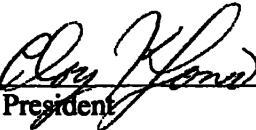
6.2 Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the vote of a majority of the Members present at a duly called meeting or by a majority vote of the Members voting by mail ballot in the event the Board has caused mail ballots to be utilized, provided that a description of the proposed amendment or repeal was included in the notice of the meeting sent to each Member in accordance with Section 3.5 above.

6.3 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

CERTIFICATE OF AMENDMENT

The undersigned President and Secretary of Minidoka County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation, do hereby certify that the foregoing Amended and Restated Bylaws of Minidoka County Sugarbeet Growers Association, Inc. were adopted by the Members in accordance with the Idaho Nonprofit Corporation Act on the 6th day of December, 2011.

MINIDOKA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

By: 
President

By: 
Secretary

CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Articles of Incorporation

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

ARTICLE I NAME AND ADDRESS

The name of the corporation is Cassia County Sugarbeet Growers Association, Inc. ("**Corporation**"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

ARTICLE II PURPOSE

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

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

ARTICLE III LIMITATION UPON ACTIVITIES

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

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

ARTICLE IV MEMBERS

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

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

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

**ARTICLE VII
DIRECTORS**

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

<u>Name</u>	<u>Address</u>
Scott Searle	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Scott Beck	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Alan Harper	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Slrane Beck	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Ryan Samples	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Ken Turpin	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709

Mike Wheeler

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

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

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
REGISTERED AGENT**

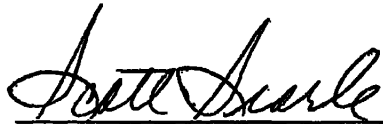
The address of the Corporation's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation's initial registered agent at that location is The Amalgamated Sugar Company LLC.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Scott Searle
Cassia County Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

DATED: December 6, 2011.



Scott Searle

CASSIA COUNTY BEET GROWERS ASSOCIATION

Idaho Cooperative Marketing Association Amended and Restated Bylaws

1. PURPOSE. Cassia County Beet Growers Association, an Idaho cooperative marketing association ("*Association*"), is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("*Code*"). In accordance with the foregoing, the Association will pursue the following purposes: (a) promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets, management of sugarbeet receiving stations, and disposition of sugarbeet tare dirt; (b) propose, support or oppose legislation related to the sugarbeet industry; (c) promote and participate in research to improve sugarbeet growing practices; (d) foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and (e) transact any and all lawful business that cooperative marketing associations may conduct under the Idaho Cooperative Marketing Act ("*Act*") which are consistent with and in furtherance of the purposes for which this Association is organized.

2. OFFICES.

2.1 Principal Office. The principal office of the Association shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Association may have such other offices as the Board may designate or as the business of the Association may require from time to time.

2.2 Registered Office. The registered office of the Association required by the Act, to be maintained in the State of Idaho, shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709, and may be changed from time to time by the Board.

3. MEMBERS.

3.1 Membership Eligibility. Any person or entity that is both (a) actively engaged in the cultivation of sugarbeets on lands situated within the geographical area known as the Cassia County growing district in the State of Idaho ("*Growing District*"), and (b) a member of the Snake River Sugar Company shall be eligible for membership in the Association ("*Members*"). By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may designate additional persons or entities, or categories or classes of persons or entities, as Members. Memberships are nontransferable.

3.2 Membership Dues, Fees, Assessments, and Other Conditions of Membership. Membership dues, fees (e.g., tare dirt fees), assessments, and other conditions of membership, as well as procedures for the suspension or termination of a membership by the Association, may be established from time to time by resolution of the Board recorded in the minutes of the proceedings of the Board. Payment of membership dues, fees (e.g., tare dirt fees), and

assessments, or causing payment of membership dues, fees (e.g., tare dirt fees), and assessments, shall be mandatory for purposes of maintaining membership.

3.3 Annual Meeting. The annual meeting of the Members shall be held on such date and at such time as the Board shall fix each year for the purpose of transacting such business as may come before the meeting.

3.4 Special Meetings. The President or the Board may call special meetings of the Members for any purpose or purposes. The President shall call a special meeting of the Members upon the written request of Members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.5 Notice of Meetings. The Corporation shall notify its Members of the place, date and time of each annual and special meeting of Members in any manner determined by the Board to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than thirty (30) days before the meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Member in any meeting shall constitute a waiver of notice of such meeting, except where a Member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Record Date. Unless otherwise determined by the Board, the record date to determine the Members entitled to notice of a Members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

3.8 Officers of the Members' Meetings. The presiding officer at Members' meetings shall be the President of the Association or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Members present at the meeting. The Secretary of the Association or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a Members' meeting.

3.9 Quorum and Voting Requirements. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject

matter shall be the act of the Members, unless the Articles, these Bylaws, or applicable law require the vote of a greater number of Members.

3.10 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the Association may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same effect as a unanimous vote of Members taken at a meeting.

4. BOARD OF DIRECTORS.

4.1 Powers and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Association managed under the direction of, a board of directors (individually a "*Director*" and collectively the "*Board*"). The Board shall consist of not fewer than three (3) Directors. Subject to this requirement and any other requirements of the Act, the number of Directors may be fixed or changed periodically by resolution of the Board.

4.2 Election and Tenure of Office. Each Director shall serve a term of three (3) years, and Directors may be elected for successive terms. At an annual meeting of the Members, the Members shall elect Directors, and the Members shall elect Directors in a like manner every three (3) years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may modify this Section 4.2 to require election of Directors by the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District, rather than by the individual Members, such that the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District elect one or more Directors to represent that sugarbeet receiving station on the Board.

4.3 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors, unless the Board, by resolution, provides for an alternative method of filling a vacancy occurring in the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.4 Removal of Directors. At a meeting of the Board called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Board. Any Director may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Board.

4.5 Notice of Directors' Meetings. Except as otherwise provided in this section, regular or special meetings of the Board may be called by or at the request of the President or any Director, as the case may be, upon written or verbal notice thereof given to all other Directors, as the case may be, at least five (5) days before the meeting. The Board may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Except as specifically provided in these Bylaws or applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

4.6 Telephonic Directors' Meetings. Directors may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors.

4.7 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.8 Officers of Board Meetings. The presiding officer at Board meetings shall be the President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Directors present at the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of any Board meeting.

4.9 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent that the Articles, these Bylaws, or applicable law require the vote of a greater number of Directors.

4.10 Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote taken at a meeting.

4.11 Director Conflicts of Interest. No contract or other transaction between the Association and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or

(b) The contract or transaction is fair and reasonable to the Association and the fact of such relationship or interest is fully and fairly disclosed or known to the Association.

(c) The transaction does not subject the Association or any other person to liability for any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such contract or transaction.

4.12 Executive Committee. The Board may have an executive committee consisting of such Directors and Officers as may be nominated and approved by the Board ("*Executive Committee*"). The provisions of these Bylaws governing meetings, action without meetings, notice, quorum, and voting requirements of the Board shall apply to the Executive Committee and its members except as otherwise expressly set forth in these Bylaws. The Executive Committee may act for the Board as it determines necessary or appropriate between meetings of the Board, providing that the Executive Committee may not (a) contravene an action of the Board; (b) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (c) adopt, amend or repeal the Articles or these Bylaws; or (d) take any other action not permitted by the Act.

4.13 Other Committees. The Board may create one or more committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of the Board, but may make recommendations to the Board.

5. OFFICERS.

5.1 Number. The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers who are elected or appointed by the Board ("*Officer(s)*"). Each Officer shall be elected by the Board. The same individual may simultaneously hold more than one office.

5.2 Election and Term of Office. The Officers of the Association shall be elected annually at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Association and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Association. In general, the President shall perform such other duties usually performed by a President of an Association and such other duties as are from time to time assigned to the President by the Board. The President may sign any agreements, documents, or other instruments on behalf of the Association unless such authority has been expressly reserved to a different officer.

5.5 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

5.6 Secretary. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board and authenticate or cause to be authenticated records of the Association. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Association and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board, shall disburse or cause to be disbursed funds of the Association as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6. MISCELLANEOUS.

6.1 Books and Records. At its registered office, principal place of business or other location designated by the Board, the Association shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its Members and Board; and (c) a record of the names and addresses of all Members.

6.2 Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the vote of a majority of the Members present at a duly called meeting or by a majority vote of the Members voting by mail ballot in the event the Board has caused mail ballots to be utilized, provided that a description of the proposed amendment or repeal was included in the notice of the meeting sent to each Member in accordance with Section 3.5 above.


6.3 Conversion. Pursuant to the Idaho Entity Transactions Act, the Association may be converted into an Idaho entity of another type upon the affirmative vote of the majority of the Members entitled to vote and represented at any annual or special meeting at which a quorum is present.

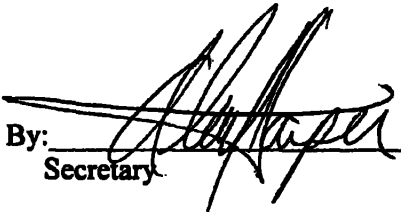
6.4 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

CERTIFICATE OF AMENDMENT

The undersigned President and Secretary of Cassia County Beet Growers Association, an Idaho cooperative marketing association, do hereby certify that the foregoing Amended and Restated Bylaws of Cassia County Beet Growers Association were adopted by the Members in accordance with the Idaho Cooperative Marketing Act on the 16 day of December, 2011.

CASSIA COUNTY BEET GROWERS ASSOCIATION

By: 
President

By: 
Secretary

Appendix B

**PLAN OF CONVERSION
OF
CASSIA COUNTY BEET GROWERS ASSOCIATION, AN IDAHO COOPERATIVE MARKETING
ASSOCIATION,
INTO
CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC., AN IDAHO NONPROFIT
CORPORATION**

[See attached]

PLAN OF CONVERSION

**CASSIA COUNTY BEET GROWERS ASSOCIATION, an Idaho cooperative marketing association,
into
CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC., an Idaho nonprofit corporation**

1. **Converting Entity:** The name and type of the business entity prior to the conversion (the "Conversion") are CASSIA COUNTY BEET GROWERS ASSOCIATION, an Idaho cooperative marketing association (the "Association").
2. **Converted Entity:** The name and type of business entity after the Conversion are CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC., an Idaho nonprofit corporation (the "Corporation").
3. **Conversion:** The Association will be converted into the Corporation in the Conversion by delivering for filing of a Statement of Conversion, together with this Plan of Conversion, to the Idaho Secretary of State. The Conversion will occur in accordance with the applicable provisions of the Idaho Entity Transactions Act (the "Act").
4. **Effective Time:** The effective time of the Conversion ("Effective Time") shall be the date on which the Statement of Conversion is accepted for filing by the Idaho Secretary of State.
5. **Manner of Converting Interests:** At the Effective Time of the Conversion, by virtue of the Conversion and without any action on the part of the Association, of the Corporation, or of any member of the Association, each member of the Association in good standing immediately before the Effective Time of the Conversion will be converted into a member of the Corporation.
6. **Governance of Converted Entity:** At the Effective Time of the Conversion, the Corporation and its shareholders will be governed by (i) the Articles of Incorporation filed with the Idaho Secretary of State, in the form attached hereto as Attachment A; and (ii) the Bylaws of the Corporation, in the form attached hereto as Attachment B.
7. **Effect of Conversion:** At the Effective Time of the Conversion, as provided in the Section 30-18-406 of the Act: (i) the Corporation shall be organized and subject to the laws of the State of Idaho, and shall be the same entity without interruption as the Association; (ii) all property of the Association continues to be vested in the Corporation without transfer, conveyance, assignment, reversion or impairment; (iii) all liabilities of the Association continue as liabilities of the Corporation; (iv) except as provided by law other than Chapter 4 of the Act, or this Plan of Conversion, all of the rights, privileges, immunities, powers and purposes of the Association remain in the Corporation.

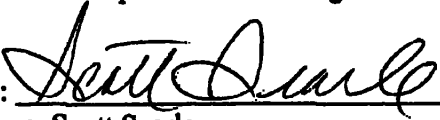
8. ***Taking of Necessary Action; Further Action:*** If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Conversion or to vest the Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Association, the officers and directors of the Corporation shall be fully authorized to take, and shall take, all such lawful and necessary action.
9. ***Amendment:*** This Plan of Conversion may not be amended, except by an instrument in writing executed on behalf of each of the Association and the Corporation.
10. ***Miscellaneous Provisions:*** This Plan of Conversion: (i) shall be governed by the laws of the State of Idaho, (ii) shall be binding on the successors and assigns of the parties; (iii) may be abandoned at any time by the Association or the Corporation prior to the filing of the Statement of Conversion with the Idaho Secretary of State.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Plan of Conversion as of the date(s) set forth below.

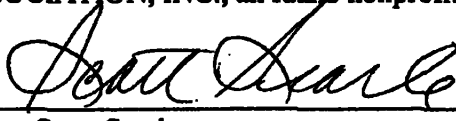
"ASSOCIATION":

**CASSIA COUNTY BEET GROWERS ASSOCIATION,
an Idaho cooperative marketing association**

By: 
Name: Scott Searle
Title: President

"CORPORATION":

**CASSIA COUNTY SUGARBEET GROWERS
ASSOCIATION, INC., an Idaho nonprofit corporation**

By: 
Name: Scott Searle
Title: President

Appendix C

**ARTICLES OF INCORPORATION
OF
CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.**

[See attached]

CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Articles of Incorporation

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

ARTICLE I NAME AND ADDRESS

The name of the corporation is Cassia County Sugarbeet Growers Association, Inc. ("*Corporation*"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

ARTICLE II PURPOSE

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

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

ARTICLE III LIMITATION UPON ACTIVITIES

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

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

ARTICLE IV MEMBERS

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

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

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

**ARTICLE VII
DIRECTORS**

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

<u>Name</u>	<u>Address</u>
Scott Searle	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Scott Beck	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Alan Harper	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Shane Beck	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Ryan Samples	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Ken Turpin	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709

Mike Wheeler

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

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

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
REGISTERED AGENT**

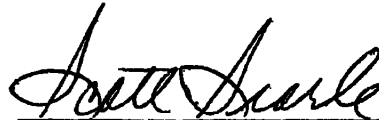
The address of the Corporation's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation's initial registered agent at that location is The Amalgamated Sugar Company LLC.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Scott Searle
Cassia County Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

DATED: December 6, 2011.



Scott Searle

Appendix D

**BYLAWS
OF
CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.**

[See attached]

CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Bylaws

1. PURPOSE. Cassia County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation ("*Corporation*"), is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("*Code*"). In accordance with the foregoing, the Corporation will pursue the following purposes: (a) promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets, management of sugarbeet receiving stations, and disposition of sugarbeet tare dirt; (b) propose, support or oppose legislation related to the sugarbeet industry; (c) promote and participate in research to improve sugarbeet growing practices; (d) foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and (e) transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("*Act*"), which are consistent with and in furtherance of the purposes for which this Corporation is organized.

2. OFFICES.

2.1 Principal Office. The principal office of the Corporation shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

2.2 Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Idaho, shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709, and may be changed from time to time by the Board.

3. MEMBERS.

3.1 Membership Eligibility. Any person or entity that is both (a) actively engaged in the cultivation of sugarbeets on lands situated within the geographical area known as the Cassia County growing district in the State of Idaho ("*Growing District*"), and (b) a member of the Snake River Sugar Company shall be eligible for membership in the Corporation ("*Members*"). By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may designate additional persons or entities, or categories or classes of persons or entities, as Members. Memberships are nontransferable.

3.2 Membership Dues, Fees, Assessments, and Other Conditions of Membership. Membership dues, fees (e.g., tare dirt fees), assessments, and other conditions of membership, as well as procedures for the suspension or termination of a membership by the Corporation, may be established from time to time by resolution of the Board recorded in the minutes of the proceedings of the Board. Payment of membership dues, fees (e.g., tare dirt fees), and

assessments, or causing payment of membership dues, fees (e.g., tare dirt fees), and assessments, shall be mandatory for purposes of maintaining membership.

3.3 Annual Meeting. The annual meeting of the Members shall be held on such date and at such time as the Board shall fix each year for the purpose of transacting such business as may come before the meeting.

3.4 Special Meetings. The President or the Board may call special meetings of the Members for any purpose or purposes. The President shall call a special meeting of the Members upon the written request of Members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.5 Notice of Meetings. The Corporation shall notify its Members of the place, date and time of each annual and special meeting of Members in any manner determined by the Board to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than thirty (30) days before the meeting. Notice of an annual meeting shall include a description of any matter or matters identified in Idaho Code Section 30-3-50 which are to be presented for approval by the Members at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Member in any meeting shall constitute a waiver of notice of such meeting, except where a Member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Record Date. Unless otherwise determined by the Board, the record date to determine the Members entitled to notice of a Members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

3.8 Officers of the Members' Meetings. The presiding officer at Members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a Members' meeting.

3.9 Quorum and Voting Requirements. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of

enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the Articles, these Bylaws, or applicable law require the vote of a greater number of Members.

3.10 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same effect as a unanimous vote of Members taken at a meeting.

4. BOARD OF DIRECTORS.

4.1 Powers and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, a board of directors (individually a "*Director*" and collectively the "*Board*"). The Board shall consist of not fewer than three (3) Directors. Subject to this requirement and any other requirements of the Act, the number of Directors may be fixed or changed periodically by resolution of the Board.

4.2 Election and Tenure of Office. Each Director shall serve a term of three (3) years, and Directors may be elected for successive terms. The names and addresses of the Members of the first Board have been stated in the Articles. Such persons shall hold office until the first annual meeting of the Members, and until their successors have been elected and qualified. At the first annual meeting of the Members, the Members shall elect Directors, and the Members shall elect Directors in a like manner every three (3) years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may modify this Section 4.2 to require election of Directors by the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District, rather than by the individual Members, such that the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District elect one or more Directors to represent that sugarbeet receiving station on the Board.

4.3 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors, unless the Board, by resolution, provides for an alternative method of filling a vacancy occurring in the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.4 Removal of Directors. At a meeting of the Board called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Board. Any Director may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Board.

4.5 Notice of Directors' Meetings. Except as otherwise provided in this section, regular or special meetings of the Board may be called by or at the request of the President or any Director, as the case may be, upon written or verbal notice thereof given to all other Directors, as the case may be, at least five (5) days before the meeting. The Board may provide, by

resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Except as specifically provided in these Bylaws or applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

4.6 Telephonic Directors' Meetings. Directors may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors.

4.7 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.8 Officers of Board Meetings. The presiding officer at Board meetings shall be the President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Directors present at the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of any Board meeting.

4.9 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent that the Articles, these Bylaws, or applicable law require the vote of a greater number of Directors.

4.10 Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote taken at a meeting.

4.11 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or
- (b) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.
- (c) The transaction does not subject the Corporation or any other person to liability for any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such contract or transaction.

4.12 Executive Committee. The Board may have an executive committee consisting of such Directors and Officers as may be nominated and approved by the Board ("*Executive Committee*"). The provisions of these bylaws governing meetings, action without meetings, notice, quorum, and voting requirements of the Board shall apply to the Executive Committee and its members except as otherwise expressly set forth in these Bylaws. The Executive Committee may act for the Board as it determines necessary or appropriate between meetings of the Board, providing that the Executive Committee may not (a) contravene an action of the Board; (b) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (c) adopt, amend or repeal the Articles or these Bylaws; or (d) take any other action not permitted by the Act.

4.13 Other Committees. The Board may create one or more committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of the Board, but may make recommendations to the Board.

5. OFFICERS.

5.1 Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers who are elected or appointed by the Board ("*Officer(s)*"). Each Officer shall be elected by the Board. The same individual may simultaneously hold more than one office.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. In general, the President shall perform such other duties usually performed by a President of a Corporation and such other duties as are from time to time assigned to the President by the Board. The President may sign any agreements, documents, or other instruments on behalf of the Corporation unless such authority has been expressly reserved to a different officer.

5.5 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

5.6 Secretary. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board and authenticate or cause to be authenticated records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6. MISCELLANEOUS.

6.1 Books and Records. At its registered office, principal place of business or other location designated by the Board, the Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its Members and Board; and (c) a record of the names and addresses of all Members.

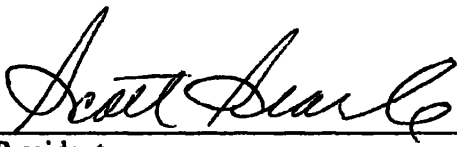
6.2 Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the vote of a majority of the Members present at a duly called meeting or by a majority vote of the Members voting by mail ballot in the event the Board has caused mail ballots to be utilized, provided that a description of the proposed amendment or repeal was included in the notice of the meeting sent to each Member in accordance with Section 3.5 above.

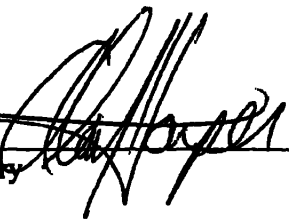
6.3 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

CERTIFICATE OF ADOPTION

The undersigned President and Secretary of Cassia County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation, do hereby certify that the foregoing Bylaws of Cassia County Sugarbeet Growers Association, Inc. were adopted by the Members in accordance with the Idaho Nonprofit Corporation Act on the 6th day of December, 2011.

CASSIA COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

By: 
President

By: 
Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TWIN FALLS COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

Pursuant to Section 30-3-93 of the Idaho Nonprofit Corporation Act (the "*Act*"), Twin Falls County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation (the "*Corporation*"), certifies as follows:

1. **Name.** The name of the Corporation was Twin Falls County Beet Growers Association, Inc., but it has been changed to Twin Falls County Sugarbeet Growers Association, Inc.


2. **Amendment and Restatement of Articles.** The Corporation's Amended and Restated Nonprofit Corporation Articles of Incorporation ("*Amended and Restated Articles*") are attached hereto and incorporated herein by reference. The Amended and Restated Articles consolidate all amendments to the Corporation's original Articles of Incorporation ("*Original Articles*") into a single document. The Amended and Restated Articles supersede the Original Articles and all prior amendments thereto.

3. **Date of Adoption.** The Amended and Restated Articles were adopted effective as of December 7, 2011.

4. **Approval.** The Amended and Restated Articles were duly approved by the board of directors and members of the Corporation in the manner required by the Act and by the Original Articles and any prior amendments thereto. The total number of members entitled to vote was 51, the total number of members that voted for each amendment was 51, and the total number of members that voted against each amendment was 0.

December 7, 2011

TWIN FALLS COUNTY SUGARBEET
GROWERS ASSOCIATION, INC.

By: 
Its President

TWIN FALLS COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

**Idaho Nonprofit Corporation
Amended and Restated Articles of Incorporation**

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

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is Twin Falls County Sugarbeet Growers Association, Inc. ("*Corporation*"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

**ARTICLE II
PURPOSE**

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

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

**ARTICLE III
LIMITATION UPON ACTIVITIES**

The Corporation is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(5) of the Code. Notwithstanding any other provision of these Articles, no

part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(5) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERS

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

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

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

**ARTICLE VII
DIRECTORS**

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

<u>Name</u>	<u>Address</u>
Granville Eckert	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Matt Nail	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Roger Stutzman	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Larry Hollifield	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Mark Henslet	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

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

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
REGISTERED AGENT**

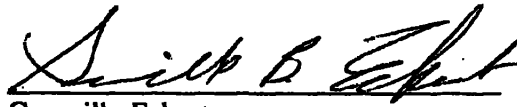
The address of the Corporation's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation's initial registered agent at that location is The Amalgamated Sugar Company LLC.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Granville Eckert
Twin Falls County Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

DATED: December 7, 2011.


Granville Eckert

TWIN FALLS COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Amended and Restated Bylaws

1. PURPOSE. Twin Falls County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation ("**Corporation**"), is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("**Code**"). In accordance with the foregoing, the Corporation will pursue the following purposes: (a) promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets, management of sugarbeet receiving stations, and disposition of sugarbeet tare dirt; (b) propose, support or oppose legislation related to the sugarbeet industry; (c) promote and participate in research to improve sugarbeet growing practices; (d) foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and (e) transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("**Act**"), which are consistent with and in furtherance of the purposes for which this Corporation is organized.

2. OFFICES.

2.1 Principal Office. The principal office of the Corporation shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

2.2 Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Idaho, shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709, and may be changed from time to time by the Board.

3. MEMBERS.

3.1 Membership Eligibility. Any person or entity that is both (a) actively engaged in the cultivation of sugarbeets on lands situated within the geographical area known as the Twin Falls County growing district in the State of Idaho ("**Growing District**"), and (b) a member of the Snake River Sugar Company shall be eligible for membership in the Corporation ("**Members**"). By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may designate additional persons or entities, or categories or classes of persons or entities, as Members. Memberships are nontransferrable.

3.2 Membership Dues, Fees, Assessments, and Other Conditions of Membership. Membership dues, fees (e.g., tare dirt fees), assessments, and other conditions of membership, as well as procedures for the suspension or termination of a membership by the Corporation, may be established from time to time by resolution of the Board recorded in the minutes of the proceedings of the Board. Payment of membership dues, fees (e.g., tare dirt fees), and

assessments, or causing payment of membership dues, fees (e.g., tare dirt fees), and assessments, shall be mandatory for purposes of maintaining membership.

3.3 Annual Meeting. The annual meeting of the Members shall be held on such date and at such time as the Board shall fix each year for the purpose of transacting such business as may come before the meeting.

3.4 Special Meetings. The President or the Board may call special meetings of the Members for any purpose or purposes. The President shall call a special meeting of the Members upon the written request of Members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.5 Notice of Meetings. The Corporation shall notify its Members of the place, date and time of each annual and special meeting of Members in any manner determined by the Board to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than thirty (30) days before the meeting. Notice of an annual meeting shall include a description of any matter or matters identified in Idaho Code Section 30-3-50 which are to be presented for approval by the Members at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Member in any meeting shall constitute a waiver of notice of such meeting, except where a Member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Record Date. Unless otherwise determined by the Board, the record date to determine the Members entitled to notice of a Members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

3.8 Officers of the Members' Meetings. The presiding officer at Members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a Members' meeting.

3.9 Quorum and Voting Requirements. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of

enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the Articles, these Bylaws, or applicable law require the vote of a greater number of Members.

3.10 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same effect as a unanimous vote of Members taken at a meeting.

4. BOARD OF DIRECTORS.

4.1 Powers and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, a board of directors (individually a "**Director**" and collectively the "**Board**"). The Board shall consist of not fewer than three (3) Directors. Subject to this requirement and any other requirements of the Act, the number of Directors may be fixed or changed periodically by resolution of the Board.

4.2 Election and Tenure of Office. Each Director shall serve a term of three (3) years, and Directors may be elected for successive terms. The names and addresses of the Members of the first Board have been stated in the Articles. Such persons shall hold office until the first annual meeting of the Members, and until their successors have been elected and qualified. At the first annual meeting of the Members, the Members shall elect Directors, and the Members shall elect Directors in a like manner every three (3) years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may modify this Section 4.2 to require election of Directors by the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District, rather than by the individual Members, such that the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District elect one or more Directors to represent that sugarbeet receiving station on the Board.

4.3 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors, unless the Board, by resolution, provides for an alternative method of filling a vacancy occurring in the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.4 Removal of Directors. At a meeting of the Board called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Board. Any Director may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Board.

4.5 Notice of Directors' Meetings. Except as otherwise provided in this section, regular or special meetings of the Board may be called by or at the request of the President or any Director, as the case may be, upon written or verbal notice thereof given to all other Directors, as the case may be, at least five (5) days before the meeting. The Board may provide, by

resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Except as specifically provided in these Bylaws or applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

4.6 Telephonic Directors' Meetings. Directors may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors.

4.7 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.8 Officers of Board Meetings. The presiding officer at Board meetings shall be the President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Directors present at the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of any Board meeting.

4.9 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent that the Articles, these Bylaws, or applicable law require the vote of a greater number of Directors.

4.10 Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote taken at a meeting.

4.11 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or
- (b) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.
- (c) The transaction does not subject the Corporation or any other person to liability for any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such contract or transaction.

4.12 Executive Committee. The Board may have an executive committee consisting of such Directors and Officers as may be nominated and approved by the Board ("**Executive Committee**"). The provisions of these Bylaws governing meetings, action without meetings, notice, quorum, and voting requirements of the Board shall apply to the Executive Committee and its members except as otherwise expressly set forth in these Bylaws. The Executive Committee may act for the Board as it determines necessary or appropriate between meetings of the Board, providing that the Executive Committee may not (a) contravene an action of the Board; (b) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (c) adopt, amend or repeal the Articles or these Bylaws; or (d) take any other action not permitted by the Act.

4.13 Other Committees. The Board may create one or more committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of the Board, but may make recommendations to the Board.

5. OFFICERS.

5.1 Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers who are elected or appointed by the Board ("**Officer(s)**"). Each Officer shall be elected by the Board. The same individual may simultaneously hold more than one office.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. In general, the President shall perform such other duties usually performed by a President of a Corporation and such other duties as are from time to time assigned to the President by the Board. The President may sign any agreements, documents, or other instruments on behalf of the Corporation unless such authority has been expressly reserved to a different officer.

5.5 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

5.6 Secretary. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board and authenticate or cause to be authenticated records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6. MISCELLANEOUS.

6.1 Books and Records. At its registered office, principal place of business or other location designated by the Board, the Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its Members and Board; and (c) a record of the names and addresses of all Members.

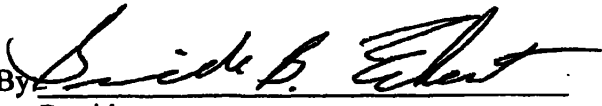
6.2 Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the vote of a majority of the Members present at a duly called meeting or by a majority vote of the Members voting by mail ballot in the event the Board has caused mail ballots to be utilized, provided that a description of the proposed amendment or repeal was included in the notice of the meeting sent to each Member in accordance with Section 3.5 above.

6.3 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

CERTIFICATE OF AMENDMENT

The undersigned President and Secretary of Twin Falls County Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation, do hereby certify that the foregoing Amended and Restated Bylaws of Twin Falls County Sugarbeet Growers Association, Inc. were adopted by the Members in accordance with the Idaho Nonprofit Corporation Act on the 7th day of December, 2011.

TWIN FALLS COUNTY SUGARBEET GROWERS ASSOCIATION, INC.

By: 
President

By: 
Secretary

Appendix A

NORTHSIDE SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Articles of Incorporation

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

ARTICLE I NAME AND ADDRESS

The name of the corporation is Northside Sugarbeet Growers Association, Inc. ("*Corporation*"), and the mailing address of the Corporation is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709.

ARTICLE II PURPOSE

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

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

ARTICLE III LIMITATION UPON ACTIVITIES

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

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

ARTICLE IV MEMBERS

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

ARTICLE V ASSESSMENTS

The board of directors of the Corporation may authorize assessments to be levied upon all members or in different amounts or proportions or upon a different basis upon different members, and may fix the amount of any such assessments, from time to time, and may make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. The board of directors of the Corporation may make any such assessments enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The board of directors of the Corporation may secure any such assessments by a lien upon real property to which membership rights are appurtenant.

ARTICLE VI DISSOLUTION

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

**ARTICLE VII
DIRECTORS**

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

<u>Name</u>	<u>Address</u>
Randall Grant	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Jeff Henry	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Steve Marshall	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Klyn Cheney	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Wayne Chandler	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709
Chris Taber	1951 S. Saturn Way, Suite 100, Boise, Idaho 83709

**ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY**

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

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
REGISTERED AGENT**

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

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

**Randall Grant
Northside Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709**

DATED: December __, 2011.

Randall Grant

**ARTICLE X
REGISTERED AGENT**

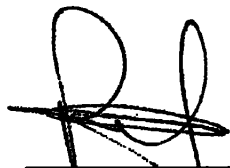
The address of the Corporation's initial registered office is 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation's initial registered agent at that location is The Amalgamated Sugar Company LLC.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Randall Grant
Northside Sugarbeet Growers Association, Inc.
1951 S. Saturn Way, Suite 100
Boise, Idaho 83709

DATED: December 7, 2011.



Randall Grant

100



Appendix B

NORTHSIDE SUGARBEET GROWERS ASSOCIATION, INC.

Idaho Nonprofit Corporation Bylaws

1. PURPOSE. Northside Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation ("*Corporation*"), is organized and shall be operated exclusively within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended ("*Code*"). In accordance with the foregoing, the Corporation will pursue the following purposes: (a) promote the interests of the sugarbeet industry, including promoting the efficient, successful, and profitable production of sugarbeets, management of sugarbeet receiving stations, and disposition of sugarbeet tare dirt; (b) propose, support or oppose legislation related to the sugarbeet industry; (c) promote and participate in research to improve sugarbeet growing practices; (d) foster communication and cooperation with other entities in the sugarbeet industry to improve the conditions under which all sugarbeet growers operate; and (e) transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("*Act*"), which are consistent with and in furtherance of the purposes for which this Corporation is organized.

2. OFFICES.

2.1 Principal Office. The principal office of the Corporation shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

2.2 Registered Office. The registered office of the Corporation required by the Act to be maintained in the State of Idaho, shall be located at 1951 S. Saturn Way, Suite 100, Boise, Idaho 83709, and may be changed from time to time by the Board.

3. MEMBERS.

3.1 Membership Eligibility. Any person or entity that is both (a) actively engaged in the cultivation of sugarbeets on lands situated within the geographical area known as the Northside growing district in the State of Idaho ("*Growing District*"), and (b) a member of the Snake River Sugar Company shall be eligible for membership in the Corporation ("*Members*"). By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may designate additional persons or entities, or categories or classes of persons or entities, as Members. Memberships are nontransferrable.

3.2 Membership Dues, Fees, Assessments, and Other Conditions of Membership. Membership dues, fees (e.g., tare dirt fees), assessments, and other conditions of membership, as well as procedures for the suspension or termination of a membership by the Corporation, may be established from time to time by resolution of the Board recorded in the minutes of the proceedings of the Board. Payment of membership dues, fees (e.g., tare dirt fees), and

Appendix B

**BYLAWS
OF
NORTHSIDE SUGARBEET GROWERS ASSOCIATION, INC.**

[See attached]

assessments, or causing payment of membership dues, fees (e.g., tare dirt fees), and assessments, shall be mandatory for purposes of maintaining membership.

3.3 Annual Meeting. The annual meeting of the Members shall be held on such date and at such time as the Board shall fix each year for the purpose of transacting such business as may come before the meeting.

3.4 Special Meetings. The President or the Board may call special meetings of the Members for any purpose or purposes. The President shall call a special meeting of the Members upon the written request of Members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.5 Notice of Meetings. The Corporation shall notify its Members of the place, date and time of each annual and special meeting of Members in any manner determined by the Board to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than thirty (30) days before the meeting. Notice of an annual meeting shall include a description of any matter or matters identified in Idaho Code Section 30-3-50 which are to be presented for approval by the Members at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Member in any meeting shall constitute a waiver of notice of such meeting, except where a Member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Record Date. Unless otherwise determined by the Board, the record date to determine the Members entitled to notice of a Members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

3.8 Officers of the Members' Meetings. The presiding officer at Members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a Members' meeting.

3.9 Quorum and Voting Requirements. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of

enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the Articles, these Bylaws, or applicable law require the vote of a greater number of Members.

3.10 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members. Such consent shall have the same effect as a unanimous vote of Members taken at a meeting.

4. BOARD OF DIRECTORS.

4.1 Powers and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, a board of directors (individually a "*Director*" and collectively the "*Board*"). The Board shall consist of not fewer than three (3) Directors. Subject to this requirement and any other requirements of the Act, the number of Directors may be fixed or changed periodically by resolution of the Board.

4.2 Election and Tenure of Office. Each Director shall serve a term of three (3) years, and Directors may be elected for successive terms. The names and addresses of the Members of the first Board have been stated in the Articles. Such persons shall hold office until the first annual meeting of the Members, and until their successors have been elected and qualified. At the first annual meeting of the Members, the Members shall elect Directors, and the Members shall elect Directors in a like manner every three (3) years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. By resolution of the Board recorded in the minutes of the proceedings of the Board, the Board may modify this Section 4.2 to require election of Directors by the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District, rather than by the individual Members, such that the sugarbeet growers who contract with each sugarbeet receiving station within the Growing District elect one or more Directors to represent that sugarbeet receiving station on the Board.

4.3 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors, unless the Board, by resolution, provides for an alternative method of filling a vacancy occurring in the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

4.4 Removal of Directors. At a meeting of the Board called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Board. Any Director may be removed at such a meeting without cause by a vote of two-thirds (2/3) of the Board.

4.5 Notice of Directors' Meetings. Except as otherwise provided in this section, regular or special meetings of the Board may be called by or at the request of the President or any Director, as the case may be, upon written or verbal notice thereof given to all other Directors, as the case may be, at least five (5) days before the meeting. The Board may provide, by

resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Except as specifically provided in these Bylaws or applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

4.6 Telephonic Directors' Meetings. Directors may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors.

4.7 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance at or participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.8 Officers of Board Meetings. The presiding officer at Board meetings shall be the President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the Directors present at the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of any Board meeting.

4.9 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 4.2 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except to the extent that the Articles, these Bylaws, or applicable law require the vote of a greater number of Directors.

4.10 Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote taken at a meeting.

4.11 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or
- (b) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.
- (c) The transaction does not subject the Corporation or any other person to liability for any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such contract or transaction.

4.12 Executive Committee. The Board may have an executive committee consisting of such Directors and Officers as may be nominated and approved by the Board ("*Executive Committee*"). The provisions of these bylaws governing meetings, action without meetings, notice, quorum, and voting requirements of the Board shall apply to the Executive Committee and its members except as otherwise expressly set forth in these Bylaws. The Executive Committee may act for the Board as it determines necessary or appropriate between meetings of the Board, providing that the Executive Committee may not (a) contravene an action of the Board; (b) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (c) adopt, amend or repeal the Articles or these Bylaws; or (d) take any other action not permitted by the Act.

4.13 Other Committees. The Board may create one or more committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of the Board, but may make recommendations to the Board.

5. OFFICERS.

5.1 Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers who are elected or appointed by the Board ("*Officer(s)*"). Each Officer shall be elected by the Board. The same individual may simultaneously hold more than one office.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. In general, the President shall perform such other duties usually performed by a President of a Corporation and such other duties as are from time to time assigned to the President by the Board. The President may sign any agreements, documents, or other instruments on behalf of the Corporation unless such authority has been expressly reserved to a different officer.

5.5 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

5.6 Secretary. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board and authenticate or cause to be authenticated records of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary also shall have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6. MISCELLANEOUS.

6.1 Books and Records. At its registered office, principal place of business or other location designated by the Board, the Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its Members and Board; and (c) a record of the names and addresses of all Members.

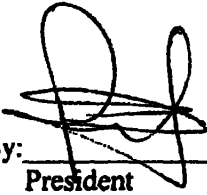
6.2 Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the vote of a majority of the Members present at a duly called meeting or by a majority vote of the Members voting by mail ballot in the event the Board has caused mail ballots to be utilized, provided that a description of the proposed amendment or repeal was included in the notice of the meeting sent to each Member in accordance with Section 3.5 above.

6.3 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

CERTIFICATE OF ADOPTION

The undersigned President and Secretary of Northside Sugarbeet Growers Association, Inc., an Idaho nonprofit corporation, do hereby certify that the foregoing Bylaws of Northside Sugarbeet Growers Association, Inc. were adopted by the Members in accordance with the Idaho Nonprofit Corporation Act on the 7th day of December, 2011.

NORTHSIDE SUGARBEET GROWERS ASSOCIATION, INC.

By:  _____
President

By:  _____
Secretary

TAB B



SNAKE RIVER SUGAR COMPANY

**Third Amended and Restated
Articles of Incorporation
&
Third Amended Bylaws**

Adopted by the Membership on January 7, 2010

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SNAKE RIVER SUGAR COMPANY**

The following Third Amended and Restated Articles of Incorporation ("Articles of Incorporation") of Snake River Sugar Company, an Oregon Cooperative Corporation (the "Cooperative"), supersedes the existing Articles of Incorporation and all amendments thereto and restatements thereof.

**ARTICLE I
NAME**

The name of this Cooperative is Snake River Sugar Company.

**ARTICLE II
DURATION**

The duration of this Cooperative is perpetual.

**ARTICLE III
PURPOSES AND POWERS**

Section 1. Purposes. The purposes of this Cooperative shall be:

(a) To receive, handle, manufacture, process, and market the sugar beets and other agricultural products of its members; to purchase, handle, and distribute agricultural supplies and equipment to its members; and to perform any and all related services for its members. For these purposes, this Cooperative shall be operated on a nonprofit, cooperative basis for the mutual benefit of its members.

(b) To transact business of the types and in the manner described in Section 1(a) above with or for non-members, on either a profit or nonprofit, cooperative basis.

(c) To engage in any other lawful business activity approved by the Cooperative's Board of Directors, on either a profit or nonprofit, cooperative basis.

Section 2. Powers. This Cooperative shall have all the powers, privileges and rights conferred on cooperative corporations by the laws

of the State of Oregon, including without limitation all powers necessary or convenient to effect any or all of the purposes for which this Cooperative is organized.

Section 3. Limitations. This Cooperative shall not market the products of nonmembers in an amount the annual value of which exceeds the annual value of the products marketed for members. This Cooperative shall not purchase supplies and equipment for nonmembers in an amount the annual value of which exceeds the annual value of supplies and equipment purchased for members. This Cooperative shall not provide services for nonmembers in an amount the annual value of which exceeds the annual value of the services provided for members.

ARTICLE IV CAPITAL STOCK

Section 1. Authorized Capital. This Cooperative is authorized to issue the following shares of capital stock:

- (a) Three thousand (3,000) shares of voting, Class A Common Stock having a par value of one dollar (\$1.00) per share;
- (b) Three thousand (3,000) shares of nonvoting, Class B Common Stock having a par value of one dollar (\$1.00) per share; and
- (c) Three hundred thousand (300,000) shares of nonvoting Patron Preferred Stock having a par value of four hundred dollars (\$400.00) per share.

Section 2. (a) Class A Common Stock. Eligibility for Voting Membership. The Class A Common Stock of this Cooperative shall be the only class of voting stock. Members of this Cooperative shall be required to own one share of Class A Common Stock. Class A Common Stock shall only be issued to and held by agricultural producers, or cooperative associations composed of agricultural producers, that are eligible for membership and have been approved as members of this Cooperative by its Board of Directors. For purposes of the Articles of Incorporation and the Bylaws of this Cooperative, the term "agricultural producers" shall mean and include individuals, partnerships, business corporations, cooperative associations, or other entities that are actually engaged in the production of sugar beets, and cooperative associations of such agricultural producers. Individuals or entities that are tenants on land used for the production of sugar beets or lessors of such land who

receive as rent part of the produce of such land shall be considered to be actually engaged in the production of agricultural products. Holders of Class A Common Stock shall be entitled to vote in the affairs of this Cooperative in accordance with the Bylaws. Holders of Class A Common Stock shall not transfer their shares without the prior approval of the Board of Directors. No dividends shall be paid on Class A Common Stock. The Class A Common Stock may be redeemed as provided in the Bylaws of the Cooperative. No certificates evidencing Class A Common Stock shall be issued by the Cooperative.

(b) Class B Common Stock. Nonvoting Associate. Class B Common Stock is intended to be issued to and held only by those persons who: (i) have temporarily transferred all of their Patron Preferred Stock and, as a consequence, temporarily ceased to deliver sugar beets to the Cooperative; and (ii) do not receive a rental based upon sugar beet production on the land attributable to a portion of the Patron Preferred Stock so transferred. Upon the Board of Director's approval of such temporary transfer, the transferor's one share of Class A Common Stock shall be deemed cancelled and automatically replaced with one share of Class B Common Stock. Persons who own Class B Common Stock shall be designated as "associates", shall not have the right to vote in, or be a director or officer of, the Cooperative, and shall have such qualifications, rights, and obligations as provided in the Bylaws as the same now exist or may hereafter be amended. Associates may be designated "associate members" but the word "member" as used in the Cooperative's Articles of Incorporation and Bylaws shall refer only to a voting member. Class B Common Stock shall be nontransferable. No dividends shall be paid on Class B Common Stock. No certificates evidencing Class B Common Stock shall be issued by the Cooperative. If and when such temporary transfer of Patron Preferred Stock ceases (which for this purpose shall be when the sugar beets subject to the transfer are delivered to the Cooperative), the transferor's one share of Class B Common Stock shall be deemed cancelled and automatically replaced with one share of Class A Common Stock.

(c) Class A Common Stock Redemption. If at any time the Board of Directors determines that a member has ceased to be eligible for membership, then the Cooperative shall have the right to immediately redeem such member's Class A Common Stock at the lesser of par or book value by paying such amount to the holder thereof or by depositing the same to their order at the office of the Cooperative, or converting such Class A Common Stock to permanent capital as determined by the

Board of Directors. Written notice of such redemption shall be given to the holder of record by mailing such notice to their last known address as shown by the records of the Cooperative whereupon such membership and all rights incident thereto (except any interest such member may then have in the Cooperative's Patron Preferred Stock, and book credits) shall terminate.

Section 3. Patron Preferred Stock.

(e) Patron Preferred Stock shall be issued to evidence sums contributed by members to the Cooperative to purchase the right and obligation to deliver sugar beets to the Cooperative.

(b) Dividends. Dividends upon Patron Preferred Stock shall be payable in cash and/or stock to the record owner thereof (ignoring any temporary transfers) based upon the number of shares owned and payable as and when declared by the Board of Directors at a rate to be determined by the Board. Said dividends shall not be cumulative and shall be in addition to amounts otherwise payable to patrons which are derived from business done with or for patrons during the taxable year.

(c) Delivery Rights or Quota. The holders of Patron Preferred Stock shall be entitled and obligated to deliver the sugar beets from one (1) acre of land per share of Patron Preferred Stock held in accordance with such rules, regulations, policies or guidelines as the Board of Directors may adopt and from time to time revise. Such right to deliver (referred to hereinafter and in the Bylaws as a "Delivery Right") may be limited (or enlarged) from time to time as provided in the Bylaws (the "Quota") and is further subject to the limitations on transfer set forth herein, in the Bylaws, and as the Board of Directors may adopt and from time to time revise.

(d) No Voting Rights. Holders of Patron Preferred Stock shall have no right to vote at any regular or special meeting of the Class A common stockholders of the Cooperative.

(e) Transfer. Patron Preferred Stock shall be non-transferable except in accordance with such rules, regulations, policies, or guidelines as the Board of Directors may adopt and from time to time revise. In particular, and without limitation, the Board of Directors may regulate the transfer of Patron Preferred Stock between growing districts based upon plant and receiving station capacity, proximity of the acreage to

receiving stations and plants and other related criteria. The Board of Directors may refuse to consent to any transfer of Patron Preferred Stock which the Board determines is not in the best interests of the Cooperative, and no member or shareholder shall be entitled to compensation of any kind by reason of such refusal. At the written request of the holder of a share of Patron Preferred Stock, and upon the prior approval of the Board of Directors, the Cooperative shall register on its books and in its records any change of ownership of such shares, which registration shall be the official evidence of ownership of shares of Patron Preferred Stock in the Cooperative. Upon any temporary transfer of shares of Patron Preferred Stock, the transferee of the Patron Preferred Stock shall be primarily obligated and the transferor shall become secondarily obligated to perform all terms and conditions of the Cooperative's Grower Agreement, including but not limited to payment of the Make Whole Amount, as that term is defined in the Bylaws, for any failure to deliver to the Cooperative the Quota of sugar beets attributable to the shares so transferred. A Class B Common stockholder (e.g., "associate") who has temporarily transferred Patron Preferred Stock shall likewise remain secondarily obligated in accordance with this Section 3(e). No certificates evidencing Patron Preferred Stock shall be issued by the Cooperative.

(f) Disposition Upon Termination of Membership. Upon membership termination, the terminated member (or their successor in interest) shall have one year from the effective date of such termination to transfer their Patron Preferred Stock (exclusive of any Patron Preferred Stock which has reverted to the Cooperative pursuant to Article I, Section 3(e) of the Bylaws) in accordance with such rules, regulations, policies or guidelines as the Board of Directors may adopt and from time to time revise. Failing so to do, the Board shall have the authority to then immediately redeem such Patron Preferred Stock at the lesser of par or book value by paying such amount to the holder thereof or by depositing the same to their order at the office of the Cooperative, or converting such Patron Preferred Stock to permanent capital as determined by the Board of Directors. Written notice of such redemption shall be given to the holder of record by mailing such notice to their last known address as shown by the records of the Cooperative.

ARTICLE V
BOOK CREDITS

Section 1. Authority. In addition to the authority to issue Class A Common Stock, Class B Common Stock and Patron Preferred Stock, the Cooperative, through its Board of Directors, shall have the power to utilize book credits to evidence any per-unit retains, the non-cash portion of any patronage refunds and any allocated reserves to provide funds for use by the Cooperative in accomplishing its corporate purposes in the manner provided by the Bylaws by retains from margins or proceeds otherwise payable to the members or by other methods of collection. The designation, preferences, limitations, and relative rights of each class or series of book credits shall be determined by the Board of Directors upon issuance or creation of the same.

Section 2. Records. The amounts supplied as book credits shall be credited to the respective persons by whom supplied, and the books of the Cooperative shall indicate the amounts credited to each such person.

Section 3. Voting Rights. The holders of book credits shall have no vote or voice in the management or control of the Cooperative by virtue of their ownership thereof, nor shall they have any preference in the distribution of assets except as provided in these Articles of Incorporation.

Section 4. Transferability. Book credits shall be nontransferable except in accordance with such rules, regulations, policies or guidelines as the Board of Directors may adopt and from time to time revise.

ARTICLE VI
PATRONAGE REFUNDS

Except as otherwise provided in these Articles of Incorporation or in the Bylaws, the annual savings from patronage of this Cooperative shall be allocated and distributed to members on the basis of patronage, as more particularly provided for in the Bylaws.

Patronage refunds may be distributed in cash, or in book credits as more particularly provided for in the Bylaws. Any such book credits shall be redeemable only at the option of the Board of Directors.

ARTICLE VII
FIRST LIEN

This Cooperative shall have a first lien on all Class A Common Stock, Class B Common Stock, Patron Preferred Stock, and book credits, for all indebtedness of the respective holders to the Cooperative. This Cooperative shall also have the right, exercisable at the option of the Board of Directors, to set off such indebtedness against the amount of Class A Common Stock, Class B Common Stock, Patron Preferred Stock, and book credits or any other interests standing on its books; provided, however, that nothing contained herein shall give the owners of Class A Common Stock, Class B Common Stock, Patron Preferred Stock, and book credits or other interests any right to have such a set off made.

ARTICLE VIII
RIGHTS AND PRIORITIES

Section 1. Rights. No member shall have any property rights whatsoever in the Cooperative or any of its assets by reason of his membership. In the event the membership of any member shall terminate for any reason whatsoever, such member shall not thereupon become entitled to demand or receive any interest in the property or assets of the Cooperative, but shall be entitled only to receive any interest in any Class A Common Stock, Class B Common Stock, Patron Preferred Stock and book credits in accordance with these Articles of Incorporation, Bylaws or such rules, regulations, policies or guidelines as the Board of Directors may adopt and from time to time revise.

Section 2. Books and Records. ~~Conclusive.~~ In calling or purchasing or in paying over any monies supplied as Class A Common Stock, Class B Common Stock, Patron Preferred Stock and book credits, the Cooperative may rely solely upon its own records and shall not be liable to any person other than the person appearing by its records to be the owner thereof and entitled to receive money thereon.

Section 3. Preemptive Rights. Preemptive rights shall not exist with respect to shares of capital stock of the Cooperative.

Section 4. Priority on Dissolution or Liquidation. In the event of dissolution or liquidation of the Cooperative, all assets of the

Cooperative or proceeds thereof shall be distributed in the following order of priority:

- (a) In payment of all secured liabilities, then of all unsecured liabilities of the Cooperative, other than such as are hereinafter specified;
- (b) In payment of the lesser of the stated amount or book value of each category or class of book credits evidencing per unit retains and the non-cash portion of any patronage refund in accordance with such respective priorities of payment as were determined by the Board of Directors upon issuance of the same. If there are insufficient funds to pay such amounts in full, then the available funds shall be shared amongst such holders pro rata based upon the respective dollar amounts due each hereunder;
- (c) In payment to Patron Preferred stockholders of the lesser of par or book value for all outstanding Patron Preferred Stock as shown by the records of the Cooperative plus any unpaid declared dividends. If there are insufficient funds to pay such amounts in full, then the available funds shall be shared amongst such Patron Preferred stockholders pro rata based upon the respective dollar amounts due each hereunder;
- (d) In payment to Class A and Class B common stockholders of the lesser of par or book value for all outstanding Class A and Class B Common Stock as shown by the records of the Cooperative. If there are insufficient funds to pay such amounts in full, then the available funds shall be shared amongst such Class A and Class B common stockholders pro rata based upon the respective dollar amounts due each hereunder;
- (e) In payment of any patronage returns due for the then current fiscal year, pro rata;
- (f) In payment of the lesser of the stated amount or book value of each category or class of book credits evidencing any allocated reserves in accordance with such respective priorities of payment as were determined by the Board of Directors upon issuance of the same. If there are insufficient funds to pay such amounts in full, then the available funds shall be shared amongst such holders pro rata based upon the respective dollar amounts due each hereunder; and
- (g) If any balance remains, it shall be distributed among the members of the Cooperative pro rata in proportion to the total amount distributed to each member pursuant to Article VIII, Section 4 (b), (c), (d),

(e), and (f) bears to the total amount so distributed to all members. If at the time of commencement of liquidation there are no such unrefunded amounts credited on the books of the Cooperative to members, then any remaining balance shall be distributed among the members of the Cooperative in their respective proportion equal to the ratio that each member's "patronage" as defined in the Bylaws through the Cooperative during the three (3) year period immediately preceding the date of such distribution shall bear to the total patronage of all members through the Cooperative during such period.

**ARTICLE IX
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the registered office of this Cooperative is 520 S.W. Yamhill, Suite 800, Portland, Oregon 97204. The name of the registered agent of this Cooperative, whose business office is identical to such registered office, is CT Corporation.

**ARTICLE X
MAILING ADDRESS**

The mailing address of this Cooperative to which the Secretary of State may mail notices as required by Oregon Revised Statutes, Chapter 62, is 520 S.W. Yamhill, Suite 800, Portland, Oregon 97204.

**ARTICLE XI
BOARD OF DIRECTORS**

The business and affairs of this Cooperative shall be managed by a Board of Directors consisting of such number of directors as shall be fixed in the manner provided in the Bylaws.

**ARTICLE XII
LIMITATION OF LIABILITY**

A member of the Board of Directors of this Cooperative shall not be individually liable to the Cooperative or its members or shareholders for monetary damages for conduct as a director, provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective and this provision shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Cooperative or its members or shareholders; (b) acts or omissions that are

not in good faith or that involve intentional misconduct or a knowing violation of law, or (c) any transaction from which the director derived an improper personal benefit. If the laws of the State of Oregon are amended to authorize Cooperative action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Cooperative shall be eliminated or limited to the fullest extent permitted by such laws as so amended. Any repeal or modification of the foregoing by the members of the Cooperative shall not adversely affect any right or protection of a director or officer of the Cooperative existing at the time of such repeal or modification.

**ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the vote of a majority of the members present at a duly called meeting or by a majority vote of the members voting by mail ballot in the event the Board of Directors has caused mail ballots to be utilized.

SECRETARY'S CERTIFICATE

The undersigned Secretary of the Snake River Sugar Company, an Oregon cooperative corporation, does hereby certify that the foregoing Third Amended and Restated Articles of Incorporation of Snake River Sugar Company were adopted by the cooperative in accordance with Oregon Cooperative Law on the 7th day of January, 2010.

SNAKE RIVER SUGAR COMPANY

By _____



John C. McCreedy, Secretary

**THIRD AMENDED BYLAWS
OF
SNAKE RIVER SUGAR COMPANY**

**ARTICLE I
MEMBERSHIP**

Section 1. Eligibility for Membership. "Agricultural producers," as defined in the Cooperative's Articles of Incorporation, shall become members of this Cooperative by:

- (a) applying for membership;
- (b) consenting in writing to take patronage distributions and unit retains received from the Cooperative into income in the manner provided in 26 U.S.C. § 1385(a);
- (c) being approved for membership by the Cooperative's Board of Directors;
- (d) becoming the holder of one (1) share of the Cooperative's Class A Common Stock;
- (e) executing a Grower Agreement with the Cooperative in the form and substance as determined by the Board of Directors; and
- (f) for those becoming members prior to January 8, 2002, acquiring at least one (1) share of Patron Preferred Stock and for those becoming members on or after January 8, 2002, acquiring at least twenty (20) shares of Patron Preferred Stock.
- (g) for those becoming members on or after January 8, 2002, being at least eighteen (18) years of age. Individuals younger than eighteen (18) years of age must be registered jointly with another individual who is at least eighteen (18) years of age.
- (h) A member who is registered as an individual will vote his or her share and those registered jointly can be voted by either of the registered individuals. A member other than an individual must designate an individual voting representative by completing a "Written Designation of Voting Representative" form. Only the designated individual can vote on behalf of that member. All voting representatives must be at least eighteen (18) years of age.

Any one individual who becomes a member on or after January 8, 2002, or who is named the designated voter for those becoming a member on or after January 8, 2002, can only vote on behalf of one common shareholder.

Section 2. Temporary Transfers: Associates: Certification of Status as a Producer.

(a) A member who: (i) temporarily transfers all of their Patron Preferred Stock and, as a consequence, temporarily ceases to deliver sugar beets to the Cooperative; and (ii) does not receive a rental based upon sugar beet production on the land attributable to a portion of the Patron Preferred Stock so transferred, shall automatically be reclassified as an "associate." The transferor's one share of Class A Common Stock shall be deemed cancelled and automatically replaced with one share of Class B Common Stock. Persons who own Class B Common Stock shall be designated as "associates", shall not have the right to vote in, or be a director or officer of, the Cooperative, and shall have such qualifications, rights, and obligations as provided in these Bylaws as they now exist or may hereafter be amended. Associates may be designated "associate members" but the word "member" as used in the Cooperative's Articles of Incorporation and in these Bylaws shall refer only to a voting member. If and when such temporary transfer of Patron Preferred Stock ceases (which for this purpose shall be when the sugar beets subject to the transfer are delivered to the Cooperative), the transferor's one share of Class B Common Stock shall be deemed cancelled and automatically replaced with one share of Class A Common Stock.

(b) Holders of Class A Common Stock who have temporarily transferred all of their Patron Preferred Stock and who receive a rental based upon sugar beet production on the land attributable to a portion of the Patron Preferred Stock so transferred shall, no later than June 1 of the crop year in question, certify in writing to the Cooperative their status as a producer of sugar beets. Holders of Class A Common Stock who temporarily transfer all of their Patron Preferred Stock but who fail to certify their status as a producer on or before June 1 of the crop year in question shall automatically be reclassified as an "associate" in accordance with the Cooperative's Articles of Incorporation and Bylaws.

Section 3. Delivery Right: Quota: Make Whole Amount

(a) The right and obligation to deliver sugar beets from one (1) acre of land to the Cooperative for processing and marketing on a cooperative basis shall be known as a "delivery right." A delivery right is possessed by owning one share of Patron Preferred Stock to which such delivery right is incident. A delivery right incident to a share of Patron Preferred Stock shall be subject to the limitations on transfer set forth in the Articles of Incorporation.

(b) Upon any temporary transfer of shares of Patron Preferred Stock, the transferee of the Patron Preferred Stock shall be primarily obligated and the transferor shall become secondarily obligated to perform all terms and conditions of the Cooperative's Grower Agreement, including but not limited to payment of the Make Whole Amount, as that term is defined in these Bylaws for any failure to deliver to the Cooperative the Quota of sugar beets attributable to the shares so transferred. A Class B Common stockholder (e.g., "associate") who has temporarily transferred Patron Preferred Stock shall likewise remain secondarily obligated in accordance with this Section 3(b).

(c) A delivery right may be reduced or enlarged in the following manner:

(i) The Board shall use its best efforts to estimate and announce by September 15 of each year any adjustment factor by which all delivery rights will be reduced or enlarged for the subsequent crop year (the "Crop Year"). The number of acres of land determined by multiplying a member's total delivery rights times this adjustment factor (or times 1.0 if there is no adjustment factor) shall be referred to as such member's "Quota" for the Crop Year. If the Board deems it necessary to protect the best interests of the Cooperative, the Board may modify the adjustment factor applicable to all members' delivery rights at any time prior to acceptance of the members' sugar beets by the Cooperative.

(ii) On or before June 1 of the Crop Year, each member will inform the Cooperative of the actual acres of land upon which the member has planted sugar beets for the Crop Year.

(iii) If, for the Crop Year, a member does not plant sugar beets on acres of land equal to the member's Quota for the Crop Year, then the Cooperative may allot any deficiency in acres to any other member or patron as it shall deem appropriate.

(iv) A member shall not be entitled to any compensation from the Cooperative due to the fact that his Quota for a Crop Year is less than 1.0 times his delivery rights.

(d) In the event the member fails to plant, replant or deliver all or any portion of his full Quota and is not otherwise excused from performance by the Cooperative, the member shall be obligated to pay liquidated damages to the Cooperative (referred to hereinafter as the "Make Whole Amount") which amount shall be announced by the Cooperative from crop year to crop year and payable no later than February 1 of the following crop year; provided, however, the member shall not be obligated to pay liquidated damages to the extent the member's Quota for the Crop Year is attributable to an adjustment factor greater than 1.0.

(e) If the member does not pay the Make Whole Amount within the required time period, then the member's Patron Preferred Stock in an amount equivalent to the number of shares to which said payment failure applies shall immediately revert and transfer to the Cooperative without any further action. The Cooperative shall accept such reverted shares as consideration for the discharge of the unpaid Make Whole Amount and the member acknowledges and agrees that such consideration is fair and reasonable.

(f) The Board may adopt policies that allow financial institutions or other lenders who have a perfected security interest in a member's Patron Preferred Stock a limited period of time to sell, transfer, or otherwise dispose of such Patron Preferred Stock.

Section 4. Termination of Membership. Membership in this Cooperative may be terminated by the Board of Directors if any of the following events occur:

(a) a member ceases to be an agricultural producer or has otherwise become ineligible for membership for any reason;

(b) a member has failed to comply with the terms of the Grower Agreement with the Cooperative or has failed to sign the current form of the Grower Agreement and any annual planting agreement, addendum, or supplement thereto;

(c) a member that is an individual dies, or a member that is not an individual ceases to exist as a legal entity and leaves no successor; or

- (d) the Board of Directors by resolution finds that a member has:
- (i) intentionally or repeatedly violated any provision of the Cooperative's Articles of Incorporation, Bylaws, policies, guidelines or other requirements of membership;
 - (ii) breached any contract with or obligation to the Cooperative;
 - (iii) willfully obstructed any lawful purpose or activity of the Cooperative; or
 - (iv) revoked consent to take patronage distributions and unit retains into income.

Section 5. Consequences of Membership Termination. Upon membership termination for any reason, a terminated member's Class A Common Stock may be redeemed at the lesser of par or book value, or converted to permanent capital as determined by the Board of Directors. The terminated member (or their successor in interest) shall have one year from the effective date of such termination to transfer their Patron Preferred Stock (exclusive of any Patron Preferred Stock which has reverted to the Cooperative pursuant to Article I, Section 3(e) of these Bylaws) in accordance with such rules, regulations, policies or guidelines as the Board of Directors may adopt and from time to time revise. Failing so to do, the Board shall have the authority to then immediately redeem such Patron Preferred Stock at the lesser of par or book value by paying such amount to the holder thereof or by depositing the same to their order at the office of the Cooperative, or converting such Patron Preferred Stock to permanent capital as determined by the Board of Directors. The terminated member shall be notified by the Board of Directors that the membership has been canceled and that the terminated member no longer has the right to vote or participate in the Cooperative, and that the terminated member will not be entitled to receive patronage distributions from the Cooperative for business done with the Cooperative after the date of the membership termination. A terminated member's book credits shall be revolved or retired in the same manner as the book credits of active members.

ARTICLE II MEMBER MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the members of this Cooperative shall be held on a date and at a time fixed by the Board

of Directors following the close of each fiscal year. The Annual Meeting shall be held at such place within or without the State of Oregon as the Board of Directors may designate in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the members of this Cooperative may be called by the President or the Board of Directors, or the Secretary shall call such a meeting upon the filing of a written petition stating the business to be brought before the meeting signed by at least ten percent (10%) of the members. The notice of a special meeting shall be issued within ten (10) days after presentation of a petition of the members. The meeting shall be held within thirty (30) days from the date of the presentation of a petition of the members. No business shall be considered at the special meeting except as mentioned in the notice of the meeting.

Section 3. Notice of Meetings. Written notice of the time, place, and in case of a special meeting the purposes for which the meeting is called, of every Annual Meeting and special meeting of the members shall be given to each member, either personally or by mail not less than seven (7) or more than thirty (30) days before the meeting. If mailed, notice shall be deemed given when deposited in the United States mail, postage prepaid, addressed to the member at the address of the member as it appears on the records of the Cooperative. Notice of any meeting of the members may be waived by a waiver of notice signed by the member before, during, or after the meeting. A duly called meeting may be adjourned and reconvened at a location and time established at such meeting.

Section 4. Failure to Receive Notice of a Meeting. The failure of any member to receive notice of any meeting of the members of this Cooperative shall not invalidate any action which may be taken by the members at any such meeting.

Section 5. Voting Rights of Members. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members, except that the Board of Directors may authorize voting according to actual, estimated or potential patronage, or a combination of such plans of voting. Voting by proxy and cumulative voting shall not be permitted. Members that are not natural persons may designate an authorized representative to cast their vote in the affairs of the Cooperative. The designation must be in writing, must be properly authorized by the member, and must be provided to the Secretary of the

Cooperative. Such a written designation will remain effective until it is superseded by a more recent written designation meeting the same criteria. In the absence of such a designation, a member which is other than a natural person may be represented by any of its principal officers.

Section 6. Voting by Mail. A member absent from a meeting may submit a mail vote on any motion, resolution, or amendment to be acted upon at a meeting, provided that a mail ballot has been specifically authorized by the Board of Directors. The Board of Directors may authorize mail voting on any matter, including the election of directors. In the event that the Board of Directors authorize mail voting on any matter, the Secretary shall mail to each member along with the notice of the meeting the ballot on each such matter and a voting envelope. The ballot may be cast only in a sealed envelope which is authenticated by the member's signature. If a properly executed mail ballot is received by the Cooperative on or before the date of the meeting of the members and prior to the closing of the polls, it shall be counted as if the member were present and voting in person.

Section 7. Quorum. Those Members present at any Annual Meeting or special meeting of the members shall constitute a quorum for the transaction of business.

ARTICLE III

THE BOARD OF DIRECTORS

Section 1. Number and Qualifications of Directors. This Cooperative shall have a Board of Directors comprised of not less than fifteen (15) nor more than twenty-six (26) directors. The specific number of Directors shall be determined by the number of director districts and the number of directors representing each district as determined from time to time by a resolution adopted by the Board. No such resolution, however, shall shorten the term of any existing directorship. Each director, at all times during the director's term of office, shall be a member of this Cooperative or a representative of a member of the Cooperative which is other than a natural person. Directors need not be residents of the State of Oregon.

Section 2. Election and Terms of Office of Directors. At each Annual Meeting of the members, elections for directors whose terms are expiring shall be held. Directors shall be elected for terms of three (3) years, and until their successors have been elected and have taken office.

Section 3. Districts. The Board of Directors shall have the power to establish director districts which encompass all growing areas and to change the boundaries thereof from time to time based on population of members, tonnage of beets grown or both.

Section 4. Removal of Directors. A director may be removed from office upon a majority vote of all members voting in person thereon at a duly called member meeting, provided that reasons for removal of the director are included in the notice of the meeting and the director whose removal is sought is given an opportunity to answer the reasons at the meeting. The written statement of reasons for removal shall be filed with the minutes of the meeting.

Section 5. Vacancies. Whenever a vacancy occurs on the Board of Directors, such vacancy shall be filled by a majority vote of the remaining directors, even though less than a quorum. The director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office and from the same district or receiving station group as the director whose seat was vacant.

Section 6. Annual Meetings of the Board of Directors. An Annual Meeting of the Board of Directors shall be held either prior to or following each Annual Meeting of the members for purposes of electing the officers of the Cooperative for the next year, and for purposes of transacting such other business as may properly come before the meeting.

Section 7. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine.

Section 8. Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by any five (5) directors, or by the Chairman, or by the President. The purpose of a special meeting of the Board of Directors need not be specified in the notice of the meeting. Notice of any special meeting of the Board of Directors may be waived by attendance at the meeting, except when a director attends a meeting and objects to the transaction of business; or may be waived by a waiver of notice signed before, during, or after the meeting.

Section 2. Quorum Requirements and Voting. A majority of the directors in office shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. All questions shall be decided by a vote of the majority of directors present at a meeting at which a quorum is present.

Section 10. Action Without a Meeting. Any action required or permitted to be taken at a Board of Directors or executive committee meeting may be taken without a meeting by written action or electronic transmission signed or transmitted by all of the directors or members of the executive committee, as the case may be. Such written action or electronic transmission has the same force and effect as a unanimous vote at a meeting.

Section 11. Telephonic Communications. The Board of Directors or any committee designated by the Board of Directors may hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 12. Executive Committee. The Board of Directors may, if approved by a majority vote of the Board of Directors, elect an executive committee to consist of three (3) or more directors. The executive committee, if elected, shall have and may exercise the authority of the Board of Directors in the management of the Cooperative to the extent provided in a resolution of the Board of Directors, except that the executive committee shall not exercise the authority of the Board of Directors in respect of (i) apportionment or distribution of net proceeds, savings, or losses, (ii) election of officers, and (iii) filling of vacancies in the Board of Directors or the executive committee. Designation of an executive committee and the delegation of authority thereto shall not operate to relieve the Board of Directors or any director of any responsibility imposed upon the Board of Directors or the director by law.

Section 13. Compensation. The compensation of the directors shall be determined by the Board of Directors for time actually spent for and on behalf of the Cooperative, plus all mileage and other expenses of attendance at regular and special meetings of the Board and any other meetings and conferences for the benefit of the Cooperative.

ARTICLE IV DUTIES OF DIRECTORS

Section 1. General Powers. The corporate powers of this Cooperative shall be exercised by or under the authority of the Board of Directors, and the business and affairs of this Cooperative shall be managed under the direction of the Board of Directors. The Board of Directors shall adopt such policies, rules, and regulations, and shall take such actions as it may deem advisable, provided that the Board of Directors does not act in a manner inconsistent with law, any written contract involving the members, the Articles of Incorporation, or these Bylaws.

Section 2. LLC Management Committee. The Board of Directors shall appoint the Management Committee of The Amalgamated Sugar Company LLC from among its Executive Committee.

Section 3. Bonds. The Board of Directors may require all officers, agents, and employees charged by this Cooperative with responsibility for the custody of any of its funds or property to give bonds. Bonds shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost shall be paid by this Cooperative.

Section 4. Accounting System. The Board of Directors shall install and maintain, or supervise the installation and maintenance, of an adequate system of accounts and records. At least once each year, the financial records of this Cooperative shall be audited, and a report of the audit shall be made at the Annual Meeting of the members.

Section 5. Financial Matters. The Board of Directors shall have the power to select one or more banks or other financial institutions to act as depositories of the funds of this Cooperative, and to determine the person or persons who shall have authority to sign checks and other instruments.

ARTICLE V OFFICERS

Section 1. Election of Officers. At each Annual Meeting of the Board of Directors, the Board of Directors shall elect the officers of this Cooperative. The Board of Directors shall elect from its membership a Chairman and one or more Vice Chairmen, a Secretary and a Treasurer. The Board may also elect a President, one or more Vice Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such

additional officers deemed necessary none of whom need be members of the Board of Directors or employees of the Cooperative.

Section 2. Terms of Officers. Officers shall be elected for terms of one (1) year, or until their successors have been elected and have taken office.

Section 3. Removal of Officers. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of this Cooperative will be served. Any vacancy among the officers shall be filled by the Board of Directors.

Section 4. Chairman of the Board. The Chairman of the Board of Directors shall preside at all meetings of the members and of the Board of Directors, and shall perform any other duties that may be assigned by the Board of Directors.

Section 5. Vice Chairman of the Board. The Vice Chairman of the Board of Directors shall, in the Chairman's absence or inability to act, exercise all 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 6. President. The President shall be the chief operating officer of this Cooperative in all its operations subject to the control of the Board. The President shall do and perform all acts incident to the position of President authorized or required by the Board, law, the Articles of Incorporation, or these Bylaws.

Section 7. Vice Presidents. The Vice Presidents shall, in the President's absence or inability to act, exercise all powers and perform all the duties of the President. The Vice President(s) shall also perform such other duties as the Board of Directors may prescribe for those offices and as the President may delegate to those positions.

Section 8. 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. The Secretary shall be the custodian of the corporate records, supervise the preparation and service of all notice of meetings as required by law or these Bylaws, submit such secretarial reports at the Annual and other meetings of the members and directors as required 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 that position. Any of the duties of the Secretary may be delegated to an Assistant Secretary.

Section 9. Treasurer. The Treasurer shall have custody and control of all of the funds and securities of the Cooperative, have authority to deposit monies of the Cooperative in depositories selected by it, keep full and accurate accounts of the receipts and disbursements of the corporation, and shall perform such other duties with respect to the finances of the Cooperative as the Board of Directors may prescribe for that office and as the President may delegate to that position. Any of the duties of the Treasurer may be delegated to an Assistant Treasurer.

ARTICLE VI

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. This Cooperative shall be authorized to the fullest extent permitted by Oregon law to indemnify any person against expenses and liabilities arising by reason of the fact that the person is or was a director, officer, manager, employee, or agent of the Cooperative, or who is or was serving at the request of this Cooperative as a director, officer, manager, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or employee benefit plan.

Section 2. Insurance. This Cooperative may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity, whether or not the Company would otherwise be required to indemnify the person against the liability.

ARTICLE VII

OPERATION ON A COOPERATIVE BASIS

This Cooperative shall be operated on a cooperative basis. Each transaction between this Cooperative and each member, as defined in Article 1, Section 1 of these Bylaws, shall be subject to and shall include as part of its terms each provision of the Articles of Incorporation and the Bylaws of this Cooperative.

Upon delivering or selling or contracting to deliver or sell any products to this Cooperative, or upon receiving or buying or contracting to receive or buy any goods or services from this Cooperative, each member shall

be entitled to the patronage refunds, as described in these Bylaws, that arise out of the patronage transaction.

ARTICLE VIII
THE CALCULATION OF ANNUAL SAVINGS AND THE
DISTRIBUTION OF ANNUAL SAVINGS BASED ON PATRONAGE

Section 1. Gross Receipts From Patronage. Gross receipts of the Cooperative from patronage shall be total proceeds from the sale of sugar beets or other agricultural products marketed for members, total proceeds received for supplies, equipment, commodities, and other property procured for members, total proceeds received for services performed for members, total proceeds produced by a transaction (i.e., income from the lease of premises, investment in securities interest, or from the sale or exchange of capital assets) which is determined by the Board of Directors to be directly related to the Cooperative's business, in the sense that it is an integral part of that business, and total proceeds received (including patronage dividends received) which reduce costs and expenses incurred in connection with these activities.

Section 2. Deductions from Gross Receipts From Patronage. The Cooperative shall deduct the following from its gross receipts from business with or for members:

- (a) payments for sugar beets or other agricultural products;
- (b) all operating expenses and costs;
- (c) the cost of goods sold;
- (d) the cost of services performed;
- (e) all taxes and all other necessary expenses;
- (f) reasonable and necessary reserves for depreciation, depletion, and obsolescence of physical property, and other valuation reserves, all of which shall be established in accordance with generally accepted accounting principles;
- (g) all bad debts deemed worthless by the Cooperative and actually charged off on the books of the Cooperative;
- (h) current obligations on debt and preferred stock.

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(i) an amount not to exceed net patronage income, established by the Board of Directors prior to the commencement of the fiscal year, without allocation thereof to members for use by the Cooperative in accomplishing its corporate purposes.

Section 3. Annual Savings From Patronage. The remaining gross receipts from patronage after all deductions, calculated on a fiscal year basis, shall be called "annual savings from patronage," and shall be allocated and distributed to members as provided in these Bylaws. In determining the amount of annual savings from patronage, the amount of gross receipts from patronage as defined in Article VIII, Section 1 above, and deductions from gross receipts from patronage as defined in Article VIII, Section 2 above, shall be determined in accordance with generally accepted accounting principles.

Section 4. (a) Gross Receipts From Sources Other Than Patronage. Gross receipts of the Cooperative from all sources other than those described in Section 1 of this Article shall constitute "gross receipts from sources other than patronage", which shall be subject to the deductions there from hereinafter provided, and any net amount thereof shall be held or used for the purposes and in the manner hereinafter provided.

(b) Deductions From Gross Receipts From Sources Other Than Patronage. The Cooperative shall deduct from "gross receipts from sources other than patronage" amounts attributable to gross receipts from sources other than patronage, including:

1. Taxes, other than taxes based on income,
2. All other necessary expenses, and
3. Reasonable and necessary additions to reserves for depreciation, for depletion, for obsolescence of physical property, for doubtful accounts and for other valuation reserves, all established and computed in accordance with generally accepted accounting principles.

(c) Annual Savings From Sources Other Than Patronage. The amount remaining after reducing the "gross receipts from sources other than patronage" by the deductions specified in Section 4(b) of this Article shall constitute the annual savings from sources other than patronage.

Section 5. Allocation and Distribution of Patronage Refunds. (a) The annual savings from patronage, less any deductions there from

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hereinafter authorized, shall be allocated annually to the members of the Cooperative who consent to take into account patronage distributions from the Cooperative in the manner provided in 26 U.S.C. Section 1385, on the basis of their respective patronage, and said members shall be notified thereof.

(b) A member's "patronage" (as that term is used in these Bylaws) shall be calculated based upon their respective number of pounds of estimated recoverable sugar per ton of sugar beets.

(c) Annual savings from patronage attributable to transactions (i.e., income from the lease of premises, investment in securities interest, or from the sale or exchange of capital assets) which is directly related to the Cooperative's business, in the sense that it is an integral part of that business shall be distributed to members in proportion, insofar as is practicable, to their patronage during the period to which such savings are attributable.

(d) Manner of Distribution of Patronage Refunds. The annual savings as so allocated shall be distributed to members annually as a patronage refund in cash, or in the form of written notices of allocation (sometimes referred to as a "book credit"), or in any combination thereof on a patronage basis. The written notices of allocation may be qualified or nonqualified, as determined by the Board of Directors. A notice shall be sent to each member showing the amount distributed to the member, including the amount distributed in cash and the amount distributed in book credits. The notice shall be sent not later than eight and one half (8-1/2) months after the close of the fiscal year. All such distributions shall be subject to any contractual limitations in loan or other financing documents.

Section 6. Distribution of Nonpatronage Income. The annual savings from sources other than patronage, after payment of the appropriate income tax thereon, may be: (a) retained by the Cooperative at the discretion of the Board of Directors as equity; (b) paid in whole or in part as dividends on the Cooperative's Patron Preferred Stock; (c) distributed to members on such basis as the Board of Directors may determine, including in the form of a stock dividend of Patron Preferred Stock; (d) used to offset any loss from non-member business the Cooperative has incurred as the Board of Directors shall determine; or (e) treated in combination of the methods described in (a), (b), (c), and (d) above.

ARTICLE IX PER UNIT RETAINS

This Cooperative, by action of its Board of Directors, may require investment in its capital in addition to the deduction authorized in Article VIII, Section 2(f) above and further in addition to the non-cash portion of any patronage refund. These investments, referred to as a "per unit retain" shall be direct capital investments from a retain on a per ton or per acre basis of sugar beets or other agricultural products purchased from its members. The per unit retain, if required, shall be made on all sugar beets or other agricultural products, as the case may be, in the same amount per ton or per acre or on pounds of sugar produced. Such investments shall be evidenced by book credits and accounted for separately in a per unit retain account set upon the books of the Cooperative. The per unit retains may be qualified or nonqualified, as determined by the Board of Directors.

ARTICLE X REVOLVING CAPITAL

When the Board of Directors of the Cooperative determines, in its sole discretion, that the Cooperative has sufficient working capital, then book credits evidencing per unit retains and/or the non-cash portion of any patronage refund may be called for payment at the lesser of their stated value or book value. Book credits may be paid, redeemed, or revolved in whole or in part at a time and in a manner determined by the Board of Directors. The Board of Directors shall have complete discretion over all matters related to paying, redeeming, or revolving book credits.

ARTICLE XI RESTRICTIONS ON TRANSFERS AND ASSIGNMENTS

No proposed assignment or transfer of voting rights, membership status, capital stock or book credits shall be binding on the Cooperative without the consent of its Board of Directors, nor until it shall have been entered in the books of the Cooperative.

ARTICLE XII CONSENT

Section 1. Consent to Take Patronage Distributions Into Income. Each person or organization that hereafter applies for and is accepted for membership in this Cooperative and each member of this Cooperative on

the effective date of this Bylaw who continues as a member after such date shall, by these acts alone, consent that the amount of any distributions with respect to patronage which are made in written notices of allocation (as defined in 26 U.S.C. § 1388), and which are received by the member from this Cooperative, will be taken into account by the member at their stated dollar amounts in the manner provided in 26 U.S.C. § 1385(g) in the taxable year in which the written notices of allocation are received.

Section 2. Consent to Take Unit Retains Into Income. Each person or organization that hereafter applies for and is accepted for membership in this Cooperative and each member of this Cooperative on the effective date of this Bylaw who continues as a member after such date shall, by these acts alone, consent that the stated dollar amount of a unit retain certificate received by the member which is made in the form of a written notice (pursuant to 26 U.S.C. § 1388), and which is received by the member from this Cooperative, will be taken into account by the member at its stated dollar amount in the manner provided in 26 U.S.C. § 1388(h) in the taxable year in which such written notice of such unit retain certificate is received by the member.

Section 3. Consent Notification to Members and Prospective Members. Written notification of the adoption of this Consent Bylaw, a copy of this Consent Bylaw, and a statement of its significance shall be given to each member, and to prospective members before they become members of this Cooperative.

ARTICLE XIII HANDLING OF LOSSES

Section 1. Charges to the Capital Reserve. In the event that the Cooperative shall incur a net loss in any fiscal year, said net loss shall be charged first against the capital reserves, if any.

Section 2. Charges to the Patronage Credit Accounts of Members. If the loss exceeds the amount of the capital reserve and resulted from business done with or for members, and patrons then the Board of Directors of the Cooperative shall recover the loss from prior years' annual savings from business done with or for members and patrons by charging the loss against the book credits of the members and patrons whose patronage business generated the loss, on the basis of their patronage during the loss year.

Section 3. Carrying Losses Back and Forward. This Article XIII shall not be construed or administered so as to deprive the Cooperative of the right to carry back or carry forward net operating losses to past or future years in accordance with the applicable provisions of the Internal Revenue Code or state taxing statutes.

ARTICLE XIV FISCAL YEAR

The fiscal year of this Cooperative shall begin on September 1 of each year, and shall end on August 31 of the following calendar year. The Board of Directors is authorized to change the fiscal year as it deems appropriate.

ARTICLE XV AMENDMENT

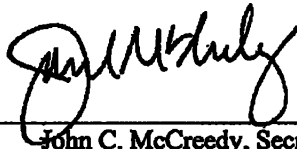
These Bylaws may be amended by the vote of a majority of the members present at a duly called meeting or by a majority vote of the members voting by mail ballot in the event the Board of Directors has caused mail ballots to be utilized.

SECRETARY'S CERTIFICATE

The undersigned Secretary of the Snake River Sugar Company, an Oregon cooperative corporation, does hereby certify that the foregoing Third Amended Bylaws of Snake River Sugar Company were adopted by the cooperative in accordance with Oregon Cooperative Law on the 7th day of January, 2010.

SNAKE RIVER SUGAR COMPANY

By



John C. McCreedy, Secretary



Response re Snake River Sugar Company AOR

Renaud, Mark

to:

'arothstein@fec.gov', 'jwaldstreicher@fec.gov'

06/25/2012 03:58 PM

Cc:

"Baran, Jan"

Hide Details

From: "Renaud, Mark" <MRenaud@wileyrein.com>

To: "arothstein@fec.gov" <arothstein@fec.gov>, "jwaldstreicher@fec.gov" <jwaldstreicher@fec.gov>,

Cc: "Baran, Jan" <JBaran@wileyrein.com>

History: This message has been forwarded.

Ms. Rothstein and Ms. Waldstreicher,

With respect to the Advisory Opinion Request from the Snake River Sugar Company (the "Cooperative"), we provide the following answers to your follow-up questions:

The Grower Associations are corporations without capital stock.

The Associations solicit members in cooperation with the Cooperative by targeting growers in the relevant Agricultural Districts. Association members acknowledge their membership by, among other things, paying dues.

The Associations make their bylaws available to their members upon request.

The Associations acknowledge memberships by issuing notices of meetings to the members of the Association.

The members of the Associations voluntarily pay dues of a predetermined amount.

The members of the Associations pay dues ratably as payments for sugarbeets delivered are issued from the Cooperative to the Cooperative's members.

Each agreement between a grower and the Cooperative authorizes the Cooperative to deduct Association charges from the grower's payment according to the pertinent Association document (with dues rate) on file with the Cooperative.

Thanks

Mark



D. Mark Renaud
Attorney At Law
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