

Delaware

ARTICLES OF INCORPORATION
OF
UNION GROVE FARMS, INC.

1990 JAN 17 PM 3:34
RECEIVED
SECRETARY OF STATE

TO THE SECRETARY OF STATE:

I, GORDON SMITH, acting as the incorporator of a corporation organized under the Iowa Business Corporation Act, Chapter 493B of the 1989 Code of Iowa, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is UNION GROVE FARMS, INC.

ARTICLE TWO

The corporation shall have unlimited power to engage in, and to do any lawful act concerning any or all lawful business for which corporations may be organized under said Iowa Business Corporation Act.

ARTICLE THREE

The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares with no par value.

ARTICLE FOUR

The address of the initial registered office of the corporation is RFD #2, Hopkinton, Delaware County, Iowa 52237, and the name of its initial registered agent at such address is GORDON SMITH.

ARTICLE FIVE

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

GORDON SMITH
FREIDA SMITH

RFD #2
RFD #2

HOPKINTON, IOWA 52237
HOPKINTON, IOWA 52237

ARTICLE SIX

ARTICLE SIX

The name and address of the incorporator is:
GORDON SMITH
RFD #2
HOPKINSON, IOWA 52237

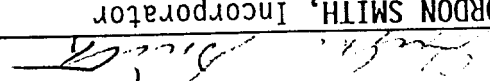
ARTICLE SEVEN

The corporation shall indemnify all Directors and Officers of the corporation and all former Directors or former Officers of the corporation against any expenses actually and reasonably incurred and not covered by insurance in connection with the defense of any claim, lawsuit or other proceedings involving said Directors, Officers, or former Directors or former Officers of the corporation. The corporation shall also reimburse any Director or Officer or former Director or former Officer of the corporation for the reasonable cost of settlement of any such claim, lawsuit or other proceeding. A Director or Officer or former Director or former Officer shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty. Provided however, these provisions shall not eliminate or limit the liability of a Director or Officer or former Director or former Officer for the breach of a Director's or Officer's duty of loyalty to the corporation or its stockholders, or for acts or admissions not in good faith or which involve intentional misconduct or knowing violation of the law or for a transaction from which the Director or Officer derives an improper personal benefit.

ARTICLE EIGHT

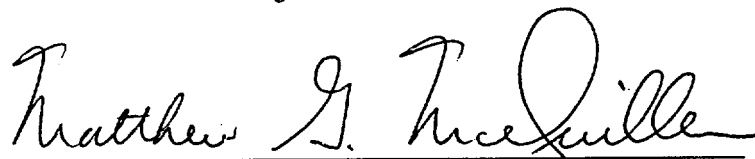
All shareholders of this corporation shall be entitled to preemptive rights.

Dated this 12th day of January, 1990.


GORDON SMITH, Incorporator

STATE OF IOWA)
) SS.
COUNTY OF JONES)

On this 12th day of January, 1990, before me personally appeared GORDON SMITH, to me known to be the person named in and who executed the foregoing **ARTICLES OF INCORPORATION** and acknowledged that he executed the same as his voluntary act and deed.


NOTARY PUBLIC IN AND FOR SAID COUNTY AND STATE



Receipt No. R139999



SECRETARY OF STATE

490 DP-140420
REMLEY LAW FIRM
ATTN MATTHEW G. MCQUILLEN
209 E MAIN
ANAMOSA IA 52205

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Articles of Incorporation

The document was filed on Jan. 17, 1990, at 15:34.

The amount of \$50.00 was received in full payment of the filing fee.

Baine D. Oyster

SECRETARY OF STATE