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ARTICLES OF INCORPORATION
OF

BROWN'S FOODLAND INCORPORATED

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TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

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SECRETARY OF STATE

We, the undersigned acting as incorporators of a corporation under the Iowa Business Corporation Act under Chapter 490 of the 1989 Code of Iowa adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is BROWN'S FOODLAND INCORPORATED.

ARTICLE II

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Iowa Business Corporation Act.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common (Voting)	200,000	\$1.00
Common (Non-Voting)	200,000	\$1.00
Preferred (Non-Voting)	200,000	\$1.00

Every shareholder of each voting share of common stock shall be entitled to one vote for each voting common share standing in his name on the books of the corporation in all corporate voting matters.

ARTICLE IV

No shareholder shall be permitted to sell any of his shares without first offering them to the corporation for purchase at the fair market value. If the corporation does not exercise its option to purchase said shares the shareholder must then offer them equally to the other shareholders for their fair market value. If the corporation does exercise its option to purchase said shares, thereafter all other shareholders shall have a first pre-emptive right to acquire said shares before the corporation may sell them to any non-shareholder.

-2-

ARTICLE V

The address of the initial registered office of the corporation is 935 East Main St., Manchester, IA 52057 and the initial registered agent at such address is Roger H. Brown.

ARTICLE VI

The number of directors constituting the initial Board of Directors is two 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 be elected and qualify are:

<u>Name</u>	<u>Address</u>
Roger H. Brown	1016 Gales Ave., Manchester, IA 52057
Betty Jo Ann Brown	1016 Gales Ave., Manchester, IA 52057

ARTICLE VII

The name of the incorporators are:

<u>Name</u>	<u>Address</u>
Roger H. Brown	1016 Gales Ave., Manchester, IA 52057
Betty Jo Ann Brown	1016 Gales Ave., Manchester, IA 52057

ARTICLE VIII

The private property of the shareholders of this corporation shall be exempt from liability for any debts of the corporation whatsoever.

ARTICLE IX

The date on which the corporate existence shall begin is the date on which the Secretary of State issues the Certificate of Incorporation.

ARTICLE X

Any director of the corporation shall have no personal liability for monetary damages for breach of a fiduciary duty as a director. However this provision is limited as provided in Chapter 490.832 of the 1989 Code of Iowa as amended.

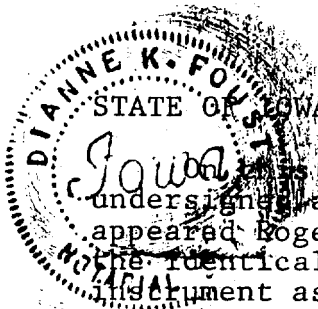
Dated this 16 day of August, 1991.

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-3-

Roger H Brown
Roger H. Brown

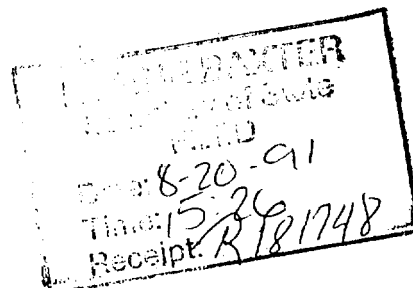
Betty Jo Ann Brown
Betty Jo Ann Brown



STATE OF IOWA, DELAWARE COUNTY, ss:

16 day of August, 1991 before me the undersigned a Notary Public in and for the State of Iowa personally appeared Roger H. Brown and Betty Jo Ann Brown to me known to be the identical persons named in and who executed the foregoing instrument as incorporators and whose signatures and names are affixed thereto and acknowledged that they executed the same as their voluntary act and deed.

Dianne K. Foust
Dianne K. Foust, Notary Public in and for the State of Iowa.



00149