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ARTICLES OF INCORPORATION

OF

SUN VALLEY FARMS, INC.

MAR 19 9 55 AM '92
SECRETARY OF STATE
IOWA

We, the undersigned incorporators of a corporation organized under the Iowa Business Corporation Act, Chapter 496A of the Code of Iowa, as amended, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name of Corporation

The name of the corporation shall be Sun Valley Farms, Inc.

ARTICLE II

The purpose which the corporation is authorized to pursue is, or includes, the transaction of any or all lawful business for which the corporation may be incorporated under the Iowa Business Corporation Act.

ARTICLE III

The total number of shares of all classes of stock which the corporation shall have authority to issue is 600,000 shares. Such shares shall be divided into two classes. One such class shall be designated Common Stock and shall consist of 500,000 shares of Ten Dollars (\$10.00) par value per share, issuable as set forth below, and the other such class shall be designated Preferred Stock and shall consist of 100,000 shares of Ten Dollars (\$10.00) par value per share, issuable as set forth below.

The 500,000 shares of Common Stock authorized herein shall consist of 500,000 shares of Voting Common Stock. Voting Common Stock shall be issuable in such manner, on such terms and for such consideration as may be determined, stated and expressed in a resolution or resolutions provided for such issuance as duly adopted by the Board of Directors of the Corporation.

The Board of Directors is hereby authorized to issue the Preferred Stock, par value Ten Dollars (\$10.00) per share, in series with such designations, preferences, and relative, participating, optional or other specific rights, and qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of Preferred Stock adopted by the Board of Directors, except that in no event shall the Preferred Stock authorized herein have voting rights or powers, full or limited, unless required by the Iowa Professional Corporation Act, Chapter 496C, or the Iowa Business Corporation Act, Chapter 496A, of the Code of Iowa, 1979, as amended.

ARTICLE IV

Any conveyance of real property by the corporation, be it by deed, mortgage, lien, or any type of transfer affecting real property of the corporation, shall be signed by the president and countersigned by the Secretary of the corporation upon express authorization of the Board of Directors.

ARTICLE V

Board of Directors

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

NAME: ADDRESS:

Loren R. Zumbach	R.R. 1, Coggon, Iowa 52218
Susan M. Zumbach	R.R. 1, Coggon, Iowa 52218

ARTICLE VI

Registered Office and Agent

The address of initial registered office of the corporation is R.R. 1, Coggon, Delaware County, Iowa, and the name of the initial agent at such address is Loren Zumbach.

ARTICLE VII

Officers

Until such election and qualifications of their respective successors, the following shall serve as officers of the corporation:

President.....	Loren Zumbach
Secretary.....	Susan M. Zumbach
Treasurer.....	Susan M. Zumbach

ARTICLE VIII

Amendments

The Corporation reserves the right from time to time, to amend, alter, repeal, or add any provisions of its Articles of Incorporation, in the manner now or hereafter prescribed by law. At any meeting of the shareholders at which a proposed amendment is duly submitted to the meeting in the manner prescribed by law, modification or revisions of such proposed amendment may be submitted, voted upon and adopted at such meeting in the same manner and to the same effect as the original proposed amendment.

ARTICLE IX

The initial By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is reserved to and vested in the shareholders.

ARTICLE X

The existence of this corporation shall commence as of the date of the Secretary of State issues its charter certificate.

ARTICLE XI

Incorporators

The name and addresses of the incorporators are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Loren R. Zumbach	R.R. 1, Coggon, Iowa 52218
Susan M. Zumbach	R.R. 1, Coggon, Iowa 52218

ARTICLE XII

DIRECTOR LIABILITY

A director of this Corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of its director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 496A.44 of the Code of Iowa.

Individual directors and officers shall have no personal responsibilities for the debts of the corporation.

ARTICLE XIII

Indemnification of Directors of 496A Corporation

This corporation shall indemnify a director and officer of this corporation, and each director and officer of this corporation who is serving or who has served, at the request of this corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses including attorney's fees,

judgment, fine, settlements and reasonable expenses, actually incurred by such director or person relating to his conduct as a director of this corporation or as a director, officer, partner, trustee, employee or agent, of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a director derived an improper personal benefit, or (iv) to liability under Section 496A.44 of the Iowa Business Corporation Act.

IN WITNESS WHEREOF, the aforesaid incorporators have executed the foregoing Articles of Incorporation this 17 day of March, 1992.

Loren R. Zumbach
Loren R. Zumbach

Susan M. Zumbach
Susan M. Zumbach

STATE OF IOWA)
) ss.
 JONES COUNTY)

On the 17 day of March, 1992, before me, a Notary Public, in and for the State of Iowa, personally appeared Loren R. Zumbach and Susan M. Zumbach, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

Michael L. Bowman
Notary Public

ELAINE BAXTER
Secretary of State
FILED
Date: 3/19/1992
Time: 9:55
Receipt: R196189