Delaware

MAR 5 11 20 AM '91
SECRETARY OF STATE
IOWA

0305911225S.VA001 80.00 ARTA SOS $50.00

ARTICLES OF INCORPORATION OF

A. P. FARMS, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

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

I. The name of the corporation is: A. P. Farms, Inc.

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

III. (1) - The aggregate number of shares with the corporation shall have authority to issue is three hundred thousand (300,000) shares consiting of three classes. The designation of each class, the number the each class, and the par value, if any, of the shares of each class, or a statement that the shares are without par value, are as follows:

Class	No. of Shares	Par Value Per Share
Class A Voting Common Stock	100,000	$ 1.00
Class B Non-Voting Common Stock	100,000	$ 1.00
Preferred Stock	100,000	$ 1.00

FILE No. 79-2077
RECORDING FEE $ 35.00
TRANSFER FEE $

FILED FOR RECORD THE 13 DAY OF March, 1991 AT 10:18 O'CLOCK A M. BOOK 8 PAGE 89

STATE OF IOWA, DELAWARE COUNTY
Joan Sheppard, Recorder
By Art of Inc., Deputy

(2) - At every meeting of the shareholders, each shareholder of Class A Voting Common Stock shall be entitled to one (1) vote for each share of Class A Voting Common Stock standing in his or her name on the books of the corporation. At every meeting of the shareholders, each shareholder of the Class B Non-Voting Common Stock and every shareholder of the Preferred Stock shall be entitled, with respect to every question upon which he or she has a right to vote pursuant to the provisions of the Iowa Business Corporation Act, to one (1) vote for each share of Class B Non-Voting Common Stock and/or Preferred Stock standing in his or her name on the books of the corporation. Neither the holders of the Class B Non-Voting Common Stock, nor the holders of the Preferred Stock shall have any right under any circumstances to vote in any election for directors or upon any subject or proposal with respect to which the Iowa Business Corporation Act does not affirmatively entitle them to vote. The holders of the Class A Voting Common Stock will be entitled to receive the net assets of the corporation upon dissolution.

(3) - All or any part of the shares of the Voting Common Stock, Non-Voting Common Stock and Preferred Stock may be issued by the corporation from time to time and for such consideration as may be determined upon and affixed by the Board of Directors, as provided by law, with due regard to the interests of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid. Authority is hereby vested in the Board of Directors to divide and issue One Hundred Thousand (100,000) shares of Preferred Stock presently

authorized, but not hither-to issued into series and, prior to the issuance of each such series, to fix and determine the variations and the relative rights and preferences as between such series. Any or all of these series of any such preferred class of stock, and the variations and the relative rights and preferences as between different series shall be so fixed and determined, but all shares of Preferred Stock shall be identical, except as to the following relative rights and preferences, as to which there may be variations as between each series; (a) The rate of dividends; (b) The price at and the terms and conditions on which shares may be redeemed; (c) The amount payable upon shares in the event of liquidation, voluntary or involuntary; (d) Sinking fund provisions for the redemption of purchase of shares; (e) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion; (f) Whether or not the dividends on such shares shall be declared payable in common stock of the corporation. The Board of Directors shall adopt a resolution setting forth the designation of each series and fixing and determining the relative rights and preferences thereof; upon the filing in the office of the Secretary of State of the State of Iowa of the statement required by the Iowa Business Corporation Act, such resolution shall become effective and shall become a part of these Articles of Incorporation.

IV. The street address of the corporation's initial registered office is c/o James C. Funke, Rural Route, Edgewood, Iowa, 52042; and the name of its initial registered agent at that office is James C. Funke.

V. The number of directors constituting the initial Board of Directors of the corporation is one, and the name and address or the person who is to serve as Director until the first annual meeting of shareholders, or until his successors are elected and shall qualify are:

Name	Address
James C. Funke	Rural Route Edgewood, Iowa 52042

VI. The name and address of the incorporator is:

Name	Address
James C. Funke	Rural Route Edgewood, Iowa 52042

VII. The name and address of the initial officer of the corporation who shall serve until the first meeting of the Board of Directors, or until his successors are elected and shall qualify are:

Name	Office	Address
James C. Funke	President; Vice-President; Secretary/ Treasurer	Rural Route Edgewood, Iowa 52042

VIII. Pusuant to the provisions of Section 493B.832 of the Iowa Business Corporation Act, this corporation contains a provision eliminating the personal liability of a director to the corporation or its shareholders for monitary damages for breach of fiduciary duty as a director, provided that said limitation does not eliminate the liability of a director for a breach of the director's duty of loyalty to the corporation or its shareholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for a transaction from which the director derives an improper personal benefit or under Section 493B.833 of the Iowa Business Corporation Act. This provision does not in any way limit the corporation to participate and make decisions concerning indeminification pursuant to the provisions of Section 493B.850 et seq. of the Iowa Business Corporation Act.

IX. The corporation reserves the right from time to time to amend, alter, repeal, or add any provisions to 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 in the manner perscribed by law, modifications or revisions of such proposed amendment may be submitted, voted upon and adopted at such meeting and in the manner and to the same affect as the original proposed amendment.

X. 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 shall be bested in the Board of

Directors.

XI. The By-Laws may contain any provisions restricting the transfer of shares.

DATED AT EDGEWOOD, IOWA, this 28 day of February, 1991.

James C. Funke
James C. Funke
Incorporator

STATE OF IOWA)
)
COUNTY OF Delaware)

I, James C. Funke, being first duly sworn on oath, depose and state that I am the incorporator named in the foregoing Articles of Incorporation of A. P. Farms, Inc.; that I have read the smae and the statements and allegations contained therein are true as I verily believe.

James C. Funke
James C. Funke

Subscribed and sworn to before me this 28 day of February, 1991.

PAULA D. MOSHER
COMMISSION EXPIRES
7-27-92

Paula D. Mosher
Notary Public in and for the State of Iowa

IOWA

Receipt No. R171107

SECRETARY OF STATE

490 DP-148979
A. P. FARMS, INC.
C/O SWIFT & SWIFT LAW OFFICE
ATTN: DANIEL H. SWIFT
108 N MADISON ST, BOX D
MANCHESTER, IA 52057

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 Mar. 05, 1991, at 11:20.

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

Elaine Baxter

SECRETARY OF STATE