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MICHELLE UTSLER
RECORDER
MADISON COUNTY, IOWA

# ARTICLES OF INCORPORATION

# OF

# JENNX, INC.

Pursuant to the Iowa Business Corporation Act, the undersigned person, acting as incorporator of a corporation hereby adopts the following Articles of Incorporation for such corporation:

## ARTICLE I

The name of the corporation is JennX, Inc.

## ARTICLE II

The corporation's existence shall be effective April 21, 1994.

## ARTICLE III

The corporation shall be formed for the purpose of farming and the ownership of agricultural land and all other lawful purposes, and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

## ARTICLE IV

Section 1. Authorized Shares. The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of no par value common stock.

Section 2. Pre-emptive Rights of Shareholders. The corporation elects to have pre-emptive rights applicable to its shares in the manner and to the extent set forth below. The shareholders of the corporation shall have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the corporation's Board of Directors to issue them and shall be provided a fair and reasonable opportunity to exercise such right on uniform terms and conditions prescribed by the Board of Directors. Such pre-emptive right may be waived by a shareholder and written evidence of such waiver shall be irrevocable notwithstanding the fact that it is unsupported by consideration. The pre-emptive right described above shall not apply with respect to (i) shares issued as compensation to directors, officers, agents or employees of the Corporation, its subsidiaries or affiliates, (ii) shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents or employees of the corporation, its subsidiaries or affiliates, (iii) shares authorized in these Articles of Incorporation that are issued within six months from the effective date of incorporation, and

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(iv) shares sold otherwise than for money. Notwithstanding the pre-emptive rights granted above, the holders of shares of any class of stock without general voting rights but with preferential rights to distributions or assets shall have no pre-emptive rights with respect to shares of any class and holders of shares of any class with general voting rights but without preferential rights to distributions or assets have no pre-emptive rights with respect to shares of any class with preferential rights to distributions or assets unless said preferential shares are convertible into or carry a right to subscribe for or acquire shares without preferential rights. Any shares which are subject to the pre-emptive rights set forth herein that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of pre-emptive rights. The corporation's offer of such shares at a lower consideration or after the expiration of said one year period is subject to the pre-emptive rights described herein.

Section 3. First Lien. The corporation shall have a first lien upon the shares of any shareholder for any debt or liability owing by such shareholder to the corporation.

ARTICLE V

The street address of the initial registered office of the corporation in the State of Iowa is 4413 - 67th Street, Des Moines, Polk County, Iowa 50322, and the name of its initial registered agent at such address is Susan Jennings.

ARTICLE VI

A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the 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 knowing violation of the law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 833 of the Iowa Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the corporation or its shareholders, then the liability of a director of this corporation shall be eliminated or limited to the full extent then permitted.



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## ARTICLE VII

This corporation shall indemnify a director of this corporation, and each director 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 attorneys' fees, judgments, penalties, fines, 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 shareholders, (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, (iv) under Section 833 of the Iowa Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such director shall be adjudged liable to the corporation.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director is proper in the circumstances because the director had met the applicable standard of conduct set forth in this Article above. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (b) by special legal counsel, selected by the Board of Directors by vote as set forth in (a) above, or, if the requisite quorum of the full Board cannot be obtained therefor, by a majority vote of the full Board, in which selection directors who are parties may participate; or (c) by the shareholders.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors, and administrators of such person.



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ARTICLE VIII

The name and address of the incorporator is Steven P. Wandro, Suite 1100 Two Ruan Center, 601 Locust Street, Des Moines, Iowa 50309.

ARTICLE IX

All conveyances and mortgages of and leases relating to real property made by the corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or an Assistant Secretary, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any officer of the corporation.

ARTICLE X

This corporation shall not have a corporate seal.

Dated April 21, 1994.

Steven P. Wandro
Steven P. Wandro

INCORPORATOR

STATE OF IOWA )
) ss.
COUNTY OF POLK )

On this 21st day of April, 1994, before me, the undersigned, a Notary Public in and for said state, personally appeared Steven P. Wandro, to me known to be the identical person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

KATHY L. RUBLE
My Commission Expires
8-26-94

Kathy L. Ruble
Kathy L. Ruble, Notary Public
in and for said State



STATE OF IOWA
SECRETARY OF STATE
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