12/11/75 kk

STATE OF IOWA, MADISON COUNTY, ss.

Inst. No. 1859 Filed for Record this 2 day of Jan 19 76 at 11:05 am
Book 31 Page 25 Recording Fee 4.50 Mary E. Welty, Recorder, By Deputy
MGT 2pgs. 11.50

COMPARED

ARTICLES OF INCORPORATION

A 03952

RECEIVED

OF

GROTH FARMS, INCORPORATED

'75 DEC 17 AM 8 38

SECRETARY OF STATE

TO THE SECRETARY OF THE STATE
OF THE STATE OF IOWA:

We, the undersigned persons, acting as Incorporators of a Corporation organized under the Iowa Business Corporation Act, Chapter 496A, Iowa Code (1975), hereby adopt the following Articles of Incorporation for such Corporation:

I. The name of the Corporation is Groth Farms, Incorporated.

II. Corporate existence shall commence January 1, 1976, and shall continue in perpetuity.

III. The Corporation is organized for the purpose of farming and all other lawful business 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.

IV. The aggregate number of shares which the Corporation has authority to issue is:

Class	Number of Shares	Value
Common	20,000	No par value

V. The address of the initial registered office of the Corporation is Rural Route 2, Winterset, Madison County, Iowa 50273, and the name of its initial registered agent at such address is Marvin C. Groth.

VI. The number of directors constituting the initial Board of Directors of the Corporation is three (3) 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 shall qualify are:

Name	Address
Everett Groth	Rural Route 2, Winterset, Iowa 50273
Lloyd Groth	Rural Route 2, Winterset, Iowa 50273
Marvin C. Groth	Rural Route 2, Winterset, Iowa 50273

VII. The initial officers of the Corporation who shall serve as such until the next annual meeting or until their successors are elected and qualify are:

137

Name	Officer
Everett Groth	President
Lloyd Groth	Vice-President
Marvin C. Groth	Secretary
Marvin C. Groth	Treasurer

VIII. The name and address of each Incorporator is:

Name	Address
Everett Groth	Rural Route 2, Winterset, Iowa 50273
Lloyd Groth	Rural Route 2, Winterset, Iowa 50273
Marvin C. Groth	Rural Route 2, Winterset, Iowa 50273

IX. Shareholders' Pre-emptive Rights - Except as in this Article provided, shareholders shall possess pre-emptive rights to acquire unissued shares, outstanding shares and/or treasury shares of the Corporation; and for obligations of the Corporation convertible in such shares, whether then or thereafter authorized. Shareholders with holdings of less than 5% of the outstanding stock of the Corporation (excluding any treasury stock) shall not possess any pre-emptive rights.

X. The shares of the Corporation shall be represented by certificates signed by the President or Vice-President and the Treasurer or Assistant Treasurer of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof.

XI. The By-laws of the Corporation may provide for any lawful provisions restricting the transfer and ownership of shares of stock of the Corporation.

Dated this 16th day of December, 1975.

Everett Groth
Everett Groth

Lloyd Groth
Lloyd Groth

Marvin C. Groth
Marvin C. Groth

INCORPORATORS

STATE OF IOWA)
) SS
MADISON COUNTY)

On this 16th day of December, 1975, before me personally appeared Everett Groth, Lloyd Groth and Marvin C. Groth, 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.

GORDON K. DARLING
NOTARIAL SEAL IOWA

Gordon K. Darling
Notary Public in and for the State of Iowa.

138

This instrument recorded in Book P-30, Page 137, 16 December 1975
Expires
Filed By Darling & Darling
Cert. No. 780145 Receipt No.
Filing Fee $20.00 Recording Fee $1.00
OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
Secretary of State