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**Certificate of Amendment
of Articles of Incorporation of
Central California Orange Growers Cooperative**

FILED 8
In the office of the Secretary of State
of the State of California

MAY 28 1999

Bill Jones
BILL JONES, Secretary of State

The Undersigned certify that:

1. They are each members of the Board of Directors and together represent a majority of the Board of Directors of Central California Orange Growers Cooperative, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**ARTICLES OF INCORPORATION
OF
CENTRAL CALIFORNIA ORANGE GROWERS COOPERATIVE**

Preamble

A majority of our members are residents of the State of California and each is engaged in the production of an agricultural product as defined in Section 54004 of the Food and Agricultural Code of the State of California. We have associated ourselves together as a nonprofit cooperative association pursuant to the provisions of Chapter 1 of Division 20 of the Food and Agricultural Code of the State of California.

I. Name

The name of this Association shall be, Central California Orange Growers Cooperative, hereinafter known as "the Association."

II. Purposes

The Association is formed for the purposes of engaging in any activity connected with any one or more of the following activities:

(1) The production, marketing, or selling of the products as defined in Section 54004 of the Food and Agricultural Code of its members.

(2) The harvesting, preserving, drying, processing, canning, packing, grading, storing, handling, shipping, or utilization of any product of its members, or the manufacturing or making of the by-products of any product of its members.

(3) The manufacturing, selling, or supplying to its members of machinery, equipment, or supplies

(4) The financing of any of the above activities.

III. Principal Office

The county where the principal office for the transaction of business of the Association is to be located is Tulare County, California.

IV. Directors

The Association shall have not less than seven (7) nor more than thirteen (13) of Directors. The exact number of Directors shall be fixed by approval of the Board of Directors in the manner provided in the bylaws. The Directors shall be known collectively as the Board of Directors.

V. Voting Rights

The Association is a membership association organized without shares of stock. The voting rights of each member of the Association shall be equal and each member shall be entitled to one vote.

VI. Revolving Funds

To provide funds for effecting corporate purposes, the Association may collect or retain from members for its own use sums to be determined from time to time by the Board of Directors of the Association, in accordance with any applicable provisions contained in the bylaws. Pursuant to those provisions, retained funds shall be placed in one or more Association funds called "Revolving Funds" to the credit of the respective members from whom collected or retained, and each member shall be entitled to a credit, called "Revolving Fund Credit," for the amount collected or retained from that member. Revolving Fund Credits shall be repayable out of moneys in any Revolving Fund not required for the use of the Association at that time, with the priorities and on the conditions provided in the bylaws of the Association. Revolving Fund Credits may also be set up on the books of the Association and admitted by the Association in payment for property purchased by the Association or as consideration for moneys loaned or advanced to the Association, the principal of which shall be payable solely and exclusively out of the moneys in the Revolving Fund to which credited in the same manner as Revolving Fund Credits for retained funds. The matter of payment of interest (which in no event may exceed eight (8) percent per annum) on Revolving Fund Credits shall be appropriately provided for in the bylaws.

VII. Property Rights

The property rights and interests of each member of the Association shall be unequal and shall be determined and fixed by the following general rule applicable to all members of the Association:

Each member's property rights and interests in the Association shall be measured by the unrefunded contribution of that member in money or property to the Association's Revolving Fund or Funds and shall be in the same proportion that member's unrefunded contribution to that Revolving Fund bears to all unrefunded contributions made to the Revolving Fund by all the members of the Association.

VIII. Powers

In order to carry out the purposes for which it was formed, the Association shall have and may exercise each and every power, privilege, right, and immunity now or hereafter authorized for a corporation organized and existing pursuant to Chapter 1 of Division 20 of the Food and Agricultural Code.

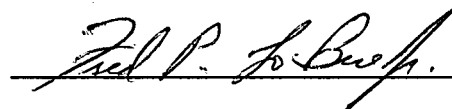
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by a majority of the Board of Directors.

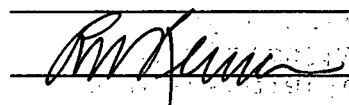
4. The Association has been formed without stock as permitted by Food and Agriculture Code Section 54081. Food & Agriculture Code Section 54040 states "For purposes of associations organized without shares of stock, the members shall be deemed to be "shareholders" as the term is used in General Corporation Law." Therefore, the foregoing amendment and restatement of Articles of Incorporation has been duly approved by a majority of the Members pursuant to Corporations Code Section 902.


We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 4, 1998


_____, President


_____, Vice Pres.


_____, Treasurer


_____, Secretary

Donald E. Sandy Director

_____, Director

Cliff M. Roth, Director

_____, Director