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In the office of the Secretary of State  
of the State of California

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MARCH FONG EU, Secretary of State

By Leslie Allen  
Deputy

ARTICLES OF INCORPORATION

OF

CENTRAL CALIFORNIA ORANGE GROWERS COOPERATIVE

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, all of whom are engaged in the production of agricultural products and the majority of whom are residents of the State of California, have this day voluntarily associated themselves for the purpose of forming a non-profit cooperative association without capital stock under the provisions of Chapter 1 of Division 20 of the Agricultural Code of the State of California, and Section 291 of Title 7, United States Code, and we hereby certify:

FIRST

The name of this Association shall be:

CENTRAL CALIFORNIA ORANGE GROWERS COOPERATIVE.

SECOND

A. The purposes for which the Cooperative is formed are to engage in any activity in connection with the production, marketing, or selling of any farm products of its members, or with the harvesting, preserving, drying, processing, canning, packing, grading, storing, handling, shipping, or utilization of those products, or the manufacturing of byproducts from them; or in connection with the manufacturing, selling, or supplying of machinery, equipment, or supplies to its members, or in financing

the activities enumerated above; or in any combination of the activities specified in this article.

B. As a means of accomplishing the foregoing purposes, the Cooperative shall have the following powers:

(1) To borrow money without limitation as to amount of corporate indebtedness or liability; and to give a lien on any of its properties or securities therefor in any manner permitted by law.

(2) To act as the agent or representative of its members in any of the activities mentioned in this Article.

(3) To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Cooperative, or incidental thereto.

(4) To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Cooperative is formed and to give a lien on any of its property or securities therefor.

(5) To acquire, own, develop any interest in patents, trademarks and copyrights connected with or incidental to the business of the Cooperative.

(6) To cooperate with other similar associations for any of the purposes for which this Cooperative is formed.

(7) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the Cooperative with any person, firm, corporation or with the United States or with any of its agencies, or any state, municipality or any other body politic.

(8) To levy and collect membership fees, charges, and service fees for services rendered to its members and to levy assessments.

(9) To adopt, repeal, modify, and from time to time, change, and enforce, by and through its Board of Directors, as may be provided in the By-Laws, all rules and regulations which the Board of Directors may deem advisable for carrying out any or all of the foregoing purposes.

(10) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to, or expedient for, the interest or benefit of the Cooperative; and in so doing, to contract accordingly, and to possess and exercise each and every power, privilege, right, and immunity now or hereafter authorized or permitted by law to a corporation organized and existing pursuant to the provisions of Chapter 1, Division 20 of the Agricultural Code of the State of California, and Section 291 of Title 7, United States Code, or amendments thereto, or substitutions therefor, or continuations thereof, necessary or incidental to the purposes for which the Cooperative is organized or to the activities in which it is now

or may become engaged; and in addition to exercise any other rights, powers and privileges granted by the laws of the State of California to ordinary corporations, except such as are inconsistent with the express provisions of said Chapter of the Agricultural Code of the State of California under which the Cooperative is organized and to do such things anywhere in the world.

(11) To use and employ any of its facilities for any such purposes, provided the proceeds arising from such use or employment shall go to reduce the cost of operations for its members.

### THIRD

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

### FOURTH

The Board of Directors of this Cooperative shall be composed of not less than three (3) nor more than five (5) persons elected by the members of the Cooperative. The term of office of the directors shall be for one (1) year and until the election and qualification of their successors.

The names and residences of those who are to serve as directors for the first year and until the election and qualification of their successors are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Edmond G. Thompson	Los Angeles, California
G.A. Wollenman	Lindsay, California
R.W. Reniers	Exeter, California

## FIFTH

The Cooperative shall have no capital stock, but shall issue a membership certificate to each member of the Cooperative who qualifies under the conditions of membership to be set forth in the By-Laws. Each member shall have one vote and the voting power of all members shall be equal and uniform. The property rights and interests of each member shall be determined in accordance with the amount contributed as follows:

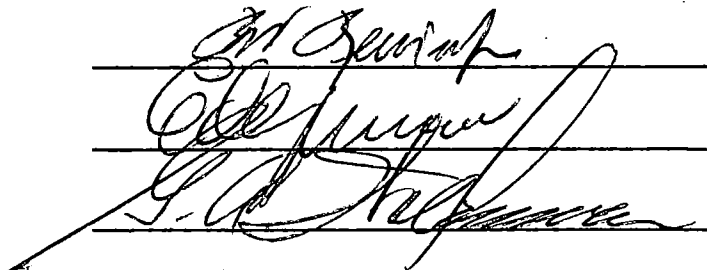
All funds paid in or contributed to the Cooperative by each member, either through payment of membership fees, dues, assessments, or accruing to the credits of the member out of the surplus from Cooperative charges for services rendered, or through the retention of any other fund or funds to which the member shall be entitled, as determined conclusively by the Board of Directors of the Cooperative in its absolute discretion and as soon after the end of each current fiscal year as may be conveniently done, shall be credited to each member under fair and equitable rules and regulations to be formulated by the Board of Directors, and the property rights and interests of the members in any fund or funds or property of the Cooperative shall be in the proportion in which each member's credit, as above determined, shall bear to the total credit of all of the members of the Cooperative in such fund or funds or property.

The Board of Directors shall, by appropriate action, provide the necessary rules and regulations for the establishment and for the time, manner, and form of distribution to the members of the Cooperative of their interest and/or shares in any

fund, funds, or property of the Cooperative and whenever such fund, funds, or property of the Cooperative are to be distributed to the membership, in whole or in part, the entire amount to be distributed shall be distributed pro rata to each member in accordance with the proportion which his credit on the books of the Cooperative in such fund or funds or property bears to the total credit to all members of the Cooperative in such fund or funds or property.

To provide funds for its corporate purposes, the Cooperative may temporarily retain from the proceeds, which would otherwise be payable currently to the members for their patronage, an amount to be determined by the Board of Directors from time to time, which shall become a part of the Cooperative's revolving fund. Members' interests in the revolving fund shall be represented by revolving fund certificates which the Cooperative shall issue under the terms, conditions, and restrictions contained in the By-Laws. Revolving fund certificates shall represent indebtedness of the Cooperative, but shall be subordinate to all other indebtedness of the Cooperative regardless of when any other indebtedness is contracted.

IN WITNESS WHEREOF, we have hereunto set our hands  
this 27 day of OCTOBER, 1983.

Three handwritten signatures are written over three horizontal lines. The signatures are in cursive and appear to be of different individuals. The first signature is at the top, the second is in the middle, and the third is at the bottom, overlapping the second one.

STATE OF CALIFORNIA

COUNTY OF TULARE

On this 27 day of OCTOBER, 1983, before me,  
a Notary Public in and for the State of California, personally  
appeared EDMOND G. THOMPSON G.A. WILLENMAN,  
R.W. REYNOLDS JR.

(a) personally known to me  
(b) proved to me on the basis of satisfactory  
evidence to be the persons whose names are subscribed to the  
foregoing Articles of Incorporation, acknowledged to me that  
they executed the same.

WITNESS my hand and official seal.

Frank Scrivner  
Notary Public

