

FILE NOW: FILING FEE IS \$61.25

FILED  
May 02 1997 8:00am  
Secretary of State

|  |   |   |
|--|---|---|
| NONPROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # **812149** (3)  
1. Corporation Name  
**TRI-VALLEY GROWERS (A COOPERATIVE ASSOCIATION)**

|  |  |
|--|--|
| Principal Place of Business<br><b>101 CALIFORNIA ST. 6TH FLOOR<br/>SAN FRANCISCO CA 94111<br/>US</b> | Mailing Address<br><b>P.O. BOX 7114<br/>(ATTN: TAX DEPT.)<br/>SAN FRANCISCO CA 94120-7114<br/>US</b> |
|--|--|



|  |   |  |  |
|--|---|--|--|
| 2. Principal Place of Business<br><b>21 101 CALIFORNIA STREET</b><br>Suite, Apt. #, etc.<br><b>22 4TH FLOOR</b><br>City & State<br><b>23 SAN FRANCISCO, CA</b><br>Zip<br><b>24 94111</b> | 2a. Mailing Address<br><b>26</b><br>Suite, Apt. #, etc.<br><b>27</b><br>City & State<br><b>28</b><br>Zip<br><b>29</b> Country<br><b>30 US</b> | 3. Date Incorporated or Qualified<br><b>08/20/1957</b>   | 3a. Date of Last Report<br><b>04/15/1996</b>           |
|  |   | 4. FEI Number<br><b>94-0934140</b>   | Applied For<br><input type="checkbox"/> Not Applicable |
|  |   | 5. Certificate of Status Desired<br><input type="checkbox"/>   | <b>\$8.75</b> Additional Fee Required                  |
|  |   | 6. Election Campaign Financing<br>Trust Fund Contribution<br><input type="checkbox"/>  | <b>\$5.00</b> May Be Added to Fees                     |
|  |   | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324**

|   |
|---|
| 81 Name   |
| 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83  |
| 84 City   |
| 85 Zip Code   |

**FL**

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

|                |                              |  |
|----------------|------------------------------|--|
| TITLE          | CD                           | <input type="checkbox"/> DELETE            |
| NAME           | COOLEY, JAMES A              |  |
| STREET ADDRESS | 101 CALIFORNIA ST, 5TH FLOOR |  |
| CITY-ST-ZIP    | SAN FRANCISCO CA 94111       |  |
| TITLE          | ACD                          | <input type="checkbox"/> DELETE            |
| NAME           | BAINS, JASWANT S             |  |
| STREET ADDRESS | 101 CALIFORNIA ST, 5TH FLOOR |  |
| CITY-ST-ZIP    | SAN FRANCISCO CA 94111       |  |
| TITLE          | ACD                          | <input type="checkbox"/> DELETE            |
| NAME           | THOMAS, A.R. TOM             |  |
| STREET ADDRESS | 101 CALIFORNIA ST, 5TH FLOOR |  |
| CITY-ST-ZIP    | SAN FRANCISCO CA 94111       |  |
| TITLE          | D                            | <input type="checkbox"/> DELETE            |
| NAME           | CIKER, CARL                  |  |
| STREET ADDRESS | 101 CALIFORNIA ST, 5TH FLOOR |  |
| CITY-ST-ZIP    | SAN FRANCISCO CA 94111       |  |
| TITLE          | D                            | <input type="checkbox"/> DELETE            |
| NAME           | HEMLY, DOUG                  |  |
| STREET ADDRESS | 101 CALIFORNIA ST, 5TH FLOOR |  |
| CITY-ST-ZIP    | SAN FRANCISCO CA 94111       |  |
| TITLE          | D                            | <input checked="" type="checkbox"/> DELETE |
| NAME           | LEARY, DENNIS                |  |
| STREET ADDRESS | 101 CALIFORNIA ST, 5TH FLOOR |  |
| CITY-ST-ZIP    | SAN FRANCISCO CA 94111       |  |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                    |   |
|--------------------|---|
| 1.1 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME           |   |
| 1.3 STREET ADDRESS |   |
| 1.4 CITY-ST-ZIP    |   |
| 2.1 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME           |   |
| 2.3 STREET ADDRESS |   |
| 2.4 CITY-ST-ZIP    |   |
| 3.1 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME           |   |
| 3.3 STREET ADDRESS |   |
| 3.4 CITY-ST-ZIP    |   |
| 4.1 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME           |   |
| 4.3 STREET ADDRESS |   |
| 4.4 CITY-ST-ZIP    |   |
| 5.1 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME           |   |
| 5.3 STREET ADDRESS |   |
| 5.4 CITY-ST-ZIP    |   |
| 6.1 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME           |   |
| 6.3 STREET ADDRESS |   |
| 6.4 CITY-ST-ZIP    |   |

**PLEASE SEE ATTACHED LIST.**

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

**SIGNATURE REQUIRED**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **JOSEPH M. GUIDETTI**

**4/13/97 510-866-4500**  
Daytime Phone # **007667**

CR2E037 (9/96)

**OFFICERS OF TRI VALLEY GROWERS**

**101 CALIFORNIA STREET  
SAN FRANCISCO, CA 94111**

**JOSEPH P. FAMALETTE, PRESIDENT & CHIEF EXECUTIVE OFFICER  
RICHARD A. BAKER, CHIEF OPERATING OFFICER  
DAVID SHEETS, CHIEF FINANCIAL OFFICER  
LEON KREGER, EXECUTIVE VICE PRESIDENT MARKETING**

**FREDRICK J. BAKER, VICE PRESIDENT OPERATIONS  
PATRICIA A. BIAGI, VICE PRESIDENT MARKET PLANNING  
JOHN BONDURIS, VICE PRESIDENT INTERNATIONAL  
FIROZE DOCTOR, VICE PRESIDENT PLANNING & STRATEGY  
CHARLES HUSTED, VICE PRESIDENT OPERATIONS LOGISTICS  
TERRENCE J. MCGRATH, VICE PRESIDENT FOODSERVICE SALES  
SCOTT MCRITCHIE, VICE PRESIDENT FIELD  
RICHARD O. NORONA, VICE PRESIDENT AGRICULTURE/QUALITY  
TOM RECTOR, VICE PRESIDENT RETAIL SALES  
PAUL E. SCHAEFER, VICE PRESIDENT HUMAN RESOURCES  
CHUCK TAYLOR, VICE PRESIDENT OF LOGISTICS**

**JOSEPH M. GUIDETTI, ASSISTANT TREASURER  
RALPH K. MORRIS, COUNSEL & SECRETARY**

**WILLIAM F. ALLEWELT, JR., PRESIDENT EMERITUS**

**BOARD OF DIRECTORS**

**TRI VALLEY GROWERS**

Jeffery E. Arambel  
433 Roxanne Drive  
Patterson, California 95363

Carl A. Cilker  
1631 Willow Street, Suite 225  
San Jose, California 95125

Charles H. Sheldon  
P. O. Box B  
Lindsay, California 93247-0657

Paul J. Van Konynenburg  
5518 Stoddard Road  
Modesto, California 95356

James A. Cooley  
P. O. Box 850  
Dixon, California 95620  
**CHAIRMAN OF THE BOARD**

Doug Hemly  
11275 Highway 160  
Courtland, California 95615

Ronald Timothy  
17470 Willow Oak Way  
Woodland, California 95695

Jaswant S. Bains  
1880 Lorraine Way  
Yuba City, California 95993  
**FIRST VICE CHAIRMAN**

A. R. Tom Thomas III  
P. O. Box 748  
Ukiah, California 95482  
**SECOND VICE CHAIRMAN**

**Directors-at-Large**

James A. Schlindwein  
9165 Briar Forest  
Houston, Texas 77024-7222

Hugo Steensma  
19170 Old Winery Road  
Sonoma, California 95476