



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

January 13, 1995

GAYLE ROBERTS
AG PROCESSING INC.
P.O. BOX 2047
OMAHA, NE 68103-2047

SUBJECT: CONSOLIDATED NUTRITION, L.C.
Ref. Number: W94000025120

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Per our phone conversation the cooperative you have listed in section 8 will have to submit a certified copy of the cooperative articles and a filing fee of \$17.50. This is found in the Florida Statutes chapter 618.26.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 395A00001632

included articles + out of list

January 11, 1995
Corp. No.: 1000053637
Ref. No.: 113421

IOWA

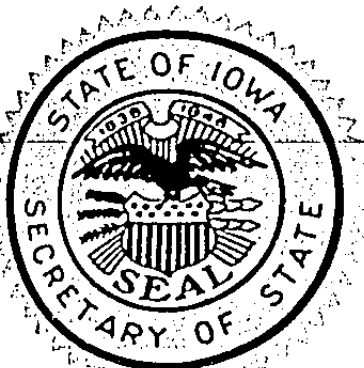
SECRETARY OF STATE

AG PROCESSING INC A COOPERATIVE
GAYLE ROBERTS
PO BOX 2047
OMAHA, NE 68103

CERTIFICATE OF EXISTENCE

Name AG PROCESSING INC A COOPERATIVE
Date SEPTEMBER 22, 1943

I, PAUL D. PATE, secretary of the state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed, with perpetual duration, and that articles of dissolution have not been filed.



Paul D. Pate

SECRETARY OF STATE

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Recycled Paper

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1995 JUN 30 10:11:01

[illegible]

The undersigned and patient herein named, do hereby
for the purpose of effecting payment of the above named debt,
do hereby irrevocably and exclusively assign, transfer, sell, convey
and appropriate, hereby authorizing and purchasing, selling,
conveying, appropriating, transferring, and assigning the same, the
title, proceeds of, and all supplemental products of, and all
such advantages, rights, and claims in any and every debt, and
connected with any or such debt, to the said party named, and to
power; and to exercise, in any and all circumstances, any or
desirable to the party, at the discretion of the party, and to the
party, and to the party.

Except as expressly limited in these articles, the board shall have the power to do anything permitted by the laws of the State of Iowa as they relate to federated, co-operative associations, and particularly those powers enumerated in Chapter 499, Code of Iowa, as amended.

The duration of this association shall be perpetual.

1. The affairs of this association shall be conducted by a board of nine directors at least three of whom shall be residents of the State of Iowa. One-third of such board shall be elected by the members, each year, at the annual business meeting as hereinafter provided.

⑫

4. The Board of Directors shall hold a regular meeting at least once each year at the annual meeting of the stockholders.

5. Each stockholder entitled to vote shall have one vote for each share of common stock held by him in this association.

6. The Board of Directors shall hold a regular meeting immediately following final adjournment of the annual meeting of the stockholders of this association, at which meeting the following officers shall be chosen: chairman of the board, vice-chairman of the board, president, at least one vice president, secretary, treasurer (the office of secretary and treasurer may be combined), and General Manager; and they may appoint or select any other officers considered necessary. Such officers shall serve for a term of one year and shall be the officers of this corporation. Any vacancies in said offices shall be filled by the Board of Directors. The chairman of the board, president, vice-chairman of the board, at least one vice president, secretary, and treasurer, (or secretary treasurer combined), shall be members of the Board of Directors.

7. The compensation of the members of the Board of Directors shall be fixed by the Board of Directors.

8. A majority of the Board of Directors shall constitute a quorum at all meetings.

ARTICLE VI MEMBERSHIP

1. Any bona fide co-operative association of agricultural producers may become a member of this association upon acceptance by the Board of Directors of an application for one share of Class A Voting Common Stock (membership stock) in this association, provided that such applicant's subscription for such Class A Voting Common Stock has been accepted by the Board of Directors, and such applicant has paid in full or has made part-payment on a subscription and has given a note for the balance acceptable to the Board of Directors. Part-paid members may be accorded all the privileges of members except the right to hold office.

2. Application for membership in this association shall be deemed a subscription for such number of shares of Class C

1. The association shall have the right to suspend or expel any member who has attempted to defame or libel the association or its members.

2. The association shall have the right to suspend or expel any member who has attempted to defame or libel the association or its members.

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7. Each association which is a member of this association shall select one individual as a delegate and one individual as an alternate to represent it in meetings of the stockholders of this association. Each delegate or alternate must at all times be a director, manager, officer or member in good standing of a Common Stockholder of this association.

8. One delegate and one alternate shall be selected by each association which is a member of this association for a term of one year, this association shall be given written notification of the names, and one of them shall represent such stockholder at all stockholders' meetings of this association during such year. Each such member association shall provide the secretary of this association with written credentials sufficient to identify the

After the foregoing, the pay fixed annually to the members of the association shall be distributed to the account of each member, including the share of the member who has done with this association during such year. The directors shall determine, or the bylaws of this association may specify, the percentage or the

percentage of the share of the member who has done with this association during such year. The directors shall determine, or the bylaws of this association may specify, the percentage or the

After the foregoing, the pay fixed annually to the members of the association shall be distributed to the account of each member, including the share of the member who has done with this association during such year. The directors shall determine, or the bylaws of this association may specify, the percentage or the

All remaining net earnings shall be distributed to the account of each member, including the share of the member who has done with this association during such year. The directors shall determine, or the bylaws of this association may specify, the percentage or the

ARTICLE VIII
DEF. OF REVOLVING FUND

1. The revolving fund is a fund to pay the expenses of the association, and shall be maintained in accordance with the following provisions:

2. The revolving fund shall, for any year, shall have priority over the other any subsequent year, except the Board of Directors may, in their discretion, authorize payment of deferred patronage dividends or redeem Preferred Stock of members who have been dissolved or whose corporate status has been terminated and members who become insolvent without reference to the order of priority herein prescribed.

3. Except as otherwise provided in these articles, the bylaws, or this agreement, or by written agreement, the order of priority of redemption of Preferred Stock, shall be a matter for the controlled discretion of the Board of Directors of the association.

ARTICLE IX
DISTRIBUTION IN LIQUIDATION

On dissolution, or liquidation, of this association the assets of the association shall first pay the liquidation expenses, next the obligations of creditors, in the order of priority thereof or security therefor as provided by law, and the remaining assets shall be distributed in the following priority:

1. Except as otherwise provided by the terms of any agreement made in connection with the issuance of Preferred Stock of

...the holders of Class A Preferred Stock shall be entitled to be paid in full the price of one dollar (\$1.00) per share for each of such shares, together with dividends, if any, declared and unpaid thereon. If the fund is insufficient to pay the Class A Preferred Stockholders in full, it shall be allocated to said Class A Preferred Stockholders in proportion to the amount of Preferred Stock held by each, subject to the terms of any agreement made in connection with the issuance of any Preferred Stock granting liquidation or redemption preference with respect thereto.

1. Except as otherwise provided by the terms of any agreement made in connection with the issuance of Preferred Stock of any class, the holders of Class B Preferred Stock shall then be entitled to be paid in full the price of one dollar (\$1.00) per share for each of such shares, together with dividends, if any, declared and unpaid thereon. If the fund is insufficient to pay the Class B Preferred Stockholders in full, it shall be allocated to said Class B Preferred Stockholders in proportion to the amount of Preferred Stock held by each subject to the terms of any agreement made in connection with the issuance of any Preferred Stock granting liquidation or redemption preference with respect thereto.

2. Any remaining assets shall be distributed among the members ratably until the full payment of the par value of Class A Common Stock.

3. If there is any remaining assets, they shall be distributed among the Class A Common Stockholders at the time of dissolution or liquidation in proportion to the patronage dividends credited to their respective accounts during the ten (10) fiscal years preceding the year of dissolution or liquidation,

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The association, limited liability company, shall have the right to ...
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1. All shares of stock will be evidenced by stock certificates and will be issued as held and distributed from time to time determined, but for not less than par value (if any) and not until fully paid; and the Secretary of this association shall keep a record showing the ownership of all outstanding shares of stock.

2. Class A Voting Common Stock (Membership Stock) in this association may be owned only by a bona fide cooperative association as set forth in Article II of these articles of incorporation. Only one share of Class A Voting Common Stock may be owned by any such association. Such Class A Voting Common Stock shall bear no fixed dividends, and patronage dividends shall be the only dividends paid on such Class A Voting Common Stock.

3. Only holders of Class A Voting Common Stock shall be eligible to vote.

4. The association shall have the right to ...
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STATE OF IOWA

COURT OF COMMON PLEAS

On this 17 day of December, 1901, before me, the under
signed, a Notary Public in and for the State of Iowa, personally
appeared Urban J. Enobbe, to me personally known, who, being by
me duly sworn, did say that he is the President of said corpora-
tion executing the within and foregoing instrument, that said
instrument was signed and sealed on behalf of said corporation by
authority of its members, said Amended and Substituted Articles
of Incorporation having been adopted by the membership of this
corporation pursuant to the laws of the State of Iowa, and that
the said Urban J. Enobbe, as such officer acknowledged the execu-
tion of said instrument to be the voluntary act and deed of said
corporation, by it and by him voluntarily executed.

U. J. Enobbe
Notary Public in and for the
State of Iowa

MICHELLE DOWD
SOWS

1901

1911

and amended and the same shall be subject to the
approval of the Board of Directors, and the same shall be
Article of Incorporation of the Corporation, and the same shall be
hereby amended and incorporated, and from July 1, 1901, the
required by law, and supersede the original Articles of
Incorporation and all amendments thereto and substitutions
thereof.

Dated this 7th day of December, 1901.

Wm. J. Knabbe
Wm. J. Knabbe, President

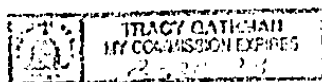
Seal

ALLOST: *Lowell Wilson*
Lowell Wilson, Secretary

STATE OF IOWA

COUNTY OF [unclear]

On this [unclear] day of December, 1991, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Lowell Wilson, to me personally known, who, being by me duly sworn, did say that he is the Secretary of said corporation executing the within and foregoing instrument, that said instrument was signed and sealed on behalf of said corporation by authority of its members, said amended and substituted Articles of Incorporation having been adopted by the membership of this corporation pursuant to the laws of the State of Iowa, and that the said Lowell Wilson, as such officer acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by his voluntarily executed.



[Signature]
Notary Public in and for the
State of Iowa

53637

AMENDMENT TO ARTICLES OF INCORPORATION
OF

AG PROCESSING INC a cooperative

BE IT REMEMBERED that at the annual meeting of the stockholders of Ag Processing Inc a cooperative, held in Omaha, Nebraska, on the 14th day of January, 1994, pursuant to its Articles of Incorporation and Bylaws, and after due and timely notice, including notice of the proposed Amendment to the Articles of Incorporation, as submitted herewith, and at which meeting the requisite number of members were represented, the Amendment to the Articles of Incorporation submitted herewith was adopted by the members of this association, as hereinafter set forth:

Total number of members entitled to vote was	<u>363</u>	100
Total number of members present at meeting having voting privileges was	<u>172</u>	47
Total number of members voting "YES" was	<u>172</u>	100
Total number of members voting "NO" was	<u>0</u>	0

Urban J. Knopbe
Urban J. Knopbe, President

Lowell Wilson
Lowell Wilson, Secretary

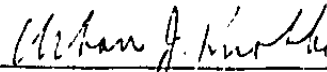
AMENDMENT TO THE AMENDED AND SUBSTITUTED
ARTICLES OF INCORPORATION OF
AG PROCESSING INC a cooperative

Article I is amended by deleting the existing provisions thereof and substituting the following:

"Article I

The name of the corporation is Ag Processing Inc a cooperative. The address of its principal office is 12700 W. Dodge Road, Omaha, Nebraska 68154-2047. The address of the principal place of business of the association in Iowa is Eagle Grove, Wright County, Iowa."

Dated this 4th day of March, 1994.



Urban J. Knobbe, President

CORPORATE SEAL


Lowell Wilson, Secretary

STATE OF IOWA)
) SS:
COUNTY OF Cass)

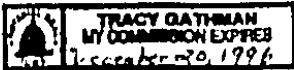
On this 4th day of March, 1994, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Urban J. Knobbe, to me personally known, who, being by me duly sworn, did say that he is the President of said corporation executing the within and foregoing instrument, that said instrument was signed and sealed on behalf of said corporation by authority of its members, said Amendment to the Articles of Incorporation having been adopted by the membership of this corporation pursuant to the laws of the State of Iowa, and that the said Urban J. Knobbe, as such officer acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, and its members, by it and by him voluntarily executed.


Notary Public in and for the State of Iowa

STATE OF IOWA

COUNTY OF O'Brien

On this 8th day of March, 1994, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Lowell Wilson, to me personally known, who, being by me duly sworn, did say that he is the Secretary of said corporation executing the within and foregoing instrument, that said instrument was signed and sealed on behalf of said corporation by authority of its members, said Amendment to the Articles of Incorporation having been adopted by the membership of this corporation pursuant to the laws of the State of Iowa, and that the said Lowell Wilson as such officer acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, and its members, by it and by him voluntarily executed.



Tracy Gathman
Notary Public in and for the State of Iowa

SKT05503.94

STATE OF IOWA
SECRETARY OF STATE

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ELAINE BAXTER
Secretary of State
State of Iowa

AGF
**Appointment of
Registered Agent
and
Registered Office**

53637

Pursuant to the provisions of the *Iowa Cooperative Association Act*, the association submits the following statement to appoint both a registered office and registered agent in Iowa:

1. The name of the association is: Ag Processing Inc. a cooperative

2. The address of the registered office of the association is:

<u>North Commercial</u>	<u>Eagle Grove</u>	<u>IA</u>	<u>50533</u>
Street	City	State	Zip

3. The address of the registered office and the address of the business office of the registered agent, will be identical.

4. The name of the registered agent is: K.S. Grubbe

5. Signature [Signature]

Type or print name and title: Group Vice President Finance and Chief Financial Officer

The information you provide will be open for public inspection under *Iowa Code* section 22.11

PLEASE READ INSTRUCTIONS ON REVERSE BEFORE COMPLETING.

STATE OF IOWA
SECRETARY OF STATE

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FILE# 00053637M03040724
WD 94401117-WS 94401111

F45000000655

OFFICE USE ONLY (Document #)

MARK ROBERTS
 (Requestor's Name)
P.O. Box 5017
 (Address)
Omaha, NE 68103-2017
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

95 JUN 15 PM 12:31
 RECEIVED
 SECRETARY OF STATE
 DEPT. OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #) **600001524596**
3. _____ (Corporation Name) (Document #) **-06/27/95--01083--016**
4. _____ (Corporation Name) (Document #) *******35.00 *****35.00**

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILING 3
 C. COPY _____
 R. AGENT 35.00
 TOTAL 35.00
 BALANCE DUE \$ _____
 REFUND \$ _____

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Name	Availability
Secretary	Examiner
Updater	Verifier
Acknowledger	W. P. Verifier
Examiner's Initial	

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

THE UNDERSIGNED AGRICULTURAL COOPERATIVE MARKETING ASSOCIATION, ORGANIZED UNDER THE LAWS OF IOWA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. THE NAME OF THE AGRICULTURAL COOPERATIVE MARKETING ASSOCIATION IS: Ag Processing Inc a cooperative

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

K.S. Grubbe
(NAME)
1301 Seminole Blvd., #105
(STREET ADDRESS)
Largo, FL 34640
(CITY & ZIP CODE)

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JUN 26 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED AGRICULTURAL COOPERATIVE MARKETING ASSOCIATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

K.S. Grubbe
(SIGNATURE)

6/12/15
(DATE)

FILING FEE: \$35

F95000000655

AGP

12700 West Dodge Road
PO Box 2047
Omaha, NE 68103-2047
Leslie McAtee

inc #

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-07/01/96--01003--017
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 JUN 28 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 7/8

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Ag Processing Inc a cooperative

(Name of Corporation)

Iowa

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

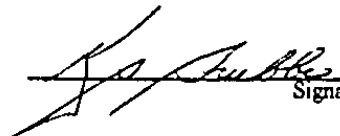
P.O. Box 2047

(Mailing Address)

Omaha, NE 68103-2047

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

CFO and Group VP Finance

Title

K. S. Grubbe

Typed or printed name

June 17, 1996

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 28 AM 11:10

FILED