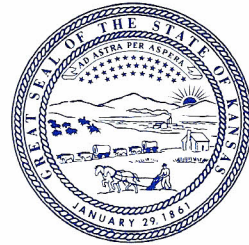


STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
BILL GRAVES



To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.



In testimony whereof:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka on the date below: **OCT 17 1994**



Bill Graves

BILL GRAVES
SECRETARY OF STATE

STATE OF KANSAS } S.S.
ANDERSON COUNTY }

Fee \$16.00

This Inst was filed for Record
on this 19th day of Oct, A.D., 1994
at 2:10 P.M., and duly Recorded
Book 45 of MCL on Page 77

Jandra O. Baughen
REGISTER OF DEEDS

By _____ Deputy

ORIGINAL COMPARED WITH RECORD

45 MCL page 77

ARTICLES OF INCORPORATION
OF
**KANSAS GRAIN SORGHUM PRODUCERS
ASSOCIATION**

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas.

ARTICLE FIRST

The name of this corporation is KANSAS GRAIN SORGHUM PRODUCERS ASSOCIATION.

ARTICLE SECOND

The location of its registered office in this state is 109 West Fourth Street P. O. Box 446, in the City of Garnett, County of Anderson, Kansas 66032. The resident agent at this address is Jere White.

ARTICLE THIRD

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

1. To provide a community organization to promote the interests of the Kansas grain sorghum producer, under which members may exchange ideas to educate themselves and each other on techniques to improve the general abilities and standing of the Kansas grain sorghum producer; and to cultivate and promote the science and art of producing grain sorghum, to evaluate and sustain the professional character of its members, and to disseminate knowledge pertaining to the advancement of health.

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2. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(a) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in §501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(b) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c)(5) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

3. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the

corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FOURTH

The corporation will NOT have authority to issue capital stock, and the conditions of membership shall be fixed by the bylaws.

ARTICLE FIFTH

The Board of Directors shall have all powers granted by Kansas law and statutes.

ARTICLE SIXTH

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

ARTICLE SEVENTH

The term for which this corporation is to exist is perpetual.

ARTICLE EIGHTH

No member of this corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this corporation, the assets of this corporation shall be distributed as set forth in ARTICLE THIRD hereof.

ARTICLE NINTH

The name and residence of the incorporator is:

Jere White
109 West Fourth Street
P. O. Box 446
Garnett, Kansas 66032

ARTICLE TENTH

The number of directors may be increased or decreased from time to time by amendment of the bylaws.

ARTICLE ELEVENTH

The names and residences of the persons who are to serve as directors until their successors are elected and qualified are as follows:

Ted Birtell
Route 1, Box 219
Scranton, KS 66537

Mark Myers
Route 2, Box 337
Colby, KS 67701

Vail Fruechting
Route 1, Box 46B
Plains, KS 67869

William J. Luecke
765 E. 41st Street
Hays, KS 67601

Leo Bindel
Route 2, Box 44
Sabetha, KS 66534

Jeff Filinger
Route 1, Box 45
Cuba, KS 66940

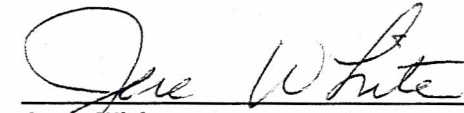
Greg Graff
Route 1
Marienthal, KS 67863

Freddie Walls
Route 3, Box 80
Hudson, KS 67545

ARTICLE TWELFTH

The power to adopt, amend and repeal the bylaws of this corporation shall reside in the Board of Directors of this corporation.

IN TESTIMONY WHEREOF, I have hereunto set my name this 14th day of October, 1994.




Jere White

STATE OF KANSAS)
) SS:
COUNTY OF ANDERSON)

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, Jere White, who is personally known to me to be the same person who executed the foregoing instrument in writing as incorporator, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of October, 1994.





Catherine A. Barnes, Notary Public

Term Expires:
March 25, 1996

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Not For Profit Fiscal NoticeCorporation Name Kansas Grain Sorghum Producers AssociationCorporate ID Number N/AFEIN Number 48-1117980

Indicate your corporation's tax period in the space below.

Calendar Year _____

Fiscal Year XFiscal closing date June 30

Signature of Corporate Representative

EXECUTIVE DIRECTOR

Title

- Note -

The annual report is due by the fifteenth day of the sixth month after the tax closing date of the corporation. If your corporation applies to the Internal Revenue Service for an extension of time for filing its income tax return, a **copy** of that application must be filed with this office. The application for an extension must be filed in this office not more than 90 days after the due date of the annual report. Kansas statutes provide that a corporation must be at least six months old by its tax closing date before an annual report is required.

Complete and return to:

Secretary of State
2nd Floor, State Capitol
300 S.W. 10th Ave.
Topeka, KS 66612-1594
(913) 296-4564

Bill Graves
Secretary of State



2nd Floor, State Capitol
Topeka, KS 66612-1594
(913) 296-2236

October 17, 1994

STATE OF KANSAS

KANSAS GRAIN SORGHUM PRODUCERS ASSOCIATI

RE: KANSAS GRAIN SORGHUM PRODUCERS ASSOCIATION

ID. NO. 2197606

Enclosed is a certified copy of your non-profit articles of incorporation. This copy and a recording fee must be recorded with the register of deeds in the county where your registered office is located within 20 days after the articles are filed in this office. Your corporation's identification number is at the top of this page. It should be used in all correspondence with this office.

Every non-profit corporation organized under the laws of Kansas must file an annual report with this office showing the corporation's financial condition on the last day of its tax period. If your corporation operates on a tax period other than the calendar year, you must notify our office in writing prior to December 31.

If your corporation has not been incorporated for six months prior to its first tax year end, a report is not required for that year.

The annual report is due by the fifteenth day of the sixth month after the tax closing date of the corporation. If your corporation applies to the Internal Revenue Service for an extension of time for filing its income tax return, a copy of the IRS extension form must be filed in this office within 90 days after the due date of the annual report.

To the Register of Deed

Attached is a certified copy of the articles of incorporation of the above named non-profit corporation. This page should be removed from the certificate before recording.

asr