

ARTICLES OF INCORPORATION
OF
FRONTIER COOPERATIVE COMPANY
BRAINARD, NEBRASKA

Includes all duly-adopted Amendments as of
March 14, 2000

NOTICE OF ADOPTION OF CONSENT BY-LAW

To each member and prospective member: This association has adopted the "consent" by-law. By retaining or obtaining membership in this association after its adoption of that by-law and your receipt of this notice, you consent to include in your gross income for Federal income tax purposes, the full face amount of each qualified written notice of allocation which you receive from this association to evidence your share of the Net Margins.

ARTICLES OF INCORPORATION
OF
FRONTIER COOPERATIVE COMPANY
BRAINARD, NEBRASKA

To further the purpose of organizing as a cooperative corporation pursuant to Sections 21-1301 et seq. R.R.S Neb., and Sections 21-2001 et seq. R.R.S. Neb., the following Revised Articles of Incorporation are adopted.

ARTICLE I

Name

The name of this corporation shall be Frontier Cooperative Company.

ARTICLE II

Registered Office and Registered Agent

The registered office of this corporation shall be Brainard, Butler County, Nebraska 68626. The registered agent at such address shall be Randy Robeson.

ARTICLE III

Purposes and Powers

Section 1. The purpose for which this corporation is organized are:

A. To buy, sell, handle, ship, manufacture, process, grade, market, store and warehouse agricultural products, equipment, and supplies used or consumed in the production of agricultural products, and to carry on any related activity or business and to act as agent, broker, or representative for its stockholders and patrons.

B. To obtain and disseminate information to its stockholders and patrons concerning cooperation, more efficient product marketing, and the use of agricultural products, supplies and implements, and other matters concerning agriculture and cooperation.

C. To generally pursue any course of conduct and activity with cooperative corporations organized under the laws of the State of Nebraska can pursue.

Section 2. This corporation shall have and exercise all of the powers and rights conferred upon cooperative marketing corporations organized and existing pursuant to the provisions of Sections 21-1301 et seq. R.R.S. and Sections 21-2001 et seq. R.R.S., and any enlargements of such powers conferred by subsequent legislative acts. In addition thereto, the corporation shall have and exercise all the powers and rights as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes of the corporation.

ARTICLE IV

Capitalization

Section 1. The authorized capital stock of this Cooperative shall be One Million Dollars (\$1,000,000.00) divided into Ten Thousand (10,000) shares of a par value of One Hundred Dollars (\$100.00) each, which shall be fully paid up when issued and shall be non-assessable.

Section 2. No one stockholder shall own, either directly or indirectly, more than five percent (5%) of the paid up capital stock of the corporation. The board of directors of the corporation shall have the authority to further limit the number of shares which may be held by a stockholder, and may require that any equity capital in excess of such limit be transferred into Members' Equity Credits of equal value.

Section 3. Each stockholder is entitled to one (1) vote in the affairs of this corporation.

Section 4. The capital stock of this corporation may be purchased, owned and held only by persons, including both landlords and tenants in share tenancies who are bonafide producers of agricultural products in the trade territory served by this corporation, who patronize the corporation annually.

Section 5. Any patron of this corporation ineligible to hold capital stock may be issued a Certificate of Participation, granting such patron all the rights and privileges of a stockholder, except that such holder of a Certificate of Participation shall not be eligible to vote.

Section 6. No stockholder shall have a preemptive right to acquire unissued shares of the capital stock of this corporation.

ARTICLE V

Duration

The existence of this corporation shall be perpetual.

ARTICLE VI

Directors

Section 1. The number of members of the board of directors and the manner of their election shall be set forth in the By-laws.

Section 2. No director shall have personal liability to the Cooperative or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, this provision shall not eliminate the liability of the director for:

- a. Any act or omission not in good faith which involves intentional misconduct or a knowing violation of law;
- b. Any transaction from which the director derived an improper direct or indirect financial benefit;
- c. Paying a dividend or approving a stock repurchase which was in violation of law;
- d. Any act or omission which violates a declaratory or injunctive order obtained by the Cooperative or its stockholders; and
- e. Any act or omission occurring prior to the date this provision becomes effective.

The foregoing provision shall not limit the Cooperative from providing any other indemnification permitted by law nor shall it be deemed inclusive of any other rights to which the director may be entitled under any By-law, agreement, or vote of stockholders. The Cooperative may purchase and maintain insurance on behalf of any person who is or was a director of the Cooperative against any liability asserted against him or incurred by him in such capacity or arising out of his status as a director whether the Cooperative would have the power to indemnify him against such liability under the provisions of law or this Article.

Section 3. No person shall lose his status as director covered by the provisions of Section 2 hereof by reason of his serving as the President, Vice-President or Secretary-Treasurer of the Cooperative. The persons holding such offices do not exercise management control or functions for the Cooperative and their activities are limited to serving as officers of the Board of Directors.

ARTICLE VII

By-Laws

The stockholders of this corporation shall have power to adopt or amend By-laws as may be proper and necessary for the management of this association, to define and limit the powers of the directors, officers and managers of this corporation, and may authorize the board of directors to adopt or amend such By-laws.

ARTICLE VIII
Distribution of Earnings

Section 1. After deducting all expenses which are lawfully deductible or excludable in determining the net margins of the corporation, the board of directors shall establish and deduct reasonable amounts for reserves, at such rates as shall be provided by the By-laws of the corporation.

Section 2. From the balance remaining after complying with Section 1, as authorized in the By-laws, the board of directors may pay dividends on the paid up capital stock at a rate not to exceed eight percent (8%) per annum provided, however, that dividends on such stock shall be non-cumulative from year to year.

Section 3. The remaining net margins, after providing for the deductions under sections 1 and 2 of this article, shall belong to and be held for the stockholders and patrons and shall be apportioned among them on a patronage basis at the close of each fiscal year, as provided by the By-laws of the corporation. The by-laws of the corporation shall give a detailed statement of the methods to be followed in distributing earnings or savings.

ARTICLE IX
Seal

This corporation shall have no seal.

ARTICLE X
Amendments

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the stockholders present and voting on such amendments at any meeting called for that purpose.

The foregoing Revised Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Revised Articles of Incorporation (filed March 28, 1986)
Amendment (filed March 24, 1989)
Amendment (filed March 2, 1990)
Amendment (filed March 14, 2000)