

**ARTICLES OF INCORPORATION
OF
PLAINS OILSEED PRODUCTS COOPERATIVE, INC.**

ARTICLE I

NAME

The name of this Corporation is Plains Oilseed Products Cooperative, Inc., which is being formed pursuant to the Cooperative Marketing Act of the State of Oklahoma.

ARTICLE II

PURPOSES

The purposes of this Corporation shall be to engage in any activity in connection with: (a) the marketing and selling of agricultural products including, but not limited to, the receiving, handling, preparing, milling, crushing, shipping, storing and marketing of canola, soybean, sunflower and other oil producing agricultural products; (b) the harvesting, preserving, drying, processing, blending, packing, grading, storing, warehousing, handling, shipping or utilizing of canola, soybean, sunflower and other oil producing agricultural products; (c) the manufacturing, marketing or supplying of the byproducts of canola, soybean, sunflower and other oil producing agricultural products; (d) the manufacturing, selling or supply of machinery, equipment, feed, fertilizer or seeds, or buying and selling oil, gasoline or other supplies; (e) the financing of any of the enumerated activities specified in this Article II; (f) the performing or furnishing of business or educational services on a cooperative basis for those engaged in agriculture as bona fide producers of agricultural products; or (g) engaging in any one or more of the activities specified in this Article II or as may be otherwise permitted by the Cooperative Marketing Act of the State of Oklahoma.

ARTICLE III

DURATION

The duration of this Corporation shall be perpetual from the date these Articles of Incorporation are filed with the Oklahoma Secretary of State.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS; REGISTERED AGENT

The principal place of business of this Corporation in the State of Oklahoma shall be 800 N. Harvey, Oklahoma City, Oklahoma 73102 and the registered agent of the Corporation at that location is Terry Detrick.

ARTICLE V

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than five (5) or more than twenty-one (21) as shall be prescribed by the Bylaws, which shall also prescribe the qualifications for Directors and the manner and method to be followed in their election; provided, however, all of

the Directors shall be Members of the Corporation or officers, directors or members of member associations.

ARTICLE VI AMENDMENTS

These Articles of Incorporation may be amended at any regular meeting or any special meeting called for the purpose. An amendment must first be approved by two-thirds (2/3) of the Directors, and then adopted by a two-thirds (2/3) vote of all Members present at the meeting.

ARTICLE VII CAPITAL STOCK

Section 1. Authorized Capital Stock. The total authorized Capital Stock of the Corporation shall be Twenty-Five Million Dollars (\$25,000,000.00) divided into Two Hundred Forty Thousand (240,000) shares of common stock having a par value of One Hundred Dollars (\$100.00) per share (the "Common Stock") and One Million (1,000,000) shares of preferred stock having a par value of One Dollar (\$1.00) per share (the "Preferred Stock"). The return on the Corporation's capital stock shall not exceed eight percent (8%) per annum.

Section 2. Common Stock. The Common Stock of this Corporation may be purchased, owned or held only by cooperative associations and/or persons engaged in the production of agricultural products to be handled by or through the Corporation, including the lessees and tenants of land used for the production of agricultural products and any lessors and landlords who receive as rent all or part of the crop raised on the leased premises. The holders of Common stock shall be eligible voting Members as set forth in the Bylaws of the Corporation.

Section 3. Preferred Stock. The Corporation may issue and sell Preferred Stock to Members or non-Members. The relative rights, interests, and preferences of Preferred Stock shall be the same as Common Stock except Preferred Stock shall be non-voting stock.

ARTICLE VIII INCORPORATING DIRECTORS

The names and addresses of each of the incorporators of the Corporation, each of whom will serve as incorporating Directors for the first term, or until the election and qualification of their successors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Terry Detrick	P.O. Box 24000 Oklahoma City, OK 73124
Matt Gard	Rt. 1 Box 16 Fairview, OK 73737
Walt Grabow	Rt. 1 Box 24 Omega, OK 73764
Jerry Hedges	Rt. 1 Box 144 Vici, OK 73859

Mark Holder

P.O. Box 8086
Altus, OK 73522

Pete McDaniel

Rt. 2 Box 209A
Apache, OK 73006

Clay Pope

Rt. 1 Box 76
Loyal, OK 73756

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this 10th day of August, 2007.

/s/ Terry Detrick
Terry Detrick

/s/ Mark Holder
Mark Holder

/s/ Matt Gard
Matt Gard

/s/ Pete McDaniel
Pete McDaniel

/s/ Walt Grabow
Walt Grabow

/s/ Clay Pope
Clay Pope

/s/ Jerry Hedges
Jerry Hedges

STATE OF OKLAHOMA)
) ss
COUNTY OF OKLAHOMA)

Before me the undersigned, a Notary Public, in and for said County and State, on this 10th day of August, 2007, personally appeared Terry Detrick, Matt Gard, Walt Grabow, Jerry Hedges, Mark Holder, Pete McDaniel and Clay Pope to me known to be the identical persons who executed the within and foregoing Articles of Incorporation of Plains Oilseed Products Cooperative, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposed therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

/s/ Jeanetta Moore
Notary Public No. 02003178

My Commission Expires: April 3, 2010

(Seal)

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