

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 130405



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Cenex Harvest States Cooperatives

2. It is incorporated under the laws of Minnesota

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

Cenex Harvest States Cooperatives Inc.

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 07/15/1936 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is  
5500 Cenex Drive, Inver Grove Heights, Minnesota 55077

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street

(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is C T Corporation System  
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Receive, handle, store, warehouse, manufacture, process, market, purchase, sell and otherwise deal in the agricultural products of its members, nonmembers and others, including the processing and exporting of grain and other agricultural products. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>SEE ATTACHMENT</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

MAR 07 2003

By [Signature]

7/13/03

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SECRETARY OF STATE  
CORPORATIONS DIVISION

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
	Non Stock Cooperative	N/A	\$0.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
	Non Stock Cooperative	N/A	\$0.00

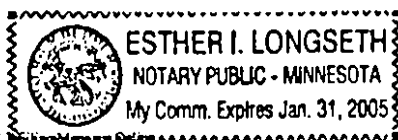
11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,023,872,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. {divide (b) by (a) and multiply by 100 to obtain the percentage}.
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 7,753,012,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % {divide (b) by (a) and multiply by 100 to obtain the percentage}.
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: January 20, 2003

Cenex Harvest States Cooperatives  
Print Exact Name of Corporation Making Application  
By [Signature]  
John Schmitz ☐ President or ☒ Vice President (check one)  
By [Signature]  
Nanci L. Lilja ☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF Minnesota  
COUNTY OF Dakota

In Inver Grove Heights, on this 20th day of January, 2003, personally appeared before me John Schmitz and Nanci Lilja who, being by me first duly sworn, declared that he/she is the Vice President and Asst. Secy, resp. of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



[Signature]  
Notary Public Esther I. Longseth  
My Commission Expires: 01/31/2005

last updated: 12/09/02

## Cenex Harvest States Cooperatives

### Directors

#### Name

#### Address

Michael Toelle, Chairman  
Robert Bass, 1<sup>st</sup> Vice Chairman  
Jim Kile, 2<sup>nd</sup> Vice Chairman  
Merlin Van Walleghe, Secretary-Treasurer  
Bruce Anderson, Asst. Secretary-Treasurer

RR 1, Box 190, Browns Valley, MN 56219  
E6391 Bass Road, Reedsburg, WI 53959  
508 W Bell Lane, St. John, WA 99171  
24106 - 408<sup>th</sup> Ave., Letcher, SD 57359-6021  
13500 - 42<sup>nd</sup> Street NE, Glenburn, ND 58740-9564

David Bielenberg  
Dennis Carlson  
Curt Eischens  
Robert Elliott  
Robert Grabarski  
Jerry Hasnedl  
Glen Keppy  
Randy Knecht  
Leonard Larsen  
Richard Owen  
Duane Stenzel  
Elroy Webster

16425 Herigstad Road NE, Silverton, OR 97381  
3255 50<sup>th</sup> Street, Mandan, ND 58554  
2153 330<sup>th</sup> Street North, Minneota, MN 56264-1880  
324 Hillcrest, Alliance, NE 69301  
1770 Highway 21, Arkdale, WI 54613  
12276 150<sup>th</sup> Avenue SE, St. Hilaire, MN 56754-9776  
21316 - 155<sup>th</sup> Avenue, Davenport, IA 52804  
40193 112<sup>th</sup> Street, Houghton, SD 57449  
5128 - 11<sup>th</sup> Ave. N., Granville, ND 58741-9595  
P. O. Box 129, 1591 Hawarden Rd., Geraldine, MT 59446  
62904 295<sup>th</sup> Street, Wells, MN 56097  
47947 370<sup>th</sup> Street, Nicollet, MN 56074

### Officers

John D. Johnson, President and CEO

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Allen J. Anderson, Vice President  
Governmental Relations

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Richard L. Baldwin, Vice President  
Human Resources & Administration

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Gaylon G. Bratland, Vice President  
Risk Management

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Lorne E. Brown, Vice President  
Crude Oil Supply

216 Sixteenth St Mall, Suite 950  
Denver, CO 80202

Richard H. Browne, Vice President  
Harvest States Grains and Foods Division

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Paul Culver, Vice President  
Propane

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Jay D. Debertin, Vice President  
Energy Operations

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Jodeil M. Heller, Vice President  
and Controller

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Anwer Hussain, Vice President  
Lubricants

5500 Cenex Drive  
Inver Grove Heights, MN 55077

Larry Johnson, Vice President  
Energy Sales

5500 Cenex Drive  
Inver Grove Heights, MN 55077

David A. Kastelic Vice President, General Counsel & Assistant Secretary	5500 Cenex Drive Inver Grove Heights, MN 55077
Patrick M. Kluempke, Executive Vice President Corporate Planning	5500 Cenex Drive Inver Grove Heights, MN 55077
Daniel G. Knepper, Vice President Refining, Pipelines, Terminals and Residual Marketing	803 Highway 212 S, PO Box 909 Laurel, MT 59044
Thomas D. Larson, Executive Vice President Public Affairs	5500 Cenex Drive Inver Grove Heights, MN 55077
Nanci L. Lilja Assistant Secretary	5500 Cenex Drive Inver Grove Heights, MN 55077
Esther I. Longseth Assistant Secretary	5500 Cenex Drive Inver Grove Heights, MN 55077
Thomas R. Medd, Vice President Processing	5500 Cenex Drive Inver Grove Heights, MN 55077
Levi A. Morin, Vice President Refined Fuels Distribution (RFD)	5500 Cenex Drive Inver Grove Heights, MN 55077
Kelly E. Morrow, Vice President Transportation	5500 Cenex Drive Inver Grove Heights, MN 55077
Don Olson, Vice President Refined Fuels Marketing/Retail Development	5500 Cenex Drive Inver Grove Heights, MN 55077
Dan Ostendorf, Vice President Controller, Energy	5500 Cenex Drive Inver Grove Heights, MN 55077
Mark L. Palmquist, Executive Vice President/COO Harvest States Grains & Foods Division	5500 Cenex Drive Inver Grove Heights, MN 55077
Steve Parsons, Vice President Energy New Ventures	5500 Cenex Drive Inver Grove Heights, MN 55077
John J. Schmitz, Executive Vice President & Chief Financial Officer	5500 Cenex Drive Inver Grove Heights, MN 55077
David R. Swenson, Vice President Country Operations	5500 Cenex Drive Inver Grove Heights, MN 55077
Linda S. Tank, Vice President Communications	5500 Cenex Drive Inver Grove Heights, MN 55077
James D. Tibbetts, Vice President Foods	5500 Cenex Drive Inver Grove Heights, MN 55077
Leon E. Westbrook, Executive Vice President/COO Energy and Crop Inputs	5500 Cenex Drive Inver Grove Heights, MN 55077

## Attachment to Rhode Island

**Purpose Clause**

Receive, handle, store, warehouse, manufacture, process, market, purchase, sell and otherwise deal in the agricultural products of its members, nonmembers and others, including the processing and exporting of grain and other agricultural products. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.