

Filing Fee: \$150.00

ID Number: 113160



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Agro Distribution, LLC *OK*

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is June 4, 1999

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street Providence , RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

5500 Cenex Drive, Inver Grove Heights, MN 55077

9. The mailing address for the limited liability company is:

5500 Cenex Drive, Inver Grove Heights, MN 55077

FILED
JUN 23 2000

By [Signature]
245696

REC'D
JUN 17 11 10
CORPORATION DIVISION

10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

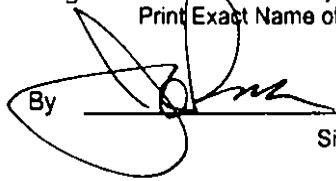
<u>Manager</u>	<u>Address</u>
See Addendum	

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 5-17-00

Agro Distribution, LLC
Print Exact Name of Limited Liability Company Making Application

By  John Rebane, Asst. Secretary
Signature of authorized person

AGRO DISTRIBUTION, LLC
Members/Directors/Officers
Personal Information

Members

Land O'Lakes Holdings, Inc.
4001 Lexington Avenue North
Arden Hills, MN 55126

CHS Holdings, Inc.
5500 Cenex Drive
Inver Grove Heights, MN 55077

Directors:

John E. Gherty
2255 Southshore Blvd.
White Bear Lake, MN 55110
398-42-5316
01-31-44

John Johnson
10 Echo Lake Blvd.
Mahtomedi, MN 55115
503-58-3107
09-24-48

Bob Honse
2015 Hagan Drive
Lawrence, KS 66047
168-34-5952
8- -43

Duane Halverson
1759 Roxanna Lane
New Brighton, MN 55112
481-54-3214
01-24-45

Presidents:

A. J. Giese (AI)
2244 Golf View Drive
River Falls, WI 54022
480-62-2913
07-17-48

Stan Riemann
15714 Quail Ridge Drive
Smithville, MO 64089
4-30-51

Secretary and Treasurer

James J. Greengard
2677 Imperial Avenue North
Lake Elmo, MN 55042
469-50-0114
08-02-46

Jane Politiski
5232 Oaklawn
Edina, MN 55424
474-58-0892
3-7-58

(AGRO DISTRIBUTION, LLC. continued)

Directories:

John Rebane
2730 Glenhurst Ave.
Minneapolis, MN 55416
474-50-0724
10-29-46

Bob Dever
130 Spruce Street, 15B
Philadelphia PA 19106
162-34-4711
01-27-44

Vice Presidents:

Dave Anderson
301 Red Hawk Circle
Silver Thome CO 80498
483-64-8698
07-02-51

Pat Burgers
#2 South Hidden Acres Drive
Sioux City, IA 51108
485-68-9710
7-2-60

Stan Marquardt
6891 Booth Ave. E.
Inver Grove Heights, MN 55076
505-38-9692
06-14-37

Jim Witthaus
4509 Grove Drive
Lawrence, KS 66049
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Robert Broich
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New Brighton, MN 55112
473-54-9201
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Inver Grove Heights, MN 55077
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6-9-58

Bruce Senst
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384-60-0985
10-21-52

Brad Englund
8389 Hidden Ponds Alcove
Woodbury, MN 55125
471-66-2684
02-19-54

William Card
1135 W. Division Street
River Falls, WI 54022
473-62-7442
05-27-52

Steve Miller
310 Jesse James Lane
Mahtomedi, MN 55115
475-68-3553
06-07-55

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGRO DISTRIBUTION, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0510718

DATE: 06-21-00