

Minnesota Soybean Processors

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 Brewster, Minnesota 56119-0100
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**Application for Membership and Subscription Agreement for
 One (1) Non-Transferable Membership Common Unit**

By signing this application to become a member of Minnesota Soybean Processors (hereafter the "Cooperative"), the undersigned agrees: (1) to purchase one common unit of the Cooperative for \$250.00, which is the membership units of the Cooperative and is issued subject to the Articles of Organization and Bylaws of the Cooperative; (2) that the \$250 will be immediately available to the Cooperative and used for working capital; (3) that the membership common unit is non-transferable and cannot appreciate in value; and (4) to be bound by the terms and conditions set forth on the reverse side of this application.

The undersigned also agrees and understands that its membership in the Cooperative is subject to the Articles of Organization, Bylaws and policies of the Cooperative, and that one requirement of patron membership established there under is owning at least 2,500 Class A preferred units and entering into a uniform marketing and delivery agreement with the Cooperative to deliver one or more bushels of soybeans annually to the Cooperative for each Class A preferred unit owned by the undersigned pursuant to the terms thereof. Failure to meet the membership requirements of the Cooperative may result in membership termination. Upon acceptance by an authorized agent for the Cooperative, this application shall become the binding Membership Agreement between the undersigned and the Cooperative.

PLEASE PRINT – APPLICANT(S) INFORMATION

Applicants Name: _____
 (Name of Individual(s), Partnership, or Corporation)

Authorized Representative: _____

Address: _____
 (Mailing address including City, State, Zip Code)

County: _____ Telephone: _____

TYPE OF APPLICANT(S) – Check One

___ Individual ___ Partnership ___ Corporation ___ LLC ___ Other

Social Security Number of Individual(s) Applying for Membership: _____ **OR** _____
 Federal Tax Identification No. of Partnership, LLC, Corporation, Other

Certification – Under the penalties of perjury, the undersigned certifies that:

- (1) The number shown on this form is the correct taxpayer identification number of the applicant (or a number is to be issued to me).
- (2) The applicant is eligible to become a patron member or nonpatron member as established by or pursuant to the Cooperative's Articles of Organization and Bylaws.
- (3) The applicant has read, understands, and accepts the stated terms and conditions set forth on the reverse side of this Membership Agreement.
- (4) The applicant has been provided with all of the information it believes necessary to a complete understanding of the Cooperative and membership in the Cooperative.

Signature of Applicant(s) _____ Date _____

_____ Date _____

IMPORTANT: The terms and conditions set forth on the reverse side hereof are part of this membership agreement

Membership Accepted by MnSP Representative _____ Date _____

THE COOPERATIVE

Minnesota Soybean Processors (the "Cooperative") was incorporated as a cooperative under and pursuant to the provisions of Chapter 308A of Minnesota Statutes. Effective April 1, 2013, the Cooperative elected to become governed by and subject to Chapter 308B of Minnesota Statutes. The Cooperative is governed by a Board of Directors ("the Board"), the number and qualifications of which are as prescribed in the Bylaws of the Cooperative. The Cooperative is organized with capital units consisting of 5,000 common units, which are the membership units of the Cooperative, 50,000,000 Class A preferred units, which are the delivery units of the Cooperative and represent the patron membership units of the Cooperative, 10,000,000 Class B preferred units, which are non-delivery and nonvoting and represent nonmember interests in the Cooperative and upon which the Cooperative may pay up to an 8% dividend on the value of the consideration paid for the units, which dividend may be cumulative, 50,000,000 Class C preferred units, which are non-delivery units and represent nonpatron membership units in the Cooperative, and 50,000,000 Class D preferred units, which are non-delivery units and represent nonpatron membership units in the Cooperative. The common units are non-transferable and cannot appreciate in value. The preferred units may only be transferred upon the consent of the Board of Directors. The annual net income of the Cooperative in excess of dividends on Class B preferred units will be allocated between the patron membership interests and nonpatron membership interests and within each such class generally in proportion to patronage business conducted or units held, as more particularly provided in the Bylaws of the Cooperative. The capital units and any outstanding patronage equities may only be redeemed at the option of the Board of Directors in accordance with the Articles and Bylaws. A copy of the Cooperative's Articles and Bylaws are available for inspection at the Cooperative's office and upon request.

COMMON UNITS AND MEMBERSHIP

Membership in the Cooperative is restricted to those persons who meet each of the membership requirements set forth in or established pursuant to the Articles and Bylaws of the Cooperative, which includes owning one common unit and a minimum number of Class A, Class C, or Class D preferred units and, in the instance of patron membership, includes entry into a uniform marketing and delivery agreement with the Cooperative, as more particularly provided in the Bylaws. Failure to meet those membership requirements on an ongoing basis may result in termination of membership. Each member has one vote in the affairs of the Cooperative, regardless of the number of preferred units the member may hold, provided that the Board may establish and issue one or more than one series of Class D preferred units with voting power in proportion to units held upon a majority of the voting power of members present at a duly held meeting called for such purpose, as more particularly provided in the Bylaws. **The membership common unit in the Cooperative is non-transferable.**

NOTICE OF UNIT RETAIN/ADDITIONAL CAPITAL CONTRIBUTIONS AUTHORITY

The person who signs this application is hereby notified that the Cooperative may require additional investment in its capital pursuant to Section 2.4 of the Cooperative's Bylaws, which provides in part that, upon approval by a 60% majority of the votes cast by Patron Members at a duly held meeting of the members called for that purposes, both patron members (holders of Class A preferred units) and nonpatron members (holders of Class C or D preferred units) must contribute additional capital to the Cooperative in the form of a unit retain for patron members or additional capital contributions for nonpatron members.

PLEASE READ SECTION 2.4 OF THE BYLAWS CAREFULLY BEFORE BECOMING A MEMBER. IT SETS FORTH IMPORTANT RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE COOPERATIVE IN THE EVENT THE COOPERATIVE REQUIRES ADDITIONAL INVESTMENT IN ITS CAPITAL.