

CERTIFICATE OF INCORPORATION  
OF

WILLOW HILLS R.C.N. DAIRY, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

WILLOW HILLS R.C.N. DAIRY, INCORPORATED

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **April 29, 1981**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

APR 29 8 23 AM '81

OF

SECRETARY OF STATE

WILLOW HILLS R.C.N. DAIRY, INCORPORATED

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is WILLOW HILLS R.C.N. DAIRY, INCORPORATED

ARTICLE II - DURATION

The period of its duration is perpetual.

ARTICLE III - PURPOSES

The purpose of the corporation shall be to conduct any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act as from time to time authorized by its Board of Directors, including but not limited to;

(a) To acquire farm properties and other real estate, by purchase, lease or other wise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds, and to engage in dairying. In general, to conduct

in all their several departments and branches, the business farmers, dairymen, and stock raisers, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

(b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

(c) To conduct business anywhere in the world.

In pursuit of this purpose, the corporation will have all the powers granted to it by law.

#### ARTICLE IV - STOCK

The aggregate number of shares which the corporation shall be authorized to issue is 100,000 shares of the par value of \$10.00 per share. All stock of this corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call and is non-assessable.

#### ARTICLE V- PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Before the Board of Directors shall issue any unissued shares of this corporation, it shall give written notice to each shareholder by registered or certified mail at that shareholder's address as shown in the stock records of

the corporation of the proposed issuance and of the terms and conditions under which the shares are proposed to be issued. For a period of 30 days after the mailing of such notice, any shareholder shall have the right on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving written notice of such election to the corporation at its registered office by registered or certified mail. If any shareholder does not give notice of his election to acquire such shares within such 30-day period, the shares may be issued to others but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the shareholders. The shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible and real or personal, or shares issued in performing an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation. Except as provided above the shareholders shall have no pre-emptive rights to acquire any securities of this corporation.

#### ARTICLE VI- INITIAL CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

#### ARTICLE VII- INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its initial registered agent at such address is:

<u>Name of Agent</u>	<u>Address of Registered Office</u>
P. Chad Bailey	Route #2 Rupert, Idaho 83350

#### ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three (3). The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>	<u>City &amp; State</u>
P. Chad Bailey	Route #2	Rupert, Idaho 83350
Ronald F. Bailey	Route #2	Rupert, Idaho 83350
Norman R. Bailey	Route #2	Rupert, Idaho 83350

#### ARTICLE IX - INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>	<u>City &amp; State</u>
P. Chad Bailey	Route #2	Rupert, Idaho 83350
Ronald F. Bailey	Route #2	Rupert, Idaho 83350
Norman R. Bailey	Route #2	Rupert, Idaho 83350

#### ARTICLE X - MEETING OF SHAREHOLDERS AND AMENDMENTS TO BY-LAWS

At any meeting of the shareholders, a majority of

the shares entitled to vote, represented in person or by proxy, shall constitute a quorum and, if a quorum is present, the affirmative vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

The Board of Directors shall have power to adopt By-Laws for the government of the Board and the Corporation not inconsistent with law or these articles, and to amend or repeal the same at pleasure.

#### ARTICLE XI - DIRECTORS' CONDUCT

No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors, or officers of, such other trust, organization or corporation.

Any Director individually, or any trust, organization or corporation with which any Director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the board of Directors or a majority thereof.


Any Director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the

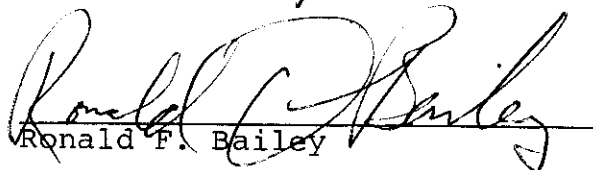
corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director, or officer of such other trust, organization or corporation, or not so interested.

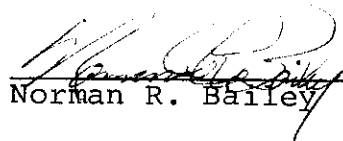
ARTICLE XIII - CUMULATIVE VOTING OF SHARES

At all elections of directors, cumulative voting shall be allowed so that each such holder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) such holder would be entitled to cast for election of Directors with respect to his shares of stock, multiplied by the number of directors to be elected by him and such holder may cast all such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them, as such holder may see it.

DATED this 27<sup>th</sup> day of April, 1981.

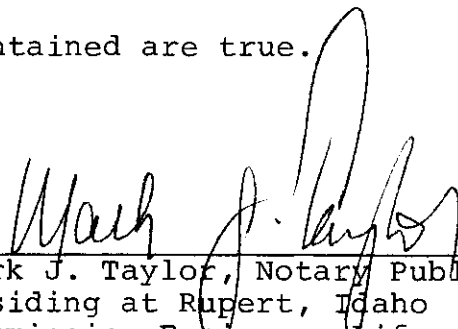
  
P. Chad Bailey

  
Ronald F. Bailey

  
Norman R. Bailey

STATE OF IDAHO            )  
                                  ) ss.  
County of Minidoka        )

I, Mark J. Taylor, a Notary Public, hereby certify that on the 27<sup>th</sup> day of April, 1981, Ronald F. Bailey, P. Chad Bailey and Norman R. Bailey personally appeared before me who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

  
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Mark J. Taylor, Notary Public  
Residing at Rupert, Idaho  
Commission Expires: Life