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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
STATE OF IDAHO

SPRINGFIELD DAIRY, INC.

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: That the name of the corporation is Springfield Dairy, Inc.

SECOND: That the period of its duration is perpetual.

THIRD: That the purposes for which the corporation is organized are the transaction of any and/or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of one class, without par value and with full preemptive rights under the Idaho Business Corporation Act.

FIFTH: That the address of the initial registered office of the corporation is 320 Memorial Drive, Idaho Falls, Idaho 83402, and the name of its initial registered agent at such address is David Kuhn.

SIXTH: That the shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

(a) Except as set forth in paragraph (c) herein, no such distribution shall be made, if at all, until such time as the terms of the original lease with Dairyland, Inc. have been complied with in full.

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(b) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(c) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares.

(d) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the stockholder receiving the same concurrently with the distribution thereof.

SEVENTH: That the number of directors constituting the initial Board of Directors of the corporation is three (3), with a minimum of two (2) and a maximum of six (6) thereafter, and the name and address of the persons who are to serve as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Frank Vandersloot	320 Memorial Drive Idaho Falls, ID 83402
Gaylen Clayson	710 East 600 North Firth, ID 83236
David Kuhn	320 Memorial Drive Idaho Falls, ID 83402

The Directors of the corporation shall not receive compensation for their services as Directors, unless so designated by a majority vote of Stockholders, excluding the vote of any Stockholder who is a Director being considered for such compensation.

EIGHTH: That the name and address of the incorporator is:

Name

Address

David Kuhn

320 Memorial Drive
Idaho Falls, ID 83402

DATED this 30 day of September, 2002.

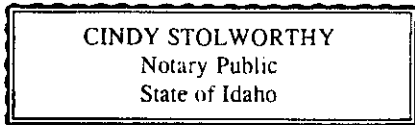

David Kuhn

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 30 day of September, 2002 before me, the undersigned, a notary public in and for said state, personally appeared David Kuhn, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)



Cindy Stolorthy
Notary Public for Idaho
Residing at Idaho Falls, ID
My commission expires: 5-26-07

jmw
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