



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

IDAHO DAIRY COUNCIL, INC.

was filed in the office of the Secretary of State on the 18th day of June A. D. One Thousand Nine Hundred *seventy-six* and is ~~will be~~ duly recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *Perpetual Existence* from the date hereof, with its registered office in this State located at *Boise, Idaho* in the County of *Ada* and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 18th day of June
A.D., 19 76.

Secretary of State.

ARTICLES OF INCORPORATION
of
IDAHO DAIRY COUNCIL, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all full age citizens of the United States, this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation without capital stock, under and pursuant to Title 30, Chapter 10 of the laws of the State of Idaho, and that we do hereby make, acknowledge and declare the following to be our Articles of Incorporation.

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be Idaho Dairy Council, Inc., and the principal place of business shall be in Boise, Ada County, Idaho, and at such other branch offices as may be designated by the Board of Directors.

ARTICLE II - OBJECTIVE AND PURPOSE

The Corporation is organized for the purpose of contributing to the achievement of optimal health by Idaho citizens through leadership in nutrition research and nutrition education based on the concept of a balanced diet, including milk and milk products, in accordance with scientific recommendations, thus increasing the market for milk and dairy products, strengthening the dairy industry and Idaho Agriculture; and

To perform any operation and to conduct any affairs authorized or permitted by the Idaho Not-For-Profit Corporation Code and to

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conduct and perform any and all activities that may be related in any manner to the foregoing.

Net earnings, properties or assets of this Corporation are irrevocably dedicated to educational, charitable and scientific purposes and, upon dissolution or otherwise, shall not insure to the benefit of any private person or individual or to any member or Director of this Corporation. Upon the liquidation or dissolution of the Corporation, all properties and assets of the Corporation remaining after paying or providing for all debts and obligations thereof shall be distributed and paid over exclusively for the purposes of the Corporation or to some other fund, foundation, organization or corporation organized exclusively for educational, charitable and scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in effect or as subsequently amended, as the Board of Directors of this Corporation shall determine.

ARTICLE III - DURATION

The duration of this corporation shall be perpetual unless dissolved in accordance with the laws of the State of Idaho.

ARTICLE IV - MEMBERSHIP

The Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions as the by-laws may specify; providing the rights of each new member are equal, and no member shall have or acquire a greater interest therein than any other member.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the corporation shall be controlled and managed by a Board of Directors. The method of election of directors shall be determined by the by-laws of the corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of nine (9) members and their names and addresses are as follows:

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| Raymond J. Delay Route 1 Athol, Idaho 83801 | William Royston Route 1 Payette, Idaho 83661 |
| Allen C. George Route 1, Box 105 Homedale, Idaho 83628 | Ruth E. Miller Route 2 Kuna, Idaho 83634 |
| Henry A. Reid Route 2, Box 36 Jerome, Idaho 83338 | Donald Rex Gerratt Route 3, Box 353A Burley, Idaho 83318 |
| Arden G. Klingler Route 2 Rexburg, Idaho 83440 | J. Arthur Park Route 1, Box 72 Shelley, Idaho 83274 |
| Gene S. Hawkes Route 3 Preston, Idaho 83263 | |

ARTICLE VII - OFFICE AND AGENT OF CORPORATION

The initial registered office of the corporation shall be at 1365 North Orchard, Boise 83704, Ada County, Idaho. The initial registered agent of the corporation at such address shall be Ray L. West.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3rds) vote of the entire membership of the corporation at any regular or duly called special meeting of the membership.

ARTICLE IX - PRIVATE PROPERTY EXEMPT

The private property of the members of this corporation shall be exempt from any and all liability for any debts or obligations of the corporation.

IN WITNESS WHEREOF, Idaho Dairy Council, Inc. has caused these Articles of Incorporation to be executed and its corporate seal to be affixed, and has caused the foregoing to be attested, all in accordance with law and by its duly authorized officers, on this, the 18th day of June, 1976.

(CORPORATE SEAL)

IDAHO DAIRY COUNCIL, INC.

ATTEST:

North Park
Frank J. Miller
Class of George

Raymond J. Delay
Aug 19

STATE OF IDAHO)
County of Ada) ss.

On this 18th day of June, 1976, before me the undersigned, a Notary Public in and for said State, personally appeared J. Arthur Park, Ruth E. Miller, Raymond J. Delay, Allen C. George, and Henry A. Reid, known to me to be the person whose names are subscribed to the within instrument, and

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acknowledged to me that they executed the same for and on behalf of said Idaho Dairy Council, Inc.

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


Margaret Lawrence
Notary Public for Idaho
Residing in Boise, Idaho