

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

MORGAN DAIRY RANCHES, INC.

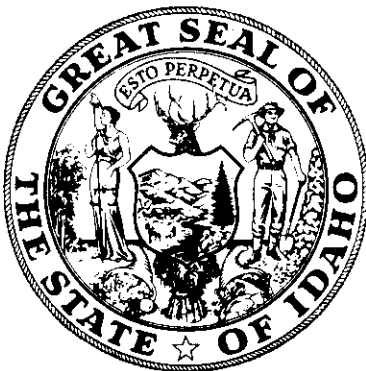
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MORGAN DAIRY RANCHES, INC.

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: _____



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

John T. Cook

1
2 ARTICLES OF INCORPORATION
3 OF
4 MORGAN DAIRY RANCHES, INC.
5

6 KNOW ALL MEN BY THESE PRESENTS:

7 That we, the undersigned, natural persons of legal age,
8 citizens of the United States, and residents of the State of
9 Idaho, have this day voluntarily associated ourselves together
10 for the purpose of forming a corporation under the constitution
11 and laws of the State of Idaho, and we do hereby certify:

12 ARTICLE I

13 The name of this corporation shall be "Morgan Dairy
14 Ranches, Inc."

15 ARTICLE II

16 The purposes for which this corporation is formed are:

17 1. To acquire farm and ranch properties and other
18 real estate, by purchase, lease or otherwise, to im-
19 prove and develop the same, and thereon to plant, sow,
20 cultivate and harvest grains, hay, forage, sugar beets,
21 fruit, potatoes, beans, seed, and all kinds of farm
22 produce and products of the soil. To breed, raise,
23 buy, pasture, prepare for market, exhibit, sell, and
24 deal in livestock of all kinds. To engage in dairying
25 and ranching. To conduct in all their several depart-
26 ments and branches, the business of farmers, fruit
growers, dairymen, stock raisers and land leveling and
trucking. To do everything incidental or conducive to
the full accomplishment of the foregoing objects.

2. To buy, sell, mortgage, exchange, lease, let,
hold for investment or otherwise, use and operate, real
estate of all kinds, improved or unimproved, and any
right or interest therein. To purchase, breed, raise,
produce, or otherwise acquire, invest in, own, hold,
use, mortgage, pledge, sell, assign, transfer, or

1 otherwise dispose of, trade, deal in and deal with any
2 and all kinds of animals and agricultural products,
3 farm machinery, land leveling equipment, trucking
4 equipment and manufacture, produce, purchase, or
otherwise acquire, invest in, own, mortgage, pledge,
sell, assign, transfer, or otherwise of, deal in, and
deal with any and all articles of things.

5 3. To manufacture, produce, buy, sell, trade and
6 deal in any and all types and kinds of goods, ma-
7 chinery, products, merchandise and personal property of
every class and description at wholesale or retail for
and on the account of the corporation or as manufac-
turer, broker, factor, or agent for others.

8 4. To enter into, make, perform and carry out
9 contracts of every sort and kind with any person, firm
10 or corporation or other legal entity and to acquire and
11 take over the good will, property, rights, franchises,
options and assets of every kind and the liabilities of
any person, firm, association, corporation or other
12 legal entity either wholly or in part, and to pay for
the same in cash, stock, or bonds of the corporation or
otherwise.

13 5. To purchase or acquire property, business
14 rights or franchises or for any other object in or
about its business affairs, to incur debt and to borrow
15 and secure the payment of money in any lawful manner,
including the issue and sale or other disposition of
16 bonds, debentures, notes or other evidence of indebted-
ness, and to acquire by purchase, gift, or otherwise,
17 shares of its own corporate stock and cancel the same
or any part thereof, or hold all or any of such stock
18 for resale as treasury stock, or for the purpose of
making stock dividends to its shareholders and to re-
19 strict the transferability of its outstanding shares to
the extent reasonably necessary to protect the rights
20 of the corporation and its shareholders in any stock
purchase, contracts, or options that may be made
21 between themselves or any of them.

22 6. To act as surety or creditor in any and all
23 types of engagement, including the power to execute,
endorse and deliver contracts and to guarantee the
24 prompt and faithful performance for payment of debts,
notes, agreements, contracts and undertakings of any
other person, firm, partnership, or corporation, and to
25 act as accommodation co-maker or guarantor on obliga-
tions either as primary or secondary obligor.

26 7. Without in any manner limiting any of the

1 objects, purposes or powers of the corporation, the
2 business or purposes of said corporation shall be from
time to time to do any one or more of all of the acts
or things herein set forth.

3 8. The several subdivisions contained in this
4 paragraph of purposes shall be construed as both
5 purposes and powers and the enumeration thereof shall
6 not be held to limit or restrict in any manner the
general powers conferred on business corporations by
the laws of the State of Idaho, all of which powers are
hereby expressly claimed.

7 ARTICLE III

8 The corporation shall have perpetual existence.

9 ARTICLE IV

10 The registered office of said corporation in the State
11 of Idaho shall be located in Idaho, in the County of Jerome, and
12 that the post office address of the registered office of said
13 corporation in the State of Idaho is Route 2, Box 75, Hazelton,
14 Idaho 83335. The registered agent of the corporation is Lee F.
15 Morgan, whose address is Route 2, Box 75, Hazelton, Idaho 83335.

16 ARTICLE V

17 The capital stock of said corporation shall be composed
18 entirely of stock of no-par value and the authorized number of
19 such shares of no-par value stock shall be One Thousand (1,000).
20 That all of said stock shall be known as common stock.

21 ARTICLE VI

22 The amount of capital stock of said corporation which
23 has been actually subscribed is Four (4) shares, and the follow-
24 ing are the names and post office addresses of each of the
25 incorporators and initial directors and the number of shares
26 subscribed by each.

Names of Incorporators and Initial Directors	Post Office Addresses	No. of Shares Subscribed
Lee F. Morgan	Route 2, Box 75 Hazelton, ID 83335	1
Barbara A. Morgan	Route 2, Box 75 Hazelton, ID 83335	1
Cody G. Morgan	Route 2, Box 75 Hazelton, ID 83335	1
Arlen W. Morgan	Route 2, Box 75 Hazelton, ID 83335	1

IN WITNESS WHEREOF, we have hereunto set our hands this
30th day of April, 1984.

Lee F. Morgan
 LEE F. MORGAN

Barbara A. Morgan
 BARBARA A. MORGAN

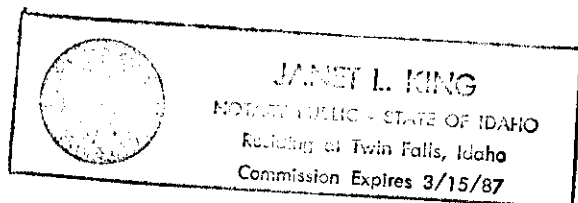
Cody G. Morgan
 CODY G. MORGAN

Arlen W. Morgan
 ARLEN W. MORGAN

STATE OF IDAHO)
) ss.
 County of Twin Falls)

On this 30th day of April, 1984, before me,
 the undersigned, a Notary Public in and for said County and
 State, personally appeared LEE F. MORGAN, BARBARA A. MORGAN,
 CODY G. MORGAN and ARLEN W. MORGAN, known to me to be the persons
 whose names are subscribed to the within instrument and acknowl-
 edged to me that they 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.



Janet L. King
 NOTARY PUBLIC